



RELIANCE CHEMOTEX INDUSTRIES LIMITED

Village Kanpur, Udaipur – 313 003 (Rajasthan)
Website: www.reliancechemotex.com
email: shareholders@reliancechemotex.com
CIN- L40102RJ1977PLC001994

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE IS HEREBY given that the following resolutions are circulated for approval of members of the Company to be accorded by means of Postal Ballot as per provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other Rules as may be applicable for the proposed resolutions set out below. The Explanatory statement under section 102 of the Act stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Board has appointed CS Manoj Maheshwari of M/s. V.M. & Associates, Practicing Company Secretary at Jaipur, as a Scrutinizer for conducting the voting process through e-voting and Postal Ballot in accordance with the law and in a fair and transparent manner.

Members may note that as required under the provisions of the Section 108, 110 and other applicable provisions (if any) of the Act and the rules applicable in that regard and Clause 35B of the Equity listing agreement entered into by the Company with the Stock Exchange on which its equity shares are listed, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its members to enable them to cast their votes electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facility to the members of the Company. It may be noted that e-voting is optional.

The e-voting facility is available at the link www.evotingindia.com till 6.00 pm on Wednesday, 20th August, 2014. Please refer to the instructions annexed to this notice for e-voting.

Members opting to vote through the postal ballot form mode are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto) and return the same duly completed (no other form or photocopy thereof is permitted), in the attached self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer, not later than 6.00 p.m. on Wednesday, 20th August, 2014. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Chairman/Director/Company Secretary of the Company. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Chairman/Director/Company Secretary of the Company will announce the result of the Postal Ballot on Friday, 29th August, 2014, at the registered office of the Company at, Village Kanpur, Udaipur, Rajasthan 313003, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be displayed on the web-site of the Company at www.reliancechemotex.com for the information of the Members. The date of declaration of the results of Postal Ballot will be taken to be the date of passing of the resolution.

Members may please note that the resolutions will be deemed to have been passed as a Special Resolution if the votes cast in favor are at least three-fourth of the total votes cast and would be deemed to have been passed in General Meeting.

1 TO BORROW MONEY IN EXCESS OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES

To consider and, if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the shareholders under section 293 (1) (d) of the Companies Act 1956, and pursuant to Section 180(1) (c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") and/or any Committee thereof, to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only) in Indian Rupees and/or to the equivalent amount in any foreign currency.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient and also to delegate all or any of the above powers to the committee of the Directors or any other officers of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper expedient, or incidental thereto for the purpose of giving effect to the above resolution."

2) APPROVAL FOR CREATION OF MORTGAGE OR CHARGE, SALE, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S) OF THE COMPANY

To consider and, if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions passed by the shareholders under section 293 (1) (a) of the Companies Act 1956, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (hereinafter referred as "said Act") and the relevant Rules of the said Act and subject to statutory amendments thereto from time to time, the consent of the Company be and is hereby given to the Board of Directors of the Company (the "Board") and/or any Committee thereof, to mortgage, hypothecate, pledge, charge, encumber, transfer, sell, lease, assign, deliver or otherwise dispose off, and such charge to rank either pari- passu with or second, subsequent subservient and subordinate to all charges, mortgages, hypothecation and other encumbrances created / to be created by the Company, in addition to the mortgage/charges created/to be created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board and/or Committee in its absolute discretion think fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company's assets and properties including stock in trade in respect of all such borrowings including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange and all other monies payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favor of the Lenders including but not limited to bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based or non-fund based including term loan and working capital assistance obtained/to be obtained by the Company, and/or any of the Company's subsidiary/affiliate/associate company up to an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) or equivalent amount in foreign currency.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds and other instruments or writings containing such conditions, covenants as it may think fit to give effect to this resolution.

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/whole time director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution."

Registered Office

Village Kanpur
Udaipur (Rajasthan) 313003

**By order of the Board
For Reliance Chemotex Industries Ltd**

Place: Udaipur

Date: 9th July, 2014

**M. K. Gupta
Company Secretary & CFO**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 11th July, 2014.
3. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the State in which the registered office of the company is situated.
4. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The procedure and instructions for e-voting are as under:-

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com.
- II. Now click on "Shareholders" tab to cast your votes.
- III. Now, select "Reliance Chemotex Industries Limited" from the drop down menu and click on "SUBMIT".
- IV. If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- V. Now, fill up the following details in the appropriate boxes.

