



MEWAR POLYTEX LTD.

207 (A), Road No. 11, Mewar Industrial Area
Machri, UDAIPUR-313003 INDIA
CIN:L25201RJ1979PLC001873 (WPL)

WPL/2016-17/462

July 05, 2016

The Head (Listing),
Department of Corporate Services,
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI

Subject: Submission of Postal Ballot Notice
Re: Proposal to consider voluntary delisting of equity shares of the company.

Dear Sir,

With reference to the above and in continuation of our letter dated June 30, 2016, informing you that a meeting of Board of Directors of the company have approved the notice of postal ballot in order to take the approval of shareholders by way of postal ballot in accordance with Regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations, 2009.

The company has sent postal ballot notice to the shareholders seeking their consent to the delisting of shares. Copy of Postal Ballot Notice and Form is attached for your information and records. Kindly note that the said Notice and Form are also uploaded on the company's website www.mewarpolytex.com.

The information with respect to dispatch of postal ballot notice will be published in the newspaper dated July 06, 2016 for the benefits of the members of the company.

Thanking you,

For Mewar Polytex Limited


(Viraj Chimesra)



Company Secretary and Compliance Officer

Mewar Polytex Limited

Regd. Office: 207 (A), Mewar Industrial Area, Road No. 11, Madri
Udaipur (Raj.)-313003
Ph.: 0294-2491036/2491736, Fax No.: 0294-2490709
Website: www.mewarpolytex.com
E mail: shareholders@mewarpolytex.com
CIN No.: L25201RJ1979PLC001879

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE

Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside India will have to bear /arrange for their postage expenses.

Members may note that, the Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director or the Company Secretary of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at 17.00 Hrs on **August 05, 2016** at the Registered Office of the Company. Additionally, the result will be communicated to the BSE Limited ('BSE') where the equity shares of the Company are listed and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website www.mewarpolytex.com and on the website of National Securities Depository Limited (www.evoting.nsdl.com). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the public shareholders of the Company.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from The BSE Limited ("BSE").

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

"RESOLVED THAT pursuant to (i) the requisition letter dated June 13, 2016 received from Mr. Sandeep Bapna, Mrs. Mangla Bapna, Ms. Shilpa Bapna, Mr. Vinod Bafna, Mrs. Aruna Bafna and Mr. Vijendra Bafna, the promoters of the Company holding 2289198 equity shares of Rs. 10 each ('Equity Shares') aggregating 70.87% of the total equity paid-up share capital of the Company, conveying his intention to voluntarily delist the Equity Shares of the Company from the BSE Limited ('BSE') in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ('Delisting Regulations'), (ii) the approval of the Board of Directors of the Company on June 30, 2016, to the voluntary delisting of the Equity Shares from the

BSE, and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the BSE, receipt of the necessary approvals from the BSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the BSE ('Proposed Delisting').

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the BSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

**By Order of the Board
For MEWAR POLYTEX LIMITED**

Sd/-
[B.H. Bapna]
Managing Director
DIN-00594590

Date : June 30, 2016
Place: Udaipur

NOTES:--

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No.1 are annexed hereto.
2. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during working day in office hours from 11 A.M. up to 5.00 P.M.
3. M/s P. K Mishra & Associates, Company Secretaries, (Membership No. 4305, CP No. 16222, email: pkmishra59@yahoo.com), a Company Secretary in Practice, has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on August 04, 2016.
5. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on July 01, 2016. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
6. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given on the back side of postal ballot form. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
7. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on August 05, 2016. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on - August 05, 2016 at 5.00 p.m. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

**By Order of the Board
For MEWAR POLYTEX LIMITED**

**Sd/-
[B.H. Bapna]**
Managing Director
DIN-00594590

Date : June 30, 2016
Place: Udaipur

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE Delisting of Equity Shares of the Company from the BSE Limited

1) The equity shares of Rs. 10 each ('Equity Shares') of Mewar Polytex Limited ('Company') are presently listed on the BSE Limited ('BSE'), the only stock exchange where the Equity Shares are listed.

2) Mr. Sandeep Bapna, Mrs. Mangla Bapna, Mrs. Shilpa Bapna, Mr. Vinod Bafna, Mrs. Aruna Bafna and Mr. Vijendra Bafna (Hereinafter collectively referred to as "Promoters") of the Company and owns 1329500 Equity Shares aggregating 41.16% of the total equity paid-up share capital of the Company ('Equity Share Capital') and aggregate shareholding of Promoters and Promoter Group comprised of 2289198 equity shares representing in aggregate 70.87% of the total paid up equity share capital of company.

3) The Board of Directors of the Company has received a requisition letter dated June 13, 2016 ('Promoter's Letter') from Mr. Sandeep Bapna, Mrs. Mangla Bapna, Mrs. Shilpa Bapna, Mr. Vinod Bafna, Mrs. Aruna Bafna and Mr. Vijendra Bafna, Promoters of the Company. In the Promoter's Letter, the Promoters have notified their intention to acquire the Equity Shares held by the public shareholders of the Company ('Public Shareholders') by providing an exit opportunity through a voluntary delisting offer ('Delisting Offer') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ('Delisting Regulations') for acquiring 940802 Equity Shares representing 29.13% of the Equity Share Capital held by the public shareholders, in order to delist the Equity Shares from the BSE, the only stock exchange where presently the shares of the company are listed.

