

Riba

TEXTILES Ltd

NOTICE OF EXTRA-ORDINARY
GENERAL MEETING

30.06.2017

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Riba Textiles Limited will be held on Friday, 30th day of June 2017 at 11.00 a.m. at the registered office of the Company at DD-14 Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019 to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit to the pass with or without modifications, the following resolution as a **Special resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on Monday 22nd day of September 2014 , the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee thereof, under Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, to borrow any sum or sums of money from time to time at its discretion, for the purpose of business of the Company from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid – up share Capital and free reserves of the Company, provided however, the total amount so borrowed at any time, not to exceed Rs. 150.00 Crores (Rupees One Hundred Fifty Crores only) and that the Board of Directors be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion think fit.

RESOLVED FURTHER THAT Mr. Ravinder Garg (DIN: 00202164) , Chairman and Whole-time Director , Mr. Amit Garg (DIN: 00202171) , Managing Director and Ms. Neha Dubey (ACS No. 46655) , Company Secretary of the Company be and is hereby Severally authorized to file necessary forms with the Registrar of Companies, Delhi & Haryana and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolutions and for matter connected therewith or incidental thereto.”

2. To consider and if thought fit to pass with or without modifications the followings resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on Monday 22nd day of September 2014, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and /or charge any of its movable and/or immovable properties, wherever situated, both present and future or to Sell, lease or otherwise dispose off, the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/ and

or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the company's any one or more of the undertakings or all of the undertakings of the company in favour of any bank(s) or lender together with interest, cost, charges and expenses thereon for amount not exceeding 150.00 Crores (Rupees One Hundred Fifty Crores only) at any point of time.

RESOLVED FURTHER THAT Mr. Ravinder Garg (DIN: 00202164) , Chairman and Whole-time Director , Mr. Amit Garg (DIN: 00202171) , Managing Director and Ms. Neha Dubey (ACS No. 46655) , Company Secretary of the Company be and is hereby Severally authorized to finalize with Banks/ Financial Institutions the documents for creating aforesaid mortgage and/or e charge and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolutions and for matter connected therewith or incidental thereto,”

**By order of the Board of Directors
For Riba Textiles Limited**

**Place :Panipat
Date :27.05.2017**

**Sd/-
Ravinder Garg
Chairman & Whole-time Director
DIN: 00202164**

NOTES:

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly completed and signed, not less than 48 hours before the commencement time of the meeting. A person can act as a proxy on behalf of the members not

exceeding fifty (50) and holding in aggregate not more than ten percent of the total paid up share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the Companies, Societies, etc must be supported by an appropriate resolution / authority as applicable.

4. In furtherance of Go Green Initiative of the Government Notice is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.
5. Physical copy of the Notice of Extra ordinary General Meeting of the Company along with attendance slip and proxy form are being sent to those members who have not registered their e-mail addresses with the Company / Depository Participants.
6. All alterations made in the Form of Proxy should be duly initialed.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
8. Particulars of Matter proposed to be, as required under Listing Regulations is annexed hereto as Annexure A.
9. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company at DD-14, Nehru Enclave, Opp. Kalka Ji, Post Office, New Delhi-110019, on all working days except Sundays during business hours up to the date of the Meeting and also at the venue of the meeting.
10. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Members who hold shares in physical form are requested to bring their folio numbers for easy identification of attendance at the meeting.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members are requested to notify immediately change in their address, if any, to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. M/S Beetal Financial & Computer Services (P) Ltd. 3rd Floor, 99 Mandangir Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi -110062 PH: 29961280,29961281,

29961282, Fax: 29961284, in case of their shareholding in physical form, by mentioning their folio nos. etc..

13. SEBI vide its Circular No. MRD/Dop/Cir-05/2009 dated 20th May 2009 has made it mandatory to submit PAN for registration of physical share transfer requests. Members holding shares in electronic form are, therefore, requested to submit a copy of their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents Beetal Financial & Computer Services (P) Ltd.
14. Members seeking further information about the Accounts/Working of the Company are requested to write to the Company at its registered office, at least 7 days in advance of the meeting, to enable the Directors to keep the information ready. They may also email their queries at company.affairs@ribatextiles.com.
15. The Company has already joined the Depository System and the ISIN for the equity shares of the Company is INE811H01017. Members holding shares in physical mode are requested to convert their holdings into Dematerialized mode, for easy transferability of shares.
16. Non-Resident Indian Members are requested to inform M/S Beetal Financial & Computer Services (P) Ltd immediately of any change in their residential status on return to India for permanent settlement.
17. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance of the venue of the meeting.
18. Members holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
19. Members are advised to make nomination in respect of their shareholding. Shareholders desirous of making nominations are requested to send their request to the Registrar and Transfer Agent, M/S Beetal Financial & Computer Services (P) Ltd.
20. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, members are requested to register their e-mail addresses with M/S Beetal Financial & Computer Services (P) Ltd if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode, want to obtain the copy of Annual Report in physical mode, he is requested to request the Company or R&TA in writing, for the same.

