

## **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 ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **THIRTY-SECOND (32<sup>nd</sup>) Annual General Meeting (“AGM”)** of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Wednesday, 29<sup>th</sup> September, 2021 at 11:00 a.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

#### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021 and the Report of the Auditors thereon.

**2. To appoint a Director in place of Mr. Shailesh Ramniklal Mehta (DIN: 01457666), who retires by rotation and being eligible, offers himself for re-appointment.**

#### **SPECIAL BUSINESS:**

**3. Payment of remuneration to Dr. Christy Leon Fernandez, Independent Director of the Company pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Section 197 of the Companies Act, 2013 (‘the Act’) and Rules framed there under, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission for the Financial Year 2021-22 to Dr. Christy Leon Fernandez (DIN: 00090752), Independent Director of the Company, not exceeding one percent of the net profits of the Company in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution.”

**4. Approval for re-issue of forfeited shares:**

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

**“RESOLVED THAT** in accordance with the provisions of Regulation 41(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of Article no. 72 of the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013 and other applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’), to offer and re-issue equity shares which may be forfeited by the Board on account of non-payment of the First and Final Call Money in accordance with the Letter of Offer dated August 12, 2021 of the proposed Rights Issue and the Articles of Association of the Company, to any person(s) and at such price and on such terms and conditions as the Board in its absolute discretion may deem fit and proper.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to 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 : 13<sup>th</sup> August, 2021**

**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 in respect of Special Business is annexed hereto.
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ('SEBI Circulars') has granted certain relaxations in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the 32<sup>nd</sup> AGM of the Company is being held through VC or OAVM on **Wednesday, 29<sup>th</sup> September, 2021 at 11:00 a.m.** The deemed venue for the 32<sup>nd</sup> AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 32<sup>nd</sup> AGM though VC or OAVM mode only.
3. SINCE THE 32<sup>ND</sup> AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM PURSUANT TO THE ABOVE CITED MCA CIRCULARS & SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, SEBI CIRCULARS AND LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 32<sup>ND</sup> AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members are requested to send to the Company on the email id: [finance@geotexelin.com](mailto:finance@geotexelin.com), the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
5. Details as required, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment at the AGM are provided in Annexure-A to this Notice.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/166 dated 7<sup>th</sup> September, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Accordingly, Link Intime India Private Limited (RTA of the Company) has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above, shareholders are requested to take action to dematerialize the Equity Shares of the Company held by them promptly.
8. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
9. Members holding shares in physical form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to RTA of the Company at the following address quoting reference of the Registered Folio Number:  
  
M/s. Link Intime India Private Limited  
5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),  
Beside Gala Business Centre, Nr. St. Xavier's College Corner,  
Off C G Road, Ellisbridge, Ahmedabad - 380006.  
Phone – 079 2646 5179/86/87, Email - [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 32<sup>nd</sup> Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com).
11. Members desirous of getting any information on the Accounts at the Annual General Meeting, are requested to send an email to [finance@geotexelin.com](mailto:finance@geotexelin.com), at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready on the date of AGM.
12. The Annual Report alongwith the Notice of 32<sup>nd</sup> AGM is being sent by electronic mode to all members whose email addresses are registered with the RTA of the Company/ Depository Participant(s). Members may note that this Notice alongwith the Annual Report for the F.Y. 2020-21 will be available on the Company's website viz. [www.geotexelin.com](http://www.geotexelin.com)

13. 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 India Private Limited/Depository Participant(s) as under:

For Physical shareholders:-

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., Email ID & Mobile No. alongwith self-attested copy of PAN Card through email at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).

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.

14. The Company has a designated Email ID: "[invrelations@geotexelin.com](mailto:invrelations@geotexelin.com)" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
15. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.
16. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all the securities holders. Members holding shares in physical mode are therefore, requested to register their PAN & Bank Account details by sending duly signed request letter to Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. ("RTA") on [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) and also to the Company on [invrelations@geotexelin.com](mailto:invrelations@geotexelin.com) alongwith the self-attested copy of PAN & cancelled cheque bearing the name of the Member (in case of joint holding, the cancelled cheque shall bear the name of first named shareholder) or self-attested copy of latest bank statement duly attested by Bank Manager & cancelled cheque (if name of the shareholder is not reflected in the cheque). Members holding shares in demat form are requested to submit the aforementioned documents, as applicable, to their Depository Participants for registration/ updation of PAN & Bank Account details.