	For members holding shares in D-mat Form	For members holding shares in Physical Form
USER ID	a) For NSDL: 8 Character DP ID followed by 8 digits Client ID b) For CDSL: 16 digits beneficiary ID	Folio No. registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: XYZAB1234C in the PAN Field.

please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value 01/01/1994 in the DOB column or the XYZ123 in the Dividend Bank details field.

VI. After entering these details appropriately, click on "SUBMIT".

VII. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VIII. Click on the "Reliance Chemotex Industries Limited" on which you choose to vote.

IX. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

X. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.

XI. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XII. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

XIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

XIV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XV. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

In case of members receiving the postal ballot notice and form by post:

(A) Please follow all steps from sl. no. (ii) To sl. no. (xii) Above, to cast vote.

(B) Bodies Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favor of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote. A copy of the board resolution may also be sent to the Scrutinizer's e-mail id at cs.vmanda@gmail.com

(C) The voting period begins on 22nd July, 2014 (10:00 hrs) and ends on 20th August, 2014 (18.00 hrs). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

5. Members who have registered their email id for the receipt of documents of electronic mode under the green initiative of Ministry of Corporate affairs are being sent notice of postal ballot by email and others are sent by post along with postal ballot form. Members who have received postal ballot notice by email and wish to vote through physical postal ballot forms can seek duplicate postal ballot forms from the Registered Office of the Company.

1. Kindly note that the members can opt only one mode of voting that is either by physical ballot or e Voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa.

However in case member has voted in both then voting done through valid physical ballot shall prevail and voting done by e voting will be treated as invalid.

- II. The Company has appointed CS Manoj Maheshwari of M/s. V.M. & Associates, Practicing Company Secretary at Jaipur, as a scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.
- III. You are requested to carefully read the instructions printed in the postal ballot form and return the form (no other form or photocopies permitted) duly completed, in the enclosed prepaid self addressed business reply envelop, so as to reach the scrutinizer at the address of the company as printed on the said prepaid envelop on or before the close of working hours (06.00 p.m) on Wednesday, 20th August, 2014. Postal Ballot received after 20th August, 2014 shall be treated as if the reply from the member has not been received.
- IV. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
- V. The scrutinizer will submit his report addressed to the Board of Directors of the company, to the Chairman/Company Secretary of the company, after completion of scrutiny of postal ballot in a fair and transparent manner.
- VI. The results of the postal ballot will be announced by the Chairman/Director/Company Secretary of the Company on Friday, the 29th August, 2014 at the Registered Office and will also be communicated to the stock exchange where the company's shares are listed. The results of the postal ballot will also be displayed on the company's website www.reliancechemotex.com.
- VII. The Board of Directors has appointed Mr. M.K.Gupta, Company Secretary of the Company as the person responsible for the entire postal ballot process.
- VIII. Document(s) specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 2 pm and 5pm on all working days (except Saturdays, Sundays and public holidays) upto the date of announcement of result of postal ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE

Item no. 1

Your company is planning for expansion in future. In view of that the company may require sufficient funds for its business by way of borrowings by all possible means from time to time.

The existing borrowing powers of the Board of Directors of your Company u/s 293 (1)(d) of the erstwhile Companies Act, 1956 are Rs. 150 Crores (Rupees One Hundred Fifty Crores only) as approved by the shareholders in their Annual General Meeting of the Company held on 24th September, 2007. The Ministry of Corporate Affairs vide its General Circular no. 04/2014 dated 25th March, 2014 has clarified that the borrowing powers as approved by the members of the company under Section 293(1)(d) of the Companies Act, 1956 shall be remained valid for a period of one year from the date of notification of section 180 of the Companies Act, 2013 i.e. 12/09/2013. Thus, the company requires/is in need of afresh approval of members for borrowing money over and above the paid-up capital and free reserves under the new Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company keeping in mind the future business requirements and expansion of the business of the Company, proposed to borrow money up to Rs.500 Crores (Rupees Five Hundred Crores only). In terms of Section 180(1)(c) of the Companies Act, 2013 for borrowing money more than paid up share capital and free reserves, the approval of shareholders is required. The Board recommends the special resolution for shareholder's approval. None of the Directors or Key Managerial Personnel Company or their relatives are, in any way, are concerned or interested in the resolution except to the extent of their shareholding in the Company.

