

POLYTEX INDIA LTD

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

POLYTEX INDIA LTD

Registered Office: 401, 4th Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056
CIN: L51900MH1987PLC042092

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Polytex India Ltd will be held on Thursday, 26th February, 2015 at 11:00 a.m. at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai-400056 to transact the following business as a special business:

1. RE-APPOINTMENT OF MR. PARESH MULJI KARIYA, AS WHOLE-TIME DIRECTOR

To consider and if, thought fit to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT in pursuance of the provisions of Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Paresh Kariya (DIN:00215937), as a Whole-time Director of the Company for a period of 3 (three) years from 1st April , 2015 to 31st March, 2018 for an amount not exceeding Rs. 2,00,000/- p.m., including Basic Salary, House Rent Allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion which may include but not limited to grant of increments and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year of the Company during the currency of tenure of Mr. Paresh Kariya, he shall be paid salary, allowances and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013 or any modification thereof.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to the re-imbusement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and regulatory authorities.”

2. RE-APPOINTMENT OF MR. ARVIND MULJI KARIYA, AS WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Special Resolution:-

“RESOLVED THAT in pursuance of the provisions of Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Arvind Kariya (DIN: 00216112), as a Whole-time Director of the Company for a period of 3 (three) years from 1st April , 2015 to 31st March, 2018 for an amount not exceeding Rs. 2,00,000/- p.m., including Basic Salary, House Rent Allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion which may include but not limited to grant of increments and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year of the Company during the currency of tenure of Mr. Arvind Kariya, he shall be paid salary, allowances and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013 or any modification thereof.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to the re-imbusement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and regulatory authorities.”

3. APPROVAL FOR RELATED PARTY TRANSACTION

To consider and if, thought fit to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to provisions of Section 188, 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company

(hereinafter referred to as 'Board', which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to make Investment / Disinvestment as may be decided by the Board from time to time in the Capital of M/s. Ruchi Food Plaza Private Limited (a related party) for an amount not exceeding an aggregate of Rs. 7,00,00,000/- (Rupees Seven Crore Only).

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 required to give effect to the above resolution.”

By order of the board
For Polytex India Ltd

Sd/-

Date: 28.01.2015
Place: Mumbai

Reshma Pujari
Company Secretary

Registered Office:

401, 4th floor, Nisarg Apartment,
Besant Road, Vile Parle – West,
Mumbai-400056

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The notice of this meeting is also made available on the website of the Company.
5. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.

For this purpose, the Company has engaged **Karvy Computershare Ltd.**, for facilitating e-voting to enable the Members to cast their votes electronically.

The instructions for Members for e-voting are as under:

1. Open your web browser during the voting period and navigate to ‘<https://evoting.karvy.com>’.
2. Enter the login credentials (i.e. user-id & password) *mentioned on the Attendance Slip/ Email* forwarded through the electronic notice or physical copies sent by post along with the Notice calling the Extraordinary General Meeting.

User-ID	For Shareholder(S)/ Beneficial Owner(S) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the company
Password	Your Unique password is printed on the EGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed

3. After entering these details appropriately, click on “LOGIN”.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your

password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

5. You need to login again with the new credentials.

6. On successful login, system will prompt to select the 'Event' i.e., 'Polytex India Ltd'.

7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

8. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.

9. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

10. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at nilesh@ngshah.com.

11. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

12. The e-voting portal will be open for voting from Friday, 20th February, 2015 (9.00 a.m. IST) to Sunday, 22nd February, 2015 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

13. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on Cut-off Date i.e. 30th January, 2015.

14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or toll free No. 040 44655000 or at 1800 345 4001 (toll free).

15. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

16. The members, who have voted by e-voting are not eligible to vote at the Extra Ordinary General Meeting.

17. The results of e-voting will be placed by the Company on its website: www.polytexindia.com within two days of the EGM and also communicated to the stock exchange(s), where the shares of the Company are listed.

18. The resolutions proposed will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolutions.

19. Mr. Nilesh Shah, Practicing Company Secretary, (Membership No. 4554) has been appointed as the Scrutiniser to scrutinise the e-voting process.

20. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses note in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

21. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

System Support Services

209, Shivai Industrial Estate,
89, Andheri-Kurla Road,
(Next to Logitech Park, Above McDonalds),
Sakinaka, Andheri (E),
Mumbai - 400072.

22. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.

23. Relevant documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection by the Members at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the EGM.

24. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Tenure of appointment of Mr. Paresh Kariya (DIN: 00215937) Whole-time Director expires on 31st March, 2014. Having regards to the knowledge and experience in the field in which the Company operates and likely growth of the business of the Company under his able guidance and supervision, it is proposed, subject to approval of members in the General Meeting to re-appoint Mr. Paresh Kariya as Whole Time Director of the Company w.e.f. 1st April, 2015 for the period of further Three years. The re-appointment and remuneration has been approved by the Board of Directors and Nomination and Remuneration Committee in their respective meeting held on 28th January, 2015.

The terms and conditions of re-appointment and remuneration payable to Mr. Paresh Kariya are as under:-

Period of Appointment: 01st April, 2015 to 31st March, 2018

Terms of Appointment:

Gross remuneration not exceeding @ Rs. 2,00,000/- p.m. (i.e. not exceeding Rs. 24,00,000/- p.a. including Basic Salary, House Rent Allowance and other Perquisites (as detailed below), Bonus, Performance Incentives and other additional perquisites as approved by Board from time to time.

PART "A"

(i) Housing: The Company shall provide unfurnished accommodation to the Whole Time Director. If no accommodation is provided, House Rent Allowance @ 25 % of the monthly Salary or as per Companies Rule as applicable to other employee whichever is more, shall be payable to the Whole Time Director and he is also eligible for reimbursement of expenses/allowances for utilization of gas, electricity, water and the same will be valued as per Income Tax Rule, 1962.

(ii) Medical Reimbursement: The Reimbursement of medical expenses incurred by the Whole Time Director for self and family subject to ceiling of one month's salary in a year or five months salary over a period of five years.

(iii) Leave Travel Concession: Leave Travel Concession for the Whole Time Director and his family in a year in accordance with the Rules & Regulation of the Company.

(iv) Personal Accident Insurance: Personal Accident Insurance of an amount of the annual premium of which does not exceed one month salary or Rs. 10,000/- per annum whichever is lower.

PART "B"

i) Companies Contribution to Provident and Other Fund: Companies Contribution to Provident Fund, superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

ii) Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of services.

iii) Leave Encasement: Encasement of leave at the end of tenure will be permitted in accordance with the rules of the Company.

PART "C"

i) Car: The Company shall provide Car with driver while on service.

ii) Telephone: Telephone facility at the residence of the Mr. Paresh Kariya for use of Company's business. Reimbursement of telephone bills at residence with the condition that personal long distance calls should be logged and paid by him.

iii) Leave: Leave on full pay and allowance, at the rate of one month for every eleven months of service.

The Company shall pay or reimburse the appointee for all the cost, charges, expenses that may be incurred by him for the purpose of the business of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The following perquisites however shall not be included in the computation of the ceiling on remuneration as stated above.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Notwithstanding the remuneration payable to Mr. Paresh Kariya as detailed above, wherein any financial year during tenure of office of Mr. Paresh Kariya, the Company has no profits or its profits are inadequate the Company shall pay remuneration to Mr. Paresh Kariya by way of Salary, perquisites and other allowance as the case be, such amount not exceeding the limits prescribed in Clause A of Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceiling limits as may be recodified unless otherwise approved by the Central Government.

STATEMENT OF INFORMATION AS REQUIRED UNDER PROVISIO TO SCHEDULE V, PART II, SECTION II:

I: General Information about the Company:

1. Nature of Industry: The Company is a Registered Non Banking Finance Company and it is mainly engaged in the business of financing of companies.

2. Date of Commencement of Commercial Production: The Company was incorporated on 05th January, 1987. However the Company got the Registration Certificate of Non Banking Finance Company 20th February, 1998. Immediately thereafter, the Company has commenced is into the Business of NBFC.

3. Financial Performance Based on Given Indicators: The financial data as per last audited Balance Sheet as on 31st March, 2014 are as under:

Particulars	For the Year ended 31.03.2014 (Rs.)
Total Income	93,89,906
Net Profit Before Depreciation and Tax	42,75,208
Depreciation	1,84,508
Net Profit Before Tax	40,90,700
Provision for Taxation	28,04,500
Net Profit after Tax	12,86,200

4. Foreign Investments or Collaborators: The Company has not made any investment in foreign body corporate or foreign entities. The Company do not have any foreign collaboration and has not received or invested any money towards foreign collaboration and hence no information to be provided in this respect.

