

TEXEL INDUSTRIES LIMITED

CIN: L29100GJ1989PLC012576

Regd. Office: Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej,

Tal: Kalol, Dist: Gandhinagar – 382 721, Gujarat, India

Phone: 8980026110/ 8980026220, **E-Mail:** finance@geotexelin.com

Website: www.geotexelin.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**) (including any statutory modification or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and other applicable laws, seeking approval of the shareholders of Texel Industries Limited (**‘Company’**) by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system (**“Postal Ballot / E-voting”**).

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and the reasons pertaining to proposed resolutions is also annexed hereto for your consideration.

In terms of the MCA Circulars viz. General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has also clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business only by postal ballot up to 30th September 2020, the requirements of e-voting provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository participants and the communication of assent/dissent of the members will take place through the remote e-voting system only.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Members. The e-voting facility is available at the link www.evotingindia.com from 9.00 a.m. on Thursday, 1st October, 2020 and up to 5.00 p.m. on Friday, 30th October, 2020. E-voting module will be blocked by CDSL at 5.00 p.m. on Friday, 30th October, 2020 and voting shall not be allowed beyond the said date and time Please refer the instructions for E-voting given after the proposed resolutions for the process and manner in which E-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674), as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours of end of E-voting and upon receipts of report of the Scrutinizer and communicated to BSE Limited, CDSL and shall also be displayed on the Company's website at www.geotexelin.com.

The last date of the E-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

PROPOSED RESOLUTIONS:

Item No. 1

Alteration of Objects Clause and Liability Clause of the Memorandum of Association to align with the provisions of the Companies Act, 2013

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force ("**Act**") and subject to such other approvals,

sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to alter and amend existing Memorandum of Association of the Company as follows:

1. The heading of existing Clause III and sub-clause (A) thereof be and is hereby substituted and replaced as follows:

III. (A) THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:

2. The heading of existing Clause III (B) be and is hereby substituted and replaced as follows:

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

3. In Clause III(B) after existing paragraph 49, the following paragraphs be and are hereby added:

50. To carry on or engage in any lawful act or activity or business, or any act or activity or business to pursue any specific object or objects, as per the law for the time being in force.

51. To do, generally, all such acts, activities and things as are, or may appear to be, incidental, expedient, or conducive to the attainment of the above Objects or any of them.

4. The existing Clause III (C) named as “Other Objects” along with all its paragraphs 1 to 46 be and is hereby deleted in entirety;

5. The existing Clause IV be and is hereby substituted and replaced as follows:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

6. The words and figures “the Companies Act, 1956” wherever appearing in the Memorandum of Association be and is hereby substituted and replaced by the words and figures “the Companies Act, 2013” and reference of relevant provisions of the Companies Act, 1956 be and is hereby substituted and replaced with the reference of relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to accept and carry out any modifications, alteration or changes to aforementioned resolution as may be suggested or directed by the Registrar of Companies or any other appropriate authority without requiring any further approval of the members of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

Item No. 2

Increase in Authorized Share Capital of the Company and alteration of Clause V of the Memorandum of Association

To consider and if thought fit to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and in accordance with Article 58 of Articles of Association of the Company, the Authorized share capital of the Company be and is hereby increased from Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakh Only) divided into Equity Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and Preference Share Capital of Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000 (Thirty Five Lakh) preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 1,65,00,000 (One Crore Sixty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) and 35,00,000 (Thirty Five Lakh) unclassified shares of Rs. 10/- (Rupees Ten Only) each by creation of 65,00,000 (Sixty Five Lakh) equity shares of Rs.10/- (Rupees Ten Only) each ranking *pari-passu* in all respect with existing equity shares of the Company and reclassification of 35,00,000 (Thirty Five Lakh) preference shares of Rs. 10/- (Rupees Ten Only) each into 35,00,000 (Thirty Five Lakh) unclassified shares of Rs. 10/- (Rupees Ten Only) each and accordingly, the Clause V of the Memorandum of Association of the Company be altered to read as under:

V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 1,65,00,000 (One Crore Sixty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and 35,00,000 (Thirty Five Lakh) unclassified shares of Rs. 10/- (Rupees Ten Only) each with power to the Board of Directors to increase, sub-divide, consolidate, re-classify or reduce such capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the condition of issue shall otherwise expressly declare, every issue of shares whether declared to be preferential or otherwise shall be subject to Article of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, expedite or incidental to give effect to the abovementioned resolution.”