Item no. 2

For borrowing money from Banks, Financial Institution, Bodies Corporate, Firms and Persons, the Company would require to create security in favour of the lenders by creating charge/mortgage on its present and future assets and properties including sale, lease or otherwise dispose of whole or substantially the whole of the undertaking(s) of the company. Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of the Company shall not without the consent of the members of the company sell, lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the company. Since mortgage/hypothecation may be considered to be one of the modes of disposal of the property within the meaning of the said section, the approval of the members by way of Special Resolution is sought under Section 180(1)(a) of Companies Act, 2013 to enable the Board of Directors to mortgage, hypothecate, pledge, charge, encumber, transfer, sell, lease, assign, deliver or otherwise dispose off the whole or substantially the whole of the Company's anyone or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, in addition to the mortgage/charges created/to be created by the Company. The Board recommends the special resolution for shareholder's approval.

None of the Directors or Key Managerial Personnel Company or their relatives are, in any way, are concerned or interested in the resolution except to the extent of their shareholding in the Company.

Registered Office

Village Kanpur
Udaipur (Rajasthan) 313003

**By order of the Board
For Reliance Chemotex Industries Ltd**

Place: Udaipur
Date: 9th July, 2014

**M. K. Gupta
Company Secretary & CFO**



RELIANCE CHEMOTEX INDUSTRIES LIMITED

Village Kanpur, Udaipur – 313 003 (Rajasthan)
Website: www.reliancechemotex.com
email: shareholders@reliancechemotex.com
CIN- L40102RJ1977PLC001994

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Name(s) of Member(s)/Beneficial Owner: _____

(including joint holders, if any, in block letters)

Registered address of the sole/first named: _____

Member/Beneficial Owner _____

Registered Folio no./DP ID*/Client ID* : _____

(*applicable to investors holding shares in dematerialized form)

No. of shares held : _____

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 7th July, 2014 issued by the Company by sending my/our assent/dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate column below:

Sr. No.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution under section 180(1)(c) of the Companies Act, 2013 to borrow money upto a sum of Rs. 500 crores (Rupees Five Hundred Crores Only)			
2	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorising for sell, lease or dispose of whole or substantially the whole of company's undertaking(s).to secure borrowings to the extent Rs.500 crores (Rupees Five Hundred Crores Only)			

Place:

Date:

Signature of the Member/ Beneficial Owner

NOTE: FOR INSTRUCTIONS, PLEASE SEE OVERLEAF

INSTRUCTIONS:

1. A Member desiring to cast his/her vote by postal ballot should complete this Postal Ballot Form and send it back to the Company only in the enclosed self addressed business-reply envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Members, will also be accepted.
 2. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company is attached herewith.
 3. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
 4. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
 5. Duly completed Postal Ballot form after enclosing in self address business reply envelope should reach to the Scrutinizer at the designated address (as mentioned on the envelope) not later than closing working hours i.e. 6.00 P.M on Wednesday, the 20th day of August, 2014. Any Postal Ballot Form received after the aforesaid time and date will be treated as if Postal Ballot Form, from such Members, has not been received.
 6. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch on Notice of Postal Ballot.
 7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
 8. Member is requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
 9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
 10. The right of voting by Postal Ballot shall not be exercised by a proxy.
 11. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 5 of this leaf, shall not be counted for the purpose of the passing the Resolutions.
 12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
- Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.

BUSINESS REPLY ENVELOPE

POSTAGE WILL BE
PAID BY THE
ADDRESSEE

PERMIT NO.: _____

POST OFFICE: _____

NO
POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

To

CS Manoj Maheshwari
The Scrutinizer,

RELIANCE
CHEMOTEX INDUSTRIES LIMITED
Village : Kanpur, Post Box No. 73
Udaipur – 313 003