21. In terms of and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote by electronic means on any of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository (Services) India Limited (CDSL) to facilitate remote e-voting. The remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Extra-ordinary General Meeting through ballot polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **June, 23, 2017**

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date **i.e. June, 23, 2017** only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **June, 27, 2017 at 10.00A.M. and ends on June, 29, 2017 at 5.00 P.M.** During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **June, 23, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date may also attend the meeting but would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| | |
|--|---|
| | For Members 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address Slip on the envelope. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| <p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p> | <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 (v). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **Riba Textiles Limited** on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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 Corporates.
 - 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 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.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **June, 23, 2017** may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section call CDSL on helpdesk phone number 18002005533 or write an email to helpdesk.evoting@cDSLindia.com

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

Item No. 1

Keeping in view the Company’s existing and Future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising funds from various banks and/or Financial Institution and /or any other lending institution or Body / Corporate and /or such other persons/ Individual as may be considered fit, which, together with the monies already borrowed (apart from temporary loans obtained from the company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the company. Hence, it is proposed to increase the maximum borrowing limit upto 150.00 Crores (Rupees One Hundred Fifty Crores only).

However, as per Section 180(1)(c) of the Companies Act, 2013, the Board of directors can not borrow in excess of the aggregate of Paid up share capital and free reserves of the company except with the prior consent of the members in their meeting.

Hence, this Resolution.

The Board recommends the resolution for the approval of members as a Special Resolution.

None of the directors or their relatives or the key managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

Item No. 2

In order to facilitate securing the borrowing made by the Company, it Would be necessary to mortgage or create charge on the assets or whole or substantially the whole of the undertaking of the Company.

However, the members are requested to note that as per Section 180 (1) (a) of the Companies Act, 2013, a company shall not sell, lease, hypothecate or otherwise dispose off whole or substantially the whole of the undertaking of the company, except with prior consent of the members of the company in a general meeting.

Hence, this Resolution.

The Board recommends the resolution as set out at item no. 2 for the approval of members as a Special Resolution.

None of the directors or their relatives or the key managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

**By order of the Board of Directors
For Riba Textiles Limited
Sd/-**

**Ravinder Garg
Chairman & Whole-time Director
DIN: 00202164**

**Place :Panipat
Date :27.05.2017**



Riba Textiles Limited

CIN: L18101DL1989PLC034528

Registered Office: DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

Email: company.affairs@ribatextiles.com, Website: www.ribatextiles.com

Tel No. : +91 11 26236986, Fax No.: +91 11 26465227

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING – 30th June, 2017 AT 11:00 A.M.

| | |
|---------------------------------------|--|
| DP ID. Client Id / Regd. Folio No. | |
| No. of Shares held | |

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held at DD-14, NEHRU ENCLAVE, OPP. Kalkaji Post Office, New Delhi – 110 019 on Friday the 30th June, 2017 at 11.00 AM.

Name of the Member (in BLOCK :
LETTERS)

Name of the Proxy / Authorised
Representative attending* :
.....

Signature of the attending Member's/Proxy/Authorized
Representative*

* strike out whichever is not applicable

- Note: 1. Member/Proxy/Authorized Representative attending the meeting must complete this attendance slip and hand it over at the entrance of the hall.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the meeting.

Electronic voting particulars

The e-voting facility is available at the link www.evotingindia.com.The electronic voting particulars are set out as follows

| E-Voting Sequence Number (EVSN) | User Id | Password |
|--|----------------|-----------------|
| | | |



Riba Textiles Limited

CIN: L18101DL1989PLC034528

Registered Office: DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

Email: company.affairs@ribatextiles.com, Website: www.ribatextiles.com

Tel No. : +91 11 26236986, Fax No.: +91 11 26465227

**Form No. MGT-11
PROXY FORM**

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

CIN No. : **L18101DL1989PLC034528**
Name of the company : **Riba Textiles Limited**
Registered office : DD-14, Nehru Enclave, Opp. Kalkaji Post Office
New Delhi - 110019

| | |
|--------------------------------|--|
| Name of the Member(s) | |
| E mail ID | |
| Folio No. / DP Id Client Id No | |
| | |