**Process and manner for voting through electronic means:**

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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, 20/2020 & 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 respectively issued by the Ministry of Corporate Affairs and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 32<sup>nd</sup> AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system during the 32<sup>nd</sup> AGM will be provided by CDSL. Instructions for remote e-voting are provided herein below at point no. (A). Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining Annual Report & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B). Instructions for shareholders attending the 32<sup>nd</sup> AGM through VC or OAVM are given at point no. (C). Further, instructions for e-voting during the 32<sup>nd</sup> AGM are provided at point no. (D).
- The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
- The Members can join the 32<sup>nd</sup> AGM in the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the meeting and it will be closed on expiry of 15 minutes from the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 32<sup>nd</sup> AGM through VC or OAVM is limited upto 1000 members on first come first serve basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 32<sup>nd</sup> AGM without restriction on account of first come first serve basis.
- The attendance of the Members attending the 32<sup>nd</sup> AGM through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 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. Wednesday, 22<sup>nd</sup> September, 2021**, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 32<sup>nd</sup> AGM.
- A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. Wednesday, 22<sup>nd</sup> September, 2021**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 32<sup>nd</sup> AGM. Such members may obtain Sequence No. for e-voting by sending a request at [finance@geotexelin.com](mailto:finance@geotexelin.com) and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 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 i.e. Wednesday, 22<sup>nd</sup> September, 2021**.

9. **M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674)**, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of 32<sup>nd</sup> AGM in a fair and transparent manner.
10. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency [www.evotingindia.com](http://www.evotingindia.com) and also on the website of the Company [www.geotexelin.com](http://www.geotexelin.com), within 48 hours after the conclusion of the 32<sup>nd</sup> AGM of the Company and will also be submitted to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

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

- (i) The **remote E-voting period commences at 10:00 a.m. on Saturday, 25<sup>th</sup> September, 2021 and ends at 5:00 p.m. on Tuesday, 28<sup>th</sup> September, 2021 (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. Wednesday, 22<sup>nd</sup> September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**(ii) Login Method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode:-**

Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Individual shareholders holding securities in demat mode are allowed to vote electronically by way of a single login credential without having to register again with the e-voting service providers (ESPs), through their demat accounts/ websites of Depositories/ Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to the above cited SEBI Circular, the login method for e-Voting and joining virtual meetings for individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available on abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) **Login Method for e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders is given below:**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" Tab.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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 (3).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders 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.

9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice of AGM.
10. Click on the EVSN of Texel Industries Limited on which you choose to vote.
11. 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.
12. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. 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.

**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](http://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](mailto: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](mailto: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](mailto:rupawala_ca@yahoo.co.in) and [finance@geotexelin.com](mailto: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 AGM Notice along with Annual Report & login credentials for e-Voting:**

1. For Physical shareholders:-  
Please send a request letter mentioning therein Name of shareholder, Folio No., Mobile No. and Email ID alongwith self-attested copy of PAN Card by email to Company’s RTA at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) and also to the Company at [invrelations@geotexelin.com](mailto: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](mailto:ahmedabad@linkintime.co.in) and also to the Company at [invrelations@geotexelin.com](mailto:invrelations@geotexelin.com).

**(C.) The instructions for shareholders attending the AGM through VC or OAVM are as under:**

1. Shareholders will be provided with a facility to attend the AGM through VC or OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC or OAVM to attend the AGM will be available in shareholders/members login where the EVSN of Company will be displayed.
2. For joining the 32<sup>nd</sup> AGM through VC or OAVM, shareholders need good speed internet connectivity and Laptop having inbuilt camera or Desktop having webcam on the day of meeting to avoid any disturbance during the meeting.
3. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request letter in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id and mobile number through registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id and mobile number through registered email id at [finance@geotexelin.com](mailto:finance@geotexelin.com). The same will be replied by the Company suitably by email.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**(D.) The instructions for shareholders for e-voting during the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned at point no. (A.) above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC or OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting system available during the AGM and if the same shareholders have not participated in the meeting through VC or OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM through VC or OAVM. However, they will not be eligible to vote again at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office:**

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

**Place : Ahmedabad**

**Date : 13<sup>th</sup> August, 2021**

**By Order of the Board of Directors**

**Shweta Sultania**

**Company Secretary & Compliance Officer**

**Membership No.: ACS 22290**

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement (Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

#### **Item No. 3**

The members of the Company at the 30<sup>th</sup> Annual General Meeting held on August 10, 2019 had approved the re-appointment of Dr. Christy Leon Fernandez (DIN: 00090752), as an Independent Director of the Company for a term of five consecutive years and payment of remuneration by way of commission during his term, not exceeding one percent of the net profits of the Company in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.

