



VISAGAR POLYTEX LIMITED

CIN: L65990MH1983PLC030215

907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400058

Email: contact@visagar.com, Website: www.visagarpolytex.in

Ph. No.: 022-67424815

NOTICE OF POSTAL BALLOT

The Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to transact the following Special Businesses by the Members of the Company by passing resolutions appended below by way of Postal Ballot/e-Voting.

The Statement to be annexed to Notice under Section 102(1) of the Act, setting out the materials facts and reasons for the Resolutions is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain (FCS No. 1473, C.P. No. 3076), Proprietor of M/s. S. K. Jain & Co., Practicing Company Secretaries as Scrutinizer for concluding the Postal Ballot and e-voting process in accordance with law and in a fair and transparent manner. Members desirous of voting through postal ballot are requested to carefully read the Notes printed on the back of the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 6.00 p.m. on 16th March 2016, the last date of receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. Members desiring to opt for are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots (including e-voting) in a fair and transparent manner. The Chairman of the Company authorized by the Board of Directors of the Company will announce the result of the Postal Ballot not later than the close of Business hours on 18th March 2016 at the Registered Office of the Company located at 907/908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (W), Mumbai – 400058 besides being communicated to the National Stock Exchange Ltd. and Bombay Stock Exchange Ltd. The result of the Postal Ballot will also be displayed at the Registered Office address and posted on the Company's website www.visagarpolytex.in.

The resolutions passed by the Members through Postal Ballot including through e-voting shall be deemed to have been passed as if they have been passed at a General Meeting of Members convened in that behalf. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

Proposed Special Resolutions:

1. Increase in Authorized Share Capital of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 190,000,000/- (Rupees Nineteen Crores Only) divided into 190,000,000 (Nineteen Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each by creation of additional 6,00,00,000 (Six Crores) Equity Shares of Re.1/- (Rupee One Only) each which shall rank pari passu with the existing shares of the Company.”

2. Alteration of Capital Clause in the Memorandum of Association of the Company:

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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) which shall consist of 25,00,00,000 (Twenty Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each. The Company has power from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

3. Approval for Issue of Bonus Shares:

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the provisions under Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable regulatory authorities as may be required and pursuant to the relevant provisions of Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors duly authorized by the Board in this behalf), and subject to such permissions, sanctions and approvals as may be necessary in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of Rs. 61,550,134/- (Rupees Six Crores Fifteen Lakhs Fifty Thousand One Hundred & Thirty Four Only) standing to the credit of the securities premium/free reserves and surplus of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus Equity Shares of Re. 1/- (Rupee One Only) each to be issued as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date as may be fixed in this regard by the Board, in the proportion of 1 (One) Equity Shares of Re. 1/- each fully paid-up for every 3 (Three) existing Equity Shares of Re. 1/- each held by the Members, i.e. in the ratio of 1:3.

RESOLVED FURTHER THAT the Equity Shares so allotted as bonus shares shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the Certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed from time to time, except in respect to those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.

RESOLVED FURTHER THAT the allotment of the bonus equity shares as aforesaid, to the extent they relate to the non-resident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations thereunder, as amended from time to time, as may be necessary.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, shall be consolidated into fully paid up bonus shares, rounded off, if any to the next whole number, which shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the Members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to apply for Listing of Bonus Shares to the Stock Exchanges where the shares of the Company are listed and to make necessary application with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions from time to time as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter within changed circumstances, if any, as it may at its discretion deem necessary or desirable for such purpose and delegate all or any of the powers as conferred by this resolution on it, to any Committee or Sub-Committee of Directors of the Company to give effect to the aforesaid resolutions ."

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai

Date: 10th February 2016

Registered Office: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai- 400058

Sd/-
Tilokchand Kothari
Chairman & Managing Director
(DIN: 00413627)

NOTES

1. Explanatory Statement and reasons for the proposed Resolutions stated hereinabove, pursuant to Section 102(1) of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014 is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot / voting by electronic means (e-voting).
3. The Board of Directors at its meeting held on 10th February 2016 has appointed Dr. S.K. Jain (FCS No. 1473, C.P. No. 3076), Proprietor of M/s. S K Jain & Co., Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 5th February, 2016. The Postal Ballot Notice alongwith form is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Those Members whose email addresses are not registered, will receive physical copy of the Notice and postal ballot form alongwith a self-addressed prepaid business reply envelope.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Shareholders as on 5th February, 2016.
6. Dispatch of notice of postal ballot along with form shall be completed till 15th February 2016.
7. Members who do not receive the Postal Ballot Form may apply to the Company at investor@visagar.com or write to Visagar Polytex Limited, 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai- 400058 for receiving the duplicate thereof.

8. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
9. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 2:00 p.m. up to the date of declaration of results.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed at the back of the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 06.00 p.m. on 16th March, 2016. If any postal ballot is received after specified time and date, it will be considered that no reply from the Member has been received.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form.

