



# SAMTEX FASHIONS LIMITED

CIN: L17112UP1993PLC022479

**Registered Office:** Plot No. 134-135, Noida Special Economic Zone, Phase - II, Noida - 201 305,

Distt. Gautam Budha Nagar, Uttar Pradesh, Phone No. : 0120-4055600,

E-Mail : samtex.compliance@gmail.com , Website: www.samtexfashions.com

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) 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) ("the Rules"), Clause 35B of the Listing Agreement with Stock Exchanges and other applicable laws and regulations, that the Resolutions appended below are Proposed to be passed by way of Postal Ballot/ remote E- Voting. The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts concerning each item and the reasons thereof along with Postal Ballot Form is annexed herewith. The Board of Directors (the "Board") has appointed Mr. Deepak Kukreja, Practicing Company Secretary (FCS No. 4140, CP No. 8265) as the Scrutinizer for conducting the Postal Ballot/ Remote e- voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return Postal Ballot Form, completed and signed, in the enclosed self-addressed Business Envelope, so as to reach the Scrutinizer. The Company is also offering remote e-voting facility to all the shareholders of the Company. You have the option to vote either by Postal Ballot or through remote e-voting, the procedure for which is set out in the Postal Ballot Notice.

Based on the scrutinizers report the result of the Postal Ballot and Remote e-voting will be declared by the Chairperson or the Company Secretary of the Company on Thursday, 27th, August, 2015 at the Registered Office of the Company. Such Results, along with the Scrutinizer Report will be available on the Company's website www.samtexfashions.com and will be forwarded to the Stock Exchanges where the shares of the Company are listed, and the results shall be published in the Newspaper. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

The resolutions passed through the Postal Ballot shall be deemed to be passed in an Extra Ordinary General Meeting of the Company.

### ITEM NO. 1

#### **SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RS.2/- PER SHARE:**

To consider and, if thought fit, to give your assent or dissent to the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), if any, as may be necessary from the concerned Statutory Authorities or bodies, and subject to such condition as may be agreed to by the Board of Directors of the Company, (hereinafter referred as "the Board", which term shall include any committee thereof), consent of members be and is hereby accorded for sub-division of 1 (one) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each to 5 (five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each and the Authorised Share Capital of the Company of Rs. 16,00,00,000/- (Sixteen Crores) divided into 1,60,00,000 (One Crores Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 8,00,00,000 (Eight Crores) Equity Shares of Rs. 2/- (Rupees Two) each aggregating to Rs. 16,00,00,000/- (Sixteen Crores) with effect from the record date to be determined by the Board for this purpose."

**"RESOLVED FURTHER THAT** pursuant to sub-division of the Authorized Equity Shares Capital of the Company, an issued, subscribed and a paid up 1 (One) Equity Share of face value of Rs. 10/- (Rupees ten only), shall stand sub-divided into 5 (Five) Equity Share of Rs. 2/- each (Rupees Two) as fully paid up."

**RESOLVED FURTHER THAT** upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) and in the case of 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 representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such arrangements, documents, instruments and writing as may be required including filings of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."



## ITEM NO. 2

### ALTERATION OF CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

To Consider and, if though fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), and subject to approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Capital Clause of the Memorandum of Association of the Company which shall read as under:

**V. The Authorized Share Capital of the Company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided into 8,00,00,000 (Eight Crores Only) equity shares of Rs. 2/- (Rupees Two) each.”**

**RESOLVED FURTHER THAT** Mr. Atul Mittal, Jt. Managing Director of the Company, and Ms. Kamini Gupta, Company Secretary & GM Finance be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

**By Order of the Board  
For Samtex Fashions Limited**

**Kamini Gupta  
Company Secretary & GM Finance M. No: F5882  
Address: A-68, Sector-40,  
Noida - 201301,  
Uttar Pradesh**