Item No. 3

To approve and adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013

To consider and if thought fit to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 or any other law for time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby altered and substituted with the new set of articles of association, the draft whereof is available for inspection at the registered office of the Company, which be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

Item No. 4

Increase in the overall limit of holding in the Company by Non-Resident Indians (NRIs) and Overseas Citizens of India (OCIs)

To consider and if thought fit to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Rule 12 read with Schedule III and other applicable provisions of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and other circulars, directions, guidelines, regulations issued by the Reserve Bank of India (“**RBI**”) and/or the Ministry of Finance, consent and approval of the shareholders be and is hereby accorded for increasing the total holding of all Non-Resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”) on repatriation basis from 10% to 24% of the total paid-up equity capital of the Company on fully diluted basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, expedite or incidental to give effect to the abovementioned resolution.”

Item No. 5

Issue of Equity Shares against the outstanding loans or borrowings of the Company

To consider and if thought fit to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 62(3) and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof for the time being in force), the provisions in the Memorandum and Articles of Association of the Company and other applicable provisions of the Securities and Exchange Board of India Act, 1992 and such other applicable guidelines/rules/regulations/ circulars issued by the Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**), the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of India (**“RBI”**), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the **“Listing Regulations”**), listing agreement (**“Listing Agreement”**) as entered into by the Company with the Stock Exchange where the Company’s equity shares of face value of Rs.10/- each (the **“Equity Shares”**) are listed and other applicable laws, if any, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the **“Board”**, which term shall be deemed to include any duly constituted committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded to the Board to avail and accept, loans, borrowings, advances or financial assistances (**“Loans”**) from any banks, financial institutions, directors of the Company, promoters and promoter group of the Company or any other body corporates, individuals or persons (hereinafter referred to as **“Lenders”**) containing, *inter alia*, an option to convert such Loans into the Equity Shares including securities convertible into Equity Shares (**“Securities”**) of the Company or get the allotment of Securities of the Company against any such Loans subject to following terms and conditions:

- a. The Securities shall be issued and allotted by the Company to the Lender(s) who exercises the option to convert its Loans (whole or in part) into Securities of the Company in accordance with terms and conditions specified under the loan agreements, facility agreements or other similar arrangements or agreements executed or to be executed between the Company and the Lenders or who exercises the option to adjust and treat the outstanding amount of Loans or any part thereof as an application money while making application for subscribing to the Securities of the Company offered through rights issue, preferential issue or other permissible mode;
- b. The Securities shall be issued at a price determined by the Board in accordance with the applicable provisions of the Companies Act, 2013, regulations issued by the SEBI and other applicable laws;
- c. The Securities allotted by the Company shall be subject to provisions of the Memorandum and Articles of Association of the Company;

- d. The Equity Shares allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be listed on the Stock Exchange(s), where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT subject to provisions of this resolution and the applicable laws, the Board of Directors of the Company or a Committee thereof constituted for this purpose be and is hereby authorized to negotiate, finalize and accept the terms and conditions of availing the Loans from the Lenders, to enter into loans agreements, facility agreements or other similar arrangements or agreements with the Lenders and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable for availing the Loans from the Lenders and for giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof constituted for this purpose be and is hereby authorized and empowered to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable, for issuing, allotting and listing of the Securities in accordance with this resolution and the applicable laws, to delegate all or any of its power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company, to settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things as the Board in its absolute discretion may deem fit for giving effect to this resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej,
Tal: Kalol, Dist: Gandhinagar – 382721,
Gujarat

Place : Ahmedabad

Date : 22nd September, 2020

By Order of the Board of Directors

Shweta Sultania

Company Secretary & Compliance Officer

Membership No.: ACS 22290

Notes:

- 1) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the proposed resolutions are annexed hereto.
- 2) In terms of the MCA Circulars, the Postal Ballot Notice (“Notice”) is being sent by electronic mode to all members whose email addresses are registered with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“Link Intime”) / Depository

Participant(s) on the Cut-off date. Members may note that this Notice will be available on the Company's website viz. www.geotexelin.com

- 3) To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime / Depository Participant(s) as under:
 1. For Physical Shareholders:-
Please send duly signed Request Letter mentioning therein Name of Shareholder, Folio No., Email Id & Mobile No. along with self-attested copy of PAN Card through email at ahmedabad@linkintime.co.in
 2. For Demat Shareholders:-
Please contact your Depository Participant (DP) and register your Email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.
- 4) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, 25th September, 2020**, shall be entitled to avail the facility of remote e-voting. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date. **A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.**
- 5) Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the members the last date of the E- voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
- 6) Pursuant to the provisions of Sections 108 & 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively issued by the Ministry of Corporate Affairs (the "MCA Circulars"), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through Postal Ballot. In terms of the MCA Circulars, voting can be done only by remote e-voting. The facility of casting votes by a member using remote e-voting will be provided by Central Depository Services (India) Limited ("CDSL"). Instructions for remote e-voting are provided herein below at point no. 9(A). Members whose email ids are not registered with the Company/Link Intime/Depositories, for obtaining Postal Ballot Notice

and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided at point no. 9(B).