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

| | | |
|----|----------------|-----------|
| 1. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |
| 2. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |
| 3. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the company, to be held on **Friday the 30th June, 2017 at 11.00 AM** at DD-14, Nehru Enclave, Opp. Kalkaji Post Office, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the below:-

| Sl. No. | Resolution | For | Against |
|---------|---|-----|---------|
| 1 | Authorized Board to Borrow the Money under Section 180(1)(c). | | |
| 2 | Authorized Board to create the Charges in order to Borrow the Money under Section 180(1)(a). | | |

Signedthis..... day of..... 2017

Signature of shareholder holder(s)

Signature of Proxy

| |
|---------------------|
| Affix Revenue Stamp |
|---------------------|

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

Riba Textiles Limited

CIN: L18101DL1989PLC034528

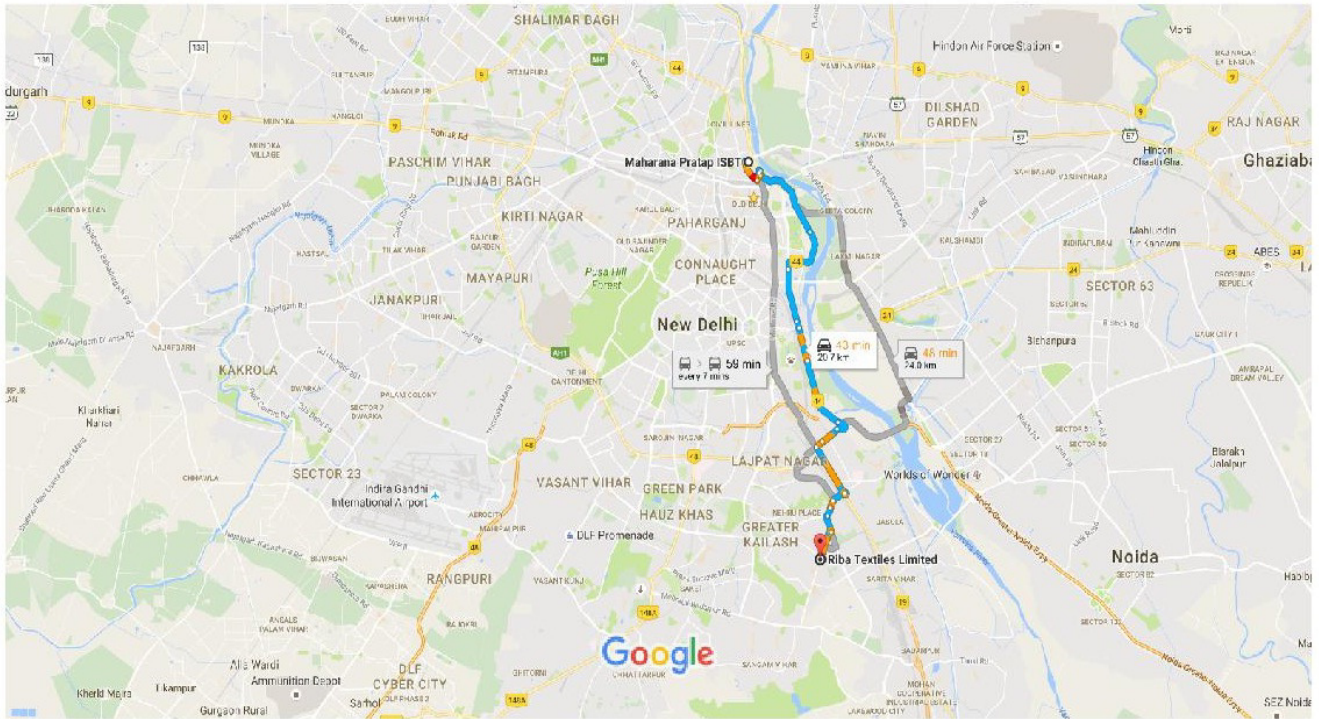
Registered Office: DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

Email: company.affairs@ribatextiles.com, Website: www.ribatextiles.com


Tel No. : +91 11 26236986, Fax No.: +91 11 26465227

Maharana Pratap ISBT to Riba Textiles Limited

Drive 20.7 km, 43 min



Map data ©2016 Google 2 km

| | | |
|---|---|---------------------------|
|  | <p>via NH44 32 min without traffic</p> | <p>43 min 20.7 km</p> |
|  | <p>via Delhi Noida Direct Flyway 36 min without traffic</p> | <p>48 min 24.0 km</p> |
|  | <p>3:22 PM–4:21 PM 214CL 246CL 405 729 753 838 901 > 425 425CL 429</p> | <p>59 min</p> |