

SWADESHI POLYTEX LIMITED

CIN: L25209UP1970PLC003320

Registered Office: New Kavi Nagar Industrial Area, Kavi Nagar Ghaziabad (U.P.)

Phone: 0120 2701472, Email: info@splindia.co.in, website: www.splindia.co.in

NOTICE OF THE POSTAL BALLOT

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, that resolutions appended below are proposed for seeking approvals of the Members of the Company by means of Postal Ballot including voting through electronic means ("**e-voting**"). The explanatory statement pursuant to section 102 of the Act and other applicable provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto.

1 SUB-DIVISION OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents from appropriate authorities, the consent of the members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten) fully paid up into 10 (Ten) equity shares of face value of Re.1 (Rupee One) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company from face value of Rs.10 (Rupees Ten) each to face value of Re.1 (Rupees One) each, the existing Authorised Equity and Paid-up Equity Share Capital of the Company as on the Record Date as may be decided by the Board (which shall include any Committee thereof) shall stand sub-divided as given below:

Particulars	Pre Sub-Division			Post Sub-Division		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (In Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	2,25,00,000	10	22,50,00,000	22,50,00,000	1	22,50,00,000
Paid Up Share Capital	39,00,000	10	3,90,00,000	3,90,00,000	1	3,90,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of the face value of equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the Record Date fixed by the Board, and the Board be and is hereby authorised, to exchange the existing issued share certificate(s) by the members, to issue new share certificates in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be required to obtain approvals in relation to above and do such further acts deeds or things as may be required to give effect to the sub-division of equity shares of the Company.

RESOLVED FURTHER THAT the Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations, and other documents with stock exchange, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

2 AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V: The Authorized Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five crores) divided into 22,25,00,000 (Twenty Two Crore Twenty Five Lakh) equity shares of the face value of Re.1/- (Rupee One) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of the face value of Rs. 100/- (Rupees One Hundred) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT the Directors, Chief Executive Officer, Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By order of the Board
For **Swadeshi Polytex Limited**

Shamsher Bahadur Singh
(Director)
DIN: 03225016

Bipin Behari Mehrotra
(Director)
DIN: 03279399

Place: New Delhi
Dated: 14th November, 2019

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting out material facts in respect of item nos. 1 to 2 of the Notice and the relevant information pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') is annexed hereto.
2. Pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members of the Company in respect of the resolutions contained in the Postal Ballot Notice dated 14th November, 2019 shall be determined through postal ballot
3. The postal ballot notice is being sent to all the members, whose name appear on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on Friday, 15th November, 2019. The postal ballot notice is being sent by electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants (in case of shares held in demat form) or with the Company (in case of shares held in physical form). For Members whose e-mail addresses are not registered, physical copies of the postal ballot notice are being sent by the permitted mode along with a postage prepaid self-addressed business reply envelope. Members may note that this Notice will be available on the Company's website, <http://www.splindia.co.in> and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
4. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate copy, he or she may send a request to the Company at its Registered Office or send an email to info@splindia.co.in. The Company shall forward the same along with postage-prepaid self-addressed business reply envelope to the member. The notice is also placed on the Company's website, www.splindia.co.in.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 15th November, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
7. Members can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, 25th December, 2019.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by Wednesday, 25th December, 2019. The postage will be borne by the Company.

10. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5:00 P.M. (IST) on Wednesday, 25th December, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if

- (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or
- (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or
- (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or
- (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website <http://www.splindia.co.in> and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5:00 P.M. (IST), Wednesday, 25th December, 2019.

11. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, <http://www.splindia.co.in> or from the website of NSDL, www.evoting.nsdl.com.

12. The instructions for members for voting are as under:-

• **Voting through physical Postal Ballot Form:**

- A member desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered member will also be accepted.
- The voting shall be reckoned in proportion to a member's share of the paid-up Share capital of the Company as on Friday, 15th November, 2019.
- The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
- The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company in the physical form). In case shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected. The exercise of vote by Postal Ballot is not permitted through proxy.
- Unsigned postal ballot or incomplete postal ballot forms will be rejected.
- Duly filled and signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM, (IST) on Wednesday, 25th December, 2019**. All postal ballot forms received after this date will be strictly treated as if; reply from such member has not been received.
- A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).
- In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
- In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
- Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- A tick (√) mark should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (√) marked Postal Ballot Form will be rejected. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
- **Remote e-voting facility:**

The instructions for members for voting electronically are as under:

Members are requested to follow the instructions below to cast their vote through e-voting.

- User ID and Password for e-voting is provided at the bottom Postal Ballot Notice. Please note that the Password is an Initial Password.
- Launch the internet browser by typing the following <https://www.evoting.nsdl.com>

- Click on “Shareholder-Login.
- Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- Home page of e-voting” opens. Click on “e-voting”: Active Voting Cycles.
- Select “EVEN (E-Voting Event No.)” for Swadeshi Polytex Limited as mentioned above, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- Now you are ready for “e-voting” as “Cast Vote Page” opens. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- 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 to shrutisinghal116@gmail.com a copy marked to evoting@nsdl.co.in
- Once the vote on a resolution is cast by the shareholder she/he shall not be allowed to change it subsequently.
- In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdlco.in

Other Instructions:

- The e-voting period commences on Tuesday, 26th November, 2019 (9:00 a.m. IST) and ends on Wednesday, 25th December, 2019 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 15th November, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The Board has appointed Ms. Shruti Singhal , Proprietor of Shruti Singhal & Associates, (CP No22138) , Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not 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.
- The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.splindia.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

In order to improve the liquidity and marketability of the Company’s equity shares and to make equity shares more affordable for the small retail investors to invest in the Company’s shares, the Board of Directors (‘Board’) at its meeting held on 14th November, 2019, recommended the sub-division of each Equity Share having a face value of Rs. 10/- each into 10 Equity Shares of the face value of Re. 1/- each, for members’ approval.

Consequent to aforesaid sub-division of shares, it is required to make consequential amendments to the existing Clause V of the Memorandum of Association. Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) consisting of 2,25,00,00 equity shares of Rs. 10/- each and 2,50,000 preference shares of RS, 100 each the same shall be altered in view of the aforesaid sub-division of shares.

The Board is of the opinion that the aforesaid sub-division of equity shares is in the best interest of the Company and the investors and hence recommends Ordinary Resolution set out in Item no. 1 and 2 of this Postal Ballot Notice for approval of the members.

A copy of the Memorandum of Association and Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company between 11:00 A.M and 5:00 P.M on all working days (except Saturday, Sunday and Public Holidays) upto 25th December, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, interested or concerned, in these resolutions except to the extent of their shareholding in the Company.