**Place : New Delhi**

**Date : 17.07.2015**

#### Notes:

1. An Explanatory Statements pursuant to Section 102 (1) read with Section 110 and other applicable provision of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. The Postal Ballot Notice is being sent to all Members, whose names appear on the Register of Members/Record of Depositories as on the close of business hours on Friday, the 17<sup>th</sup> Day of July, 2015 (Cut-off date).Accordingly the Members whose names appear on the Registrar of Members/ List of Beneficial Owners (received from the NSDL and CDSL) as on Friday, the 17<sup>th</sup> Day of July, 2015 (Cut-off date) will be considered for purpose of voting. The Postal Ballot Notice is also posted on the website of the Company [www.samtexfashions.com](http://www.samtexfashions.com)
3. The Board of Directors of the Company has appointed Mr. Deepak Kukreja, Practicing Company Secretary, New Delhi (FCS No. 4140, CP No. 8265) to act as Scrutinizer for conducting the Postal Ballot and remote e- voting process in a fair and transparent manner.
4. All the material documents referred to in a explanatory Statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of the Notice till 26<sup>th</sup> August, 2015 till 5.00 pm.
5. In Compliance with clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes remote e- voting, the Company is offering remote e- voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that remote e- voting is optional. In case Members has voted through remote e- voting as well as through postal ballot, the voting through remote e- voting shall be considered and voting through postal ballot shall be ignored. CDSL will be facilitating remote e- voting to enable the members to cast their votes electronically.
6. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting remote e- voting is being sent electronically to all the members whose email Id's are registered with the Company/Depository (ies). For members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through permitted mode.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send e-mail to [samtex.compliance@gmail.com](mailto:samtex.compliance@gmail.com) or download the same from our website [www.samtexfashions.com](http://www.samtexfashions.com). The company shall forward the same along with self addressed Business Reply Envelope to the Member.
8. The dispatch of Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English Newspaper and at least 1 (one) Hindi Newspaper, each with wide circulation in Uttar Pradesh, where the registered office of the Company is situated.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, the 17<sup>th</sup> day of July, 2015.
10. Voting rights in the Postal Ballot cannot be exercised by proxy.
11. In case the shares are jointly held, the postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.
12. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/attested by Authorized Signatory (ies).
13. The voting through postal ballot/ remote e- voting will start on Tuesday, July 28<sup>th</sup>, 2015 at 10.00 am and will close on Wednesday, August, 26, 2015 at 5.00 pm.



14. Resolution passed by the members through postal ballot/ remote e- voting are deemed to have been passed effectively at the general meeting of the members.

**15. Instruction for Voting:-**

**A. Voting through Postal Ballot**

- i. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered/speed post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- ii. The Postal Ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. Wednesday August 26, 2015 at 5.00 pm. Any Postal Ballot Form received after the said date and time shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the postal ballot form will be permitted/ accepted.

**B. Voting through Electronic Mode**

(A) The instruction for members for voting electronically are as under:-

- (i) The remote e- voting period begins on Tuesday ,July 28<sup>th</sup>, 2015 at 10.00 A.M. (IST) and ends on Wednesday August, 26 at 5.00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, the 17<sup>th</sup> day of July, 2015 may cast their vote electronically. The remote e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the ( remote ) e- voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now select “SAMTEX FASHIONS LIMITED” from the drop down menu and click on “SUBMIT”
- (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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly to 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 an which they are eligible to vote, provided that Company opts for remote 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 remote e- voting or the resolutions contained in this Notice.
- (xii) Click on the EVSN for “Samtex Fashions 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 “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) Note for institutional Shareholders/ non individual/custodians :-
- Institutional shareholders/ Non individual (i.e. other than Individuals, HUF, NRI etc.)and custodians are required to Log on to <https://www.evotingindia.co.in> and register themselves as Corporate and custodians respectively.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case you have any queries or issues regarding remote e- voting, you may refer the Frequently Asked Questions (“FAQs”) and (remote) e- voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the remote e- voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer’s Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (D) The results of Postal Ballot & remote e- voting shall be declared on Thursday August 27, 2015.  
The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website: [www.samtextfashions.com](http://www.samtextfashions.com) and on the website of CDSL and the same be communicated to the Stock Exchange(s).
- (E) The term Members has been used to denote Shareholders of “Samtex Fashions Limited”.

**EXPLANATORY STATEMENT**

(Pursuant to the Provision of Section 102 of the Companies Act, 2013)

**ITEM NO. 1**

The Members of Company are aware that the equity shares of the company are listed on Bombay Stock Exchange Limited (BSE) and the shares are being actively traded on BSE Limited. In order to increase the affordability of the Company’s equity shares for the retail investors which could lead to their greater participation and increase the liquidity of the Company’s equity share in the stock market, the Board of Directors of the Company at their meeting held on 17th July, 2015 proposed to sub-divide the face value of the equity share capital of the Company from Rs.10/- per share to Rs.2/- per share.