- 7) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- 8) The voting results of Postal Ballot will be declared on receipt of Scrutinizer's Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency at www.evotingindia.com and also on the website of the Company at www.geotexelin.com within 48 hours from the end of remote e-voting period and will also be submitted to BSE Limited, where the equity shares of the Company are listed.
- 9) Voting through Electronic Means (**Remote E-voting**):

(A.) The instructions for shareholders for Remote e-voting are as under:

- (i) The remote **E-voting period commences at 9:00 a.m. on Thursday, 1st October, 2020 and ends at 5:00 p.m. on Friday, 30th October, 2020 (both days inclusive)**. During this period, shareholders of the Company holding shares either in physical form or dematerialized form as on the **Cut-off date i.e. Friday, 25th September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" Tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and

voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field which will be communicated by email.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Shareholder holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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.

(x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice of Postal Ballot.

(xi) Click on the EVSN of Texel Industries Limited on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app- “m-Voting” for e voting. The m-Voting app can be downloaded from the respective Store. Please follow the instructions as promoted by the mobile app while remote e-voting on your mobile.

Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution /

Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company by email to rupawala_ca@yahoo.co.in and finance@geotexelin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(B) The Process for those shareholders whose email addresses are not registered with the Company/Depositories, for obtaining Postal Ballot Notice and login credentials for Remote E-voting:

1. For Physical Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Folio No., Mobile No. and Email ID along with self-attested copy of PAN Card by email to Company's RTA at ahmedabad@linkintime.co.in and also to the Company at invrelations@geotexelin.com

2. For Demat Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company's RTA at ahmedabad@linkintime.co.in and also to the Company at invrelations@geotexelin.com

In case you have any queries or issues regarding remote 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 or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email at helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

The Members of the Company are aware that the Company was incorporated under the provisions of the Companies Act, 1956 and hence, the existing Memorandum of Association ("**existing MOA**") of the Company is based on the provisions of the Companies Act, 1956. Further, the said Companies Act, 1956

has been repealed and replaced by the Companies Act, 2013 (“the **Act**”) pursuant to notification dated 30th January 2019 issued by the Ministry of Corporate Affairs and consequently, it is considered expedient to align the existing MOA of the Company with the format of Memorandum of Association for public companies limited by shares as prescribed under the Act.

As per the Companies Act, 2013, a company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. Main Objects.
2. Matters which are necessary for furtherance of the main objects.

It is proposed to amend the heading of existing Clause III and sub-clause (A) and sub-clause (B) of the MOA of the Company and to insert two new paragraphs after paragraph 49 to include matters which are necessary for furtherance of main objects in Clause III (A). It is proposed to delete the other objects in entirety, which were earlier stated under Clause III (C) i.e. “Other Objects” and not proposed to be carried out by the Company in the near future and also to make it in line with the Companies Act, 2013.

It is also proposed to substitute and replace the existing Clause IV i.e. Liability Clause of the MOA to align the same with the provisions of the Act.

Accordingly, the existing Clause III (A), Clause III (B), Clause III (C) and Clause IV of the Memorandum of Association of the Company are proposed to be amended as aforesaid and more particularly enumerated in the resolution as set out at Item No. 1 of the Notice as a Special Resolution.

The Board of Directors at their meeting held on 22nd September, 2020 have approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in the Memorandum of Association of the Company.

Therefore, your Directors recommends the proposed Special Resolution mentioned at Item No. 1 of this Notice for shareholders’ approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The draft of the altered Memorandum of Association of the Company is available for inspection at the registered office of the Company up to the last date of voting through Postal Ballot / E-Voting, i.e., Friday, 30th October, 2020. Members who are willing to inspect the same in electronic mode can send an email to the Company Secretary of the Company at finance@geotexelin.com through their registered email id.

Item No. 2

Considering the fund raising requirements of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakh Only) divided into Equity Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and Preference Share Capital of Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000 (Thirty Five Lakh) preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 1,65,00,000 (One Crore Sixty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and 35,00,000 (Thirty Five Lakh) unclassified shares of Rs. 10/- (Rupees Ten Only) each by creation of 65,00,000 (Sixty Five Lakh) equity shares of Rs.10/- (Rupees Ten Only) each ranking *pari-passu* in all respect with existing equity shares of the Company and reclassification of 35,00,000 (Thirty Five Lakh) preference shares of Rs. 10/- (Rupees Ten Only) each into 35,00,000 (Thirty Five Lakh) unclassified shares of Rs. 10/- (Rupees Ten Only) each.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, a Company can increase its Authorized Share Capital and amend Clause V of the Memorandum of Association of the Company with the consent of shareholders.