II: Information about the Appointee:

1. Brief Profile of Appointee: Mr. Paresh Kariya holds B.Com Degree and has more than 21 years of experience in Stock market. Mr. Paresh Kariya has been involved in the activities of the Company since 2008. He is pioneer in the management and operation of the Company. He overlooks the business development in retail, institutional segment, Corporate Finance and Franchisees / branches expansion.

2. Past remuneration: In the past, Mr. Paresh Kariya has drawn Remuneration not exceeding Rs. 1,00,000/- p.m. from the Company.

3. Recognition and Award received in past: Mr. Paresh Kariya is associated with the various Social Organizations. However there is no reportable Recognition and Award received.

4. Job Profile and Suitability: Mr. Paresh Kariya is responsible for administration and direction for the organization. He is responsible for overall strategy and planning of the Company.

5. Remuneration proposed: It is proposed to pay Managerial Remuneration to Mr. Paresh Kariya for an amount not exceeding Rs. 2,00,000/- per month.

6. Comparative Remuneration in the Industry: Considering the nature of industry and specialty of services rendered by Mr. Paresh Kariya and also considering the complex role performed by Mr. Paresh Kariya, no comparative remuneration of industry is available for information.

7. Material Pecuniary Relationship: Mr. Paresh Kariya is a Whole Time Director and brother of Mr. Arvind Kariya and draws remuneration from the Company.

III: Other information:

1. Reason for inadequate Profit and measures taken for improvement: In spite of various measures taken by the Government, NBFC is continue to be an Un-organised Sector to a large extent. Stricter Government norms and policies, cut throat competition with Banks have resulted in substantial pressure on margin.

2. Steps taken and proposed to be taken for improvement: The Company is taking every possible steps to increase the business volume and thereby profitability. Measures have been taken to controls costs and overheads.

3. Expected Increase in Profits in Measurable Terms: Considering the proposed businesses and volatile market condition, it is not possible to ascertain and quantify the expected increase in profits in measurable terms at this stage. However company expects 15% to 20 % growth in income and profitability in next 3 years.

The appointment can be terminated by either party by giving 3 months notice.

The copy of memorandum showing terms of appointment and payment of remuneration to Mr. Paresh Kariya will be available for inspection of the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day in terms of Section 190 of the Companies Act, 2013.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and payment of remuneration of Mr. Paresh Kariya, Whole time Director. Accordingly, as per the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

Save and except Mr. Paresh Kariya and Mr. Arvind Kariya, Director of the Company and their Wife Mrs. Sadhana Kariya and Mrs. Jigna Kariya respectively (who may be deemed to be interested in the respective resolutions, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution proposed in Item No. 1.

Item No. 2

Tenure of appointment of Mr. Arvind Kariya (DIN: 00216112) Whole-time Director and CFO of the Company expires on 31st March, 2014. Having regards to the knowledge and experience in the field in which the Company operates and likely growth of the business of the Company under his able guidance and supervision, it is proposed, subject to approval of members in the General Meeting to re-appoint Mr. Arvind Kariya as Whole Time Director of the Company w.e.f. 1st April, 2015 for the period of further Three years. The re-appointment and remuneration has been approved by the Board of Directors and Nomination and Remuneration Committee in their respective meeting held on 28th January, 2015.

The terms and conditions of re-appointment and remuneration payable to Mr. Arvind Kariya are as under:-

Period of Appointment: 01st April, 2015 to 31st March, 2018

Terms of Appointment:

Gross remuneration not exceeding @ Rs. 2,00,000/- p.m. (i.e. not exceeding Rs. 24,00,000/- p.a. including Basic Salary, House Rent Allowance and other Perquisites (as detailed below), Bonus, Performance Incentives and other additional perquisites as approved by Board from time to time.

PART "A"

(i) Housing: The Company shall provide unfurnished accommodation to the Whole Time Director. If no accommodation is provided, House Rent Allowance @ 25 % of the monthly Salary or as per Companies Rule as applicable to other employee

whichever is more, shall be payable to the Whole Time Director and he is also eligible for reimbursement of expenses/allowances for utilization of gas, electricity, water and the same will be valued as per Income Tax Rule, 1962.

(ii) Medical Reimbursement: The Reimbursement of medical expenses incurred by the Whole Time Director for self and family subject to ceiling of one month's salary in a year or five months salary over a period of five years.

(iii) Leave Travel Concession: Leave Travel Concession for the Whole Time Director and his family in a year in accordance with the Rules & Regulation of the Company.