As per regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders by way of Special Resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors.

Dr. Fernandez was in Indian Administrative Service (Ex-IAS Officer) and he possess vast skills, experience and knowledge. He is the Chairman of the Nomination and Remuneration Committee and also Member of the Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee of the Board of Directors of the Company. Since the remuneration payable to Dr. Fernandez for the Financial Year 2021-22 will exceed fifty percent of the total annual remuneration payable to all non-executive directors, the approval of the Members of the Company is being sought by way of special resolution to ensure compliance with Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution as set out at Item No. 3 for approval of the members as a Special Resolution.

Dr. Christy Leon Fernandez and his relatives are concerned or interested in the proposed resolution to the extent of his annual remuneration. None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

#### **Item No. 4**

The Company is proposing a Rights Issue of upto 31,22,398 Equity Shares of ₹ 10/- each at an issue price of ₹ 40/- per equity share (including premium of ₹ 30/- per equity share) ("**Rights Equity Shares**") to the existing Equity Shareholders of the Company in the ratio of 55 Rights Equity Shares for every 92 Equity Shares held in the Company as on the record date i.e. Tuesday, August 17, 2021 through Letter of Offer dated August 12, 2021 ("**Letter of Offer**") and the Company will receive Application Money of ₹5 per Rights Equity Share with a premium of ₹15 per Rights Equity Share.

Subsequently, in terms of the Letter of Offer, the balance amount of ₹ 20 per Rights Equity Share (including premium of ₹ 15 per Rights Equity Share) will be payable upon the First and Final Call, as and when called by the Board at its sole discretion subject to the necessary approvals. The Company will issue first and final call notice to the holders of partly paid-up equity shares, giving a specified time period to make the payment of First and Final Call Money on partly paid-up equity shares. Subsequently, in respect of partly paid-up equity shares for which the First and Final Call Money, if not received by the Company post first and final call money notice, the Company will send final demand cum forfeiture notice giving the holders of such partly paid-up equity shares a specified time period to make the payment of First and Final Call Money with or without interest and in case, any such holder(s) fails to make payment within such specified time period, the Company will forfeit such equity shares in accordance with the Letter of Offer and in terms of the Articles of Association of the Company and subsequently, the equity shares which may be forfeited on account of non-payment of First and Final Call Money ("**Forfeited Shares**") may be offered and reissued to such person(s) as the Board in its absolute discretion may deem fit and proper.

In terms of the provisions of Regulation 41(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the Members of the Company is required by way of special resolution, for issue and offer of any such Forfeited Shares otherwise than through pro-rata basis. Since it is proposed to offer and reissue Forfeited Shares to any person(s) as the Board may deem fit and proper, the approval of Members is being sought to enable the Board of Directors of the Company to re-issue the Forfeited Shares to any person(s) at such price and on such terms and conditions as it thinks proper.

The proposed resolution is in the interest of the Company and the Board recommends the resolution as set out at Item No. 4 for approval of the members as a Special Resolution.

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 their shareholding, if any in the Company and to the extent of offer of Forfeited Shares, if any to any of them.



## ANNEXURE - A TO THE NOTICE

### Details of the Director seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	DIN	Date of Birth	Qualification	Experience	Original Date of Appointment	Expertise in specific functional area	Details of Directorship held in other Listed entities	Details of Membership/ Chairmanship of other Board Committees	Shareholding in the company	Relationship, if any between Directors
Mr. Shailesh Ramniklal Mehta	01457666	29/01/1960	Bachelor of Commerce	More than 30 years	02/08/1989	Plastic Manufacturing Industry	Nil	Nil	10,74,725	Brother of Mr. Naresh Mehta, Non-Executive Director

**Registered Office:**

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**Place : Ahmedabad**

**Date : 13<sup>th</sup> August, 2021**

**By Order of the Board of Directors**

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