As per the Provision of section 61 read with rules framed there under, approval of shareholder is required for sub-division of shares. The Record Date for the sub-division of the Equity Shares will be fixed after approval of the Members is obtained. Hence the Board recommends the above resolution set out in Item No. 1 of the Notice for your Approval by way of Ordinary Resolution.

None of the Directors, Promoters, Key Managerial Personnel’s of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

**ITEM NO. 2**

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of the Memorandum of Association detailed in the resolution.

A Copy of altered Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 11.00 a.m. and 5.00 p.m. upto Wednesday, 26<sup>th</sup> August, 2015.

As per the provision of section 13, 61 read with rules framed there under, approval of shareholder is required for change of clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 2 of the Notice for your Approval by way of Ordinary Resolution.

None of the Directors,/ Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

**By Order of the Board  
For Samtex Fashions Limited**

**Kamini Gupta  
Company Secretary & GM Finance M. No: F5882  
Address: A-68, Sector-40,  
Noida - 201301,  
Uttar Pradesh**

**Place : New Delhi  
Date : 17.07.2015**



# SAMTEX FASHIONS LIMITED

CIN: L17112UP1993PLC022479

**Registered Office:** Plot No. 134-135, Noida Special Economic Zone, Phase - II, Noida - 201 305,  
Distt. Gautam Budha Nagar, (U.P.) Phone No. : 0120-4055600,

E-Mail : samtex.compliance@gmail.com , Website: www.samtexfashions.com

## **POSTAL BALLOT FORM**

(To be Returned to the Scrutinizer)

SL. No. : \_\_\_\_\_

1. Name & Address of the Sole /First named Shareholder as registered with the Company
2. Name(s) of the joint Shareholders(s), if any, registered with the Company
3. Registered Folio No./ DP ID No. & Client ID No.\*  
(\*Applicable to investors holding shares in dematerialized form)
4. Number of share(s) held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated by sending my/our assent or dissent to the said Resolution(s) by placing a tick (✓) mark at the appropriate box below.

Item No.	Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Sub-division of Equity Shares from the face value of Rs. 10/- per share to Rs. 2/- per share			
2.	Alteration of Capital Clause V of the Memorandum of Association of the Company			

Place :

Date :

\_\_\_\_\_  
Signature of Shareholder

(\*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

#E-mail:\_\_\_\_\_ #Tel. /Mobile No.\_\_\_\_\_ #Optional

### **Note:**

- Please read the instruction printed overleaf carefully before exercising the vote.
- The last date/time for the receipt Postal Ballot Forms by the Scrutinizer is Wednesday August 26, 2015 (5.00 pm).

**INSTRUCTIONS**

- 1) A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
- 2) The Company has appointed Mr. Deepak Kukreja (FCS No. 4140, CP No. 8265), Company Secretary in Practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
- 4) The Postal Ballot shall not be exercised by a Proxy.
- 5) There will be one Postal Ballot Form for every Client ID No. /Folio No.; irrespective of the number of joint holders.
- 6) The votes should be casted either in favour or against by putting the (✓) tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
- 7) Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
- 8) Duly completed Postal Ballot Form should reach the Scrutinizer not later than, Wednesday 26<sup>th</sup> August, 2015 at 5.00 pm. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
- 9) Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on Friday July 17<sup>th</sup>, 2015 (Cut-off Date).
- 10) Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of board of directors of the corporate shareholder being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
- 11) Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature. If any extraneous paper is found in such envelope the same would not be considered by scrutinizer and would be destroyed.
- 12) The result of the postal ballot will be declared in the newspapers for the information of the shareholders, uploaded on the Company's website [www.samtexfashions.com](http://www.samtexfashions.com) and communicated to the stock exchanges where the Company's shares are listed.
- 13) The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
- 14) The Scrutinizer's will submit his report to the Chairman of the company upon completion of scrutiny in a fair and transparent manner.
- 15) The Company is pleased to offer remote e-voting facility as an alternate, for all the Shareholders of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for the same is enumerated in the notes to the Postal Ballot Notice.
- 16) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached to the Postal Ballot Notice.
- 17) The date of declaration of result i.e. Thursday, 27<sup>th</sup> August, 2015 shall be the effective date of passing the above said Resolutions.