4) The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility. Additionally, the Promoters believe that on account of low volume in the trading of the Equity Shares on the BSE since last 5 years, the proposed Delisting Offer would provide the Public Shareholders with an opportunity to exit.

5) Pursuant to the intimation received from the Promoters, the Board of Directors of the Company, in its meeting held on June 20, 2016, took on record the Promoter's Letter and appointed M/s Sobhgya Capital Options Limited ('SCOL') as the merchant banker for carrying out due diligence as required in terms of regulation 8(1A)(ii) of the Delisting Regulations. On receipt of the Due Diligence Report dated June 27, 2016 from M/s Sobhgya Capital Options Limited, the Board of Directors again met on 30th June, 2016 and approved the proposed delisting in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to the BSE on 30th June, 2016.

6) In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations. As per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting

Offer amount to at least two times the number of votes cast by Public Shareholders against it.

7) In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the BSE, and other applicable statutory approval as may be deemed necessary from time to time, a Public Announcement of the Delisting Offer may be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the Letter of Offer to all Public Shareholders. Thereafter, the Delisting Offer will be conducted in accordance with the Delisting Regulations.

8) The price at which Equity Shares will be acquired in the Delisting Offer is required to be determined in accordance with a reverse book building process set out under the Delisting Regulations subject to a floor price as computed under the Delisting Regulations.

9) In compliance with the provisions of regulation 15(2) of the Delisting Regulations, the floor price shall be determined in terms of regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

10) The Promoter shall not proceed with the Delisting Offer unless: The Promoter accepts the discovered price, and The number of Equity Shares validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful as per the Delisting Regulations, and The Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.

11) The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.

12) The documents referred to in this notice and explanatory statement are available for inspection from 11.00 hours up to 17.00 hrs on all workings days (except Saturday, Sundays & Public Holidays) at the Registered Office of the Company, until August 04, 2016.

**By Order of the Board
For MEWAR POLYTEX LIMITED**

Sd/-
[B.H. Bapna]
Managing Director
DIN-00594590

Date : June 30, 2016
Place: Udaipur

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 p.m.) on or before August 04, 2016. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
 2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
 3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. 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 in point (1) above.
 4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
 5. Incomplete/ Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
 6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
 7. Members are requested not to send any other paper (other than Board Resolution/ authority as mention in point no. 6 above) along with the Postal ballot form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
- 8. The instructions for members for voting electronically are as under:-**
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Mewardelistingevoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with
- (vi) Minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select "EVEN" of Mewar Polytex Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) 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 pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

II. 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 www.evoting.nsdl.com

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. The e-voting period commences on Wednesday, July 06, 2016 at 9.00 A.M and ends on Thursday, August 04, 2016 at 5.00 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 July 01, 2016, 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 shareholder, the shareholder shall not be allowed to change it subsequently.

The voting period commences on Wednesday, July 06, 2016 at 9:00 A.M. and ends on the close of the day of Thursday, August 04, 2016 (5:00 P.M.). The e-voting module will be disabled for voting thereafter by NSDL.

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 www.evoting.nsdl.com or call on toll free no: 1800-222-990.

The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period shall submit his Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the August 05, 2016 of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mewarpolytex.com and website of NSDL www.nsdl.co.in within two (2) days of passing of the resolutions for the postal ballot of the Company and communicated to the Stock Exchanges.

Mewar Polytex Limited

Regd Office: 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur (Raj.)-313003

Ph.: 0294-2491036/2491736, Fax No.: 0294-2490709

Web Site: www.mewarpolytex.com_E mail: shareholders@mewarpolytex.com

CIN No.: L25201RJ1979PLC001879

POSTAL BALLOT FORM

Sl. No.

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2	Registered address of the sole/first named Shareholder	
3	Registered Folio No. /DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4	Number of shares held	

5. I/We hereby exercise my/our vote in respect of the following special resolutions to be passed through postal ballot for the business stated in the notice dated June 30, 2016 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	No. of Shares	Description		Please mark the tick (√) against assent or (X) dissent as the case may be in the box below.
1		Special Resolution to voluntary delist equity shares of the company from The BSE Limited, the only stock exchange where the shares of the company are presently listed in accordance with applicable provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 and amendments thereof.	I/We assent to the resolution	<input type="checkbox"/>
			I/We dissent to the resolution	<input type="checkbox"/>

Place: Udaipur

Date:

(Signature of shareholder(s))

Notes:

1. Last date for receipt of postal ballot form by Scrutinizer is August 05, 2016 up to 5.00 P.M.
2. Please read the instructions printed overleaf carefully before completing this form.