



**RISHI TECHTEX LIMITED**  
CIN: L28129MH1984PLC032008

Registered Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street,  
Byculla (West), Mumbai - 400 011

(T) – 022-23075677/23074585 (F) – 022-23080022  
Email: info@rishitechtextex.com Web: www.rishitechtextex.com

**NOTICE**

**NOTICE** is hereby given that the 32nd Annual General Meeting of the Members of Rishi Techtex Limited will be held on Wednesday, September 28th, 2016 at 10.30 a.m. at Indian Merchants' Chamber, Killachand Conference Room, 2nd floor, IMC Marg, Churchgate, Mumbai 400020 to transact the following business.

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited financial statements for the year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranav Patel (DIN 00171387), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and other provisions as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), if any, the Company hereby approves the appointment of M/s. Alladi Krishnan & Kumar, having Firm's Registration No. 100282W, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Auditors".

**AS SPECIAL BUSINESS**

4. To consider increase in Authorised Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company and in this regard 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 Sections 13, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including any amendment thereto or re-enactment thereof and the rules framed there under, the consent of the Shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 8,00,00,000 (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association and Article 3 of Articles of Association be amended to reflect the change in authorised capital of the Company.

**RESOLVED FURTHER THAT** Mr. Abhishek Patel, Managing Director or Ms. Nidhi Shah, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

5. To consider issue and allotment of Equity Shares to Non-Promoters on Preferential Basis and in this regard 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 the sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot upto 1000000 Equity Shares (“Shares”) of Rs. 10/- each of the Company, for cash, at an exercise price of Rs. 22/- per Share (including premium) (“Issue Price”) aggregating upto Rs. 2,20,00,000/- (Rupees Two Crores Twenty Lacs Only) to following persons belonging to the public category of shareholders of the Company (“Allotees”) on preferential basis (“Preferential Issue”), in accordance with the provisions of Chapter VII of the ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards:-

Sr. No.	Name of the Allotees	Number of Shares	Category
1.	Geeta Arvind Joshi	325000	Public
2.	Kalawati Kothari	250000	
3.	R. Venkata Subramanian	200000	
4.	R. Rajalakshmi	175000	
5.	Arvind Baburao Joshi	50000	
	<b>Total</b>	<b>1000000</b>	

**RESOLVED FURTHER THAT:**

- i. In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Shares to be issued in terms hereof shall be **Monday, August 29th, 2016**, being the date 30 days prior to the date of the Annual General Meeting scheduled to be held on **September 28th, 2016**.
- ii. The Shares to be allotted pursuant to the Preferential Issue shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects.

- iii. The Shares allotted in terms of this resolution shall be subject to lock-in as per provisions of ICDR Regulations.
- iv. The Board be and is hereby authorized to seek listing and trading approval for the Shares issued, on the Stock Exchange where the equity shares of the Company are listed.
- v. The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.
- vi. The Shares shall be issued and allotted by the Company to Allotees within a period of 15 days from the date of receipt of shareholders' approval for the Preferential Issue of Equity Shares, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Shares and utilisation of proceeds of the Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares issued on preferential basis."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

Date: 29.08.2016

Place: Mumbai

**Registered Office:**

612 Veena Killedar Industrial Estate,

10/14, Pais St Byculla (W),

Mumbai-400011

**By order of the Board  
For Rishi Techtex Limited**

**Nidhi Shah  
Company Secretary**

## NOTES

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- B. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
- C. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No. 4 & 5 is annexed hereto. The disclosures as required under SEBI (ICDR) Regulations pertaining to Item No. 5 of the Notice forms part of the Explanatory Statement.
- D. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable.
- E. Particulars required for appointment/Reappointment of Director pursuant to sub-regulation (3) of Regulation 36 of the Listing Regulations:  
Mr. Pranav Patel shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. Pranav Patel, aged 47 years is a commerce graduate with over 25 years business experience. He has been acting as Director since September, 2002. He retires by rotation and is eligible for reappointment. He is presently the Managing Director of MPD Industries Pvt. Ltd. He holds 1767 shares in the Company.
- F. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2016 to 28.09.2016(both days inclusive).
- G. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
- H. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
- I. Copies of the Annual report will not be circulated at the meeting.
- J. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- K. Voting through electronic means (E-Voting):
  - 1. In accordance with the applicable provisions of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 32nd Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
  - 2. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date September 