(iv) Personal Accident Insurance: Personal Accident Insurance of an amount of the annual premium of which does not exceed one month salary or Rs. 10,000/- per annum whichever is lower.

PART "B"

i) Companies Contribution to Provident and Other Fund: Companies Contribution to Provident Fund, superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

ii) Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of services.

iii) Leave Encasement: Encasement of leave at the end of tenure will be permitted in accordance with the rules of the Company.

PART "C"

i) Car: The Company shall provide Car with driver while on service.

ii) Telephone: Telephone facility at the residence of the Mr. Arvind Mulji Kariya for use of Company's business. Reimbursement of telephone bills at residence with the condition that personal long distance calls should be logged and paid by him.

iii) Leave: Leave on full pay and allowance, at the rate of one month for every eleven months of service.

The Company shall pay or reimburse the appointee for all the cost, charges, expenses that may be incurred by him for the purpose of the business of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The following perquisites however shall not be included in the computation of the ceiling on remuneration as stated above.

(a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

(b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

(c) encashment of leave at the end of the tenure.

Notwithstanding the remuneration payable to Mr. Arvind Kariya as detailed above, wherein any financial year during tenure of office of Mr. Arvind Kariya, the Company has no profits or its profits are inadequate the Company shall pay remuneration to Mr. Arvind Kariya by way of Salary, perquisites and other allowance as the case be, such amount not exceeding the limits prescribed in Clause A of Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceiling limits as may be recodified unless otherwise approved by the Central Government.

STATEMENT OF INFORMATION AS REQUIRED UNDER PROVISIO TO SCHEDULE V, PART II, SECTION II:

I: General Information about the Company:

1. Nature of Industry: The Company is a Registered Non Banking Finance Company and it is mainly engaged in the business of financing of companies.

2. Date of Commencement of Commercial Production: The Company was incorporated on 05th January, 1987. However the Company got the Registration Certificate of Non Banking Finance Company 20th February, 1998. Immediately thereafter, the Company has commenced is into the Business of NBFC.

3. Financial Performance Based on Given Indicators: The financial data as per last audited Balance Sheet as on 31st March, 2014 are as under:

Particulars	For the Year ended 31.03.2014 (Rs.)
Total Income	93,89,906
Net Profit Before Depreciation and Tax	42,75,208
Depreciation	1,84,508
Net Profit Before Tax	40,90,700
Provision for Taxation	28,04,500
Net Profit after Tax	12,86,200

4. Foreign Investments or Collaborators: The Company has not made any investment in foreign body corporate or foreign entities. The Company do not have any foreign collaboration and has not received or invested any money towards foreign collaboration and hence no information to be provided in this respect.

II: Information about the Appointee:

1. Brief Profile of Appointee: Mr. Arvind Kariya holds B.Com Degree and has more than 21 years of experience in Stock market. Mr. Arvind Kariya has been involved in the activities of the Company since 2008. He is pioneer in the management and operation of the Company. He has a comprehensive knowledge and insight in dealing and settlement procedure. He is in-charge of operations, back office management and risk management.

2. Past remuneration: In the past, Mr. Arvind Kariya has drawn Remuneration not exceeding Rs. 1,00,000/- p.m. from the Company.

3. Recognition and Award received in past: Mr. Arvind Kariya is associated with the various Social Organizations. However there is no reportable Recognition and Award received.

4. Job Profile and Suitability: Mr. Arvind Kariya is responsible for back office management, administration, risk management and direction for the organization. He is responsible for overall strategy and planning of the Company.

5. Remuneration proposed: It is proposed to pay Managerial Remuneration to Mr. Arvind Kariya for an amount not exceeding Rs. 2,00,000/- per month.

6. Comparative Remuneration in the Industry: Considering the nature of industry and specialty of services rendered by Mr. Arvind Kariya and also considering the complex role performed by Mr. Arvind Kariya, no comparative remuneration of industry is available for information.

7. Material Pecuniary Relationship: Mr. Arvind Kariya is a Whole Time Director and brother of Mr. Paresh Kariya and draws remuneration from the Company.

III: Other information:

1. Reason for inadequate Profit and measures taken for improvement: In spite of various measures taken by the Government, NBFC is continue to be an Un-organised Sector to a large extent. Stricter Government norms and policies, cut throat competition with Banks have resulted in substantial pressure on margin.