11. The instructions for members for voting electronically are as under:-
 - a. Open the attached PDF file 'VPL e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - b. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - c. Click on Shareholder - Login.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - e. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
 - f. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - h. Select "EVEN" (E-Voting Event Number) of **Visagar Polytex Limited**. Now you are ready for e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
1. 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 skjaincs1944@gmail.com, with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that **login to e-Voting website will be disabled upon five unsuccessful attempts to**

key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.

- **It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.**
- In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
- Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.
- **The voting period begins on February 16, 2016 (09.00 a.m.) and ends on 16th March 2016 (06.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05th February 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 & 2:

The present Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 190,000,000 (Nineteen Crores) Equity Shares of Re. 1/- (Rupee One) each. The Subscribed, Issued and paid up capital of the Company is Rs. 18,46,50,400/- (Rupees Eighteen Crores Forty Six Lacs Fifty Thousand Four Hundred Only) divided into 184,650,400 (Eighteen Crores Forty Six Lacs Fifty Thousand Four Hundred) Equity Shares of Re. 1/-(Rupee One Only) each.

As the Board in its Meeting held on 10th February, 2016 has decided to capitalize its free reserves/securities premium reserve by way of issuance of bonus shares, it is therefore proposed to increase the Authorized Share Capital of the Company to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000 (Twenty Five Crores) Equity Shares of Re. 1/- by way of creation of additional 60,000,000 Equity Shares of Re. 1/- each. Thus the increase shall enable the Company to issue further capital by way of Bonus Issue.

The proposed increase in Authorized Share Capital shall require alteration of existing Clause V of the Memorandum of Association of the Company in the manner as set out in Resolution no. 1 & 2 of the Notice thereto.

A copy of the Memorandum of Association reflecting the proposed amendment together with the existing Memorandum and Articles of Association shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. up to the last date of receipt of postal ballot specified in the accompanying Notice.

Accordingly, the Board recommends passing of the resolutions set forth in Item no. 1 as an Ordinary Resolution and Item no. 2 as Special Resolution by the Members by way of Postal Ballot/ e-Voting.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 and 2 of this Notice except to the extent of their shareholding in the Company, if any.

Item no. 3:

Your Company is pleased to inform you that the Company has decided to issue bonus shares to the existing shareholders of the Company as on the 'Record Date' as may be decided by the Board.

With a view to encourage participation of small investors by making equity shares of the Company more affordable and to increase liquidity of the Equity Shares of the Company by making available new shares in the market to be traded and with an intention to reward the Members for their continued support and trust on the Company, it is proposed to issue bonus equity shares subject to approval of Members by way of capitalizing free reserves held by the Company which have been accumulated by the Company over a period of years.

Currently, the Equity Shares of the Company are traded on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The Board of Directors in its Meeting held on 10th February 2016 has considered, approved and recommended for the approval of Shareholders, the issuance of bonus shares in the proportion of 1:3, i.e., One (1) fully paid Equity Share of Re. 1/- each for every three (3) Equity Shares of Re. 1/- each to the existing shareholders as on the record date by way of capitalization of free reserves which shall include both securities premium reserve and profit & loss reserve.

Accordingly, the Board recommends passing of the resolutions set forth in Item no. 3 as an Ordinary Resolution by the Members by way of Postal Ballot/ e-Voting.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 3 of this Notice except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai
Date: 10th February 2016
Registered Office: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai- 400058

Sd/-
Tilokchand Kothari
Chairman & Managing Director
(DIN: 00413627)



VISAGAR POLYTEX LIMITED

CIN: L65990MH1983PLC030215

907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400058

Email: contact@visagar.com, Website: www.visagarpolytex.in

Ph. No.: 022-67424815

POSTAL BALLOT FORM

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

Serial No. :

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of Joint-Holder(s), if any (in block letters) :
3. Registered Folio No/DP ID No./Client ID No.* :
(*applicable to shareholders holding shares in Dematerialised Form)
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions (Ordinary/Special) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 10th February 2016, issued by the Company by sending my/our assent / dissent to the said Resolutions by placing the tick mark (✓) in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for Increase in Authorized Share Capital of the Company			
2.	Special Resolution for Alteration of Capital Clause in the Memorandum of Association of the Company			
3.	Ordinary Resolution for Approval for Issue of Bonus Shares			

Place :

Date :

(Name of the Shareholder)

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer i.e. Dr. S. K. Jain in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 06.00 p.m. on 16th February, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. The votes should be cast either in favour or against by putting the tick [✓] mark in the column provided for **assent** or **dissent**. Postal Ballot Form bearing [✓] in both the columns will render the form invalid.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
6. In case of shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution /Authority Letter.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
8. A Shareholder need not use all the votes or cast all the votes in the same way.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

Please note instructions for e-voting has been mentioned in pages ahead which shall be followed by Members while voting.