Therefore, your Directors recommends the proposed Special Resolution mentioned at Item No. 2 of this Notice for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The draft of the altered Memorandum of Association of the Company is available for inspection at the registered office of the Company up to the last date of voting through Postal Ballot / E-Voting, i.e., Friday, 30th October, 2020. Members who are willing to inspect the same in electronic mode can send an email to the Company Secretary of the Company at finance@geotexelin.com through their registered email id.

Item No. 3

The existing Articles of Association ('**AOA**') of the Company was adopted by the Company on September 30, 2016. Subsequent to that, there have been numerous amendments in the provisions of the Companies Act, 2013 which necessitated amendment in the existing Articles of Association of the Company. Since the Company is required to carry-out numerous changes in the existing AOA, it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company in substitution of and to the exclusion of the existing AOA.

The Board of Directors at their meeting held on 22nd September, 2020 have approved (subject to the approval of members) to adopt a new set of Articles of Association ('**New AOA**') in place of and to the total exclusion, substitution and supersession of the existing Articles of Association of the Company.

In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

Therefore, your Directors recommends the proposed Special Resolution mentioned at Item No. 3 of this Notice for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The draft of the New AOA of the Company is available for inspection at the registered office of the Company up to the last date of voting through Postal Ballot / E-Voting, i.e., Friday, 30th October, 2020. Members who are willing to inspect the same in electronic mode can send an email to the Company Secretary of the Company at finance@geotexelin.com through their registered email id.

Item No. 4

Pursuant to Rule 12 read with Schedule III and other applicable provisions of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended read with all other circulars, directions, guidelines, regulations issued by the Reserve Bank of India (“**RBI**”) from time to time in this regard, the total holdings of all Non-Resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”) put together shall not exceed 10% of the total paid-up equity share capital and the limit of 10% can be further increased up to 24% with the consent of shareholders by passing a special resolution to that effect.

Considering the fund raising requirements of the Company and to enable increased investments by NRIs/ OCIs in the paid- up equity capital of the Company, it is proposed to increase the aggregate holding limit of NRIs/ OCIs from 10% to 24% of the total paid up equity capital of the Company. Accordingly, the resolution set out at Item No. 4 of this Notice is proposed to enable the NRIs/ OCIs to acquire equity shares of the Company on repatriation basis up to the revised ceiling limit of 24% (Twenty Four per cent) of the total paid-up equity capital of the Company on fully diluted basis.

Therefore, your Directors recommends the proposed Special Resolution mentioned at Item No. 4 of this Notice for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Item No. 5

The Members are aware that the Company is required, in the ordinary course of its business, to borrow money from the banks, financial institutions, directors of the company, promoters and promoter group of the Company, or any other body corporates, individuals or persons (hereinafter referred to as the “**Lenders**”) for its business purposes and is required to enter into loan agreements, facility agreements or other similar arrangements or agreements with such Lenders (“**Loan Agreements**”). The terms and conditions of the Loan Agreements may require, *inter alia*, to include an option to convert the outstanding loans or financial assistances into the Equity Shares of the Company.

Pursuant to the provisions of Section 62(3) and other applicable provisions, if any of the Companies Act, 2013, the Company is required to obtain approval of its members by way of a special resolution for raising

any loans which, inter alia, contain an option to convert such loans into equity shares of the Company.

Accordingly, the proposed resolution at Item no. 5 is being circulated seeking approval of the members by way of a special resolution, to enable the Lenders, in terms of the lending arrangements, entered or to be entered, and as may be specified under the Loan Agreements executed or to be executed between the Company and the Lenders in respect of the Loans availed/to be availed, at their option, to convert the whole or part of their outstanding Loans into Securities of the Company, upon such terms and conditions as may be deemed appropriate by the Board of Directors of the Company or a Committee thereof constituted for this purpose.

Therefore, your Directors recommends the proposed Special Resolution mentioned at Item No. 5 of this Notice for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution except to the extent of loan, if any, that may be granted by any of these persons and to the extent of any securities that may be allotted by the Company.

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej,
Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat

Place : Ahmedabad

Date : 22nd September, 2020

By Order of the Board of Directors

**Shweta Sultania
Company Secretary & Compliance Officer
Membership No.: ACS 22290**