2. Steps taken and proposed to be taken for improvement: The Company is taking every possible steps to increase the business volume and thereby profitability. Measures have been taken to controls costs and overheads.

3. Expected Increase in Profits in Measurable Terms: Considering the proposed businesses and volatile market condition, it is not possible to ascertain and quantify the expected increase in profits in measurable terms at this stage. However company expects 15% to 20 % growth in income and profitability in next 3 years.

The appointment can be terminated by either party by giving 3 months notice.

The copy of memorandum showing terms of appointment and payment of remuneration to Mr. Arvind Kariya will be available for inspection of the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day in terms of Section 190 of the Companies Act, 2013.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and payment of remuneration of Mr. Arvind Kariya, Whole time Director. Accordingly, as per the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

Save and except Mr. Arvind Kariya and Mr. Paresh Kariya, Director of the Company and their Wives Mrs. Jigna Kariya and Mrs. Sadhana Kariya (who may be deemed to be interested in the respective resolutions, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution proposed in Item Nos. 2.

Item No. 3

The Company is intending to invest in the share capital of M/s. Ruchi Food Plaza Private Limited, a Private Company in which Whole Time Directors of the Company are Directors for an amount not exceeding Rs. 7,00,00,000/- (Rupees Seven Crore Only). As per the provisions of the Listing Agreement, and the other applicable provisions of the Companies Act, 2013 read with the Rules made there under the Company requires to obtain the approval of the Shareholders by passing a Special Resolution for entering into any Material Related Party Transaction. Hence the approval of the members are sought to make an Investment of an amount not exceeding Rs. 7 Cr. in the Share Capital of M/s. Ruchi Food Plaza Private Limited as per the provisions of Listing Agreement read with the applicable provisions of the Companies Act, 2013 read with the Rules made there under.

The particulars of the transaction as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	M/s. Ruchi Food Plaza Private Ltd
2	Name of the Director or KMP who is related, if any	Mr. Paresh Kariya; Mr. Arvind Kariya;
3	Nature of Relationship	Mr. Paresh Kariya and Mr. Arvind Kariya, Directors of the Company are also Directors in Ruchi Food Plaza Private Ltd. and holds (along with their Relatives) approx. 40% stake in the said Ruchi Food Plaza Private Limited
4	Nature of Contract / Arrangement	Investment in the Equity Shares
	Material Terms of Contract / Arrangement	Investment in 2,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 350/- per share
	Monetary Value of Contract / Arrangement	Rs. 7,00,00,000/-
	Particulars of Contract / Arrangement	Acquisition of 44.44% Shares in the Capital of M/s. Ruchi Food Plaza Private Limited

The Directors recommends the resolutions as set out in the accompanying Notice for the approval of Members of the Company by Special Resolution.

Each of Mr. Paresh Kariya and Mr. Arvind Kariya, Directors of the Company holds 25,000 Shares aggregating to 50,000 Shares constituting 20% shares in M/s. Ruchi Food Plaza Private Limited. No other Director or Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No.3 of the Notice convening the meeting.

For Polytex India Ltd

Sd/-

Date: 28.01.2015
Place: Mumbai

Reshma Pujari
Company Secretary

POLYTEX INDIA LIMITED

Registered Office: 401, 4th Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056
CIN: L51900MH1987PLC042092

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Address	
Email ID	
DP ID	
Client Id/Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.Name:
Address.....
E-mail Id:.....Signature or failing him/her

2.Name:
Address.....
E-mail Id:.....Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company, to be held on 26th February, 2015 at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle – West, Mumbai-400056 at 11.00 a.m. or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution(For)	I/We dissent to the Resolution(Against)
1.	Re-appointment of Mr. Paresh Mulji Kariya, as Whole-Time Director		
2.	Re-appointment of Mr. Arvind Mulji Kariya, as Whole-Time Director and CFO		
3.	Approval for Related Party Transaction		

Signed this.....day of..... 2015

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Re. 1
revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

POLYTEX INDIA LIMITED

Registered Office: 401, 4th Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056

CIN: L51900MH1987PLC042092

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrances of the meeting hall)

I hereby record my presence at the Extraordinary General Meeting of the Company on 26th February, 2015 at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle – West, Mumbai-400056 at 11.00 A.M.

DP Id* _____

Folio No. _____

Client Id* _____

No. of Shares _____

Name and Address of Shareholder/Proxy

Signature of Shareholder / Proxy

Note: *Applicable for investors holding shares in electronic form.

(To be signed at the time of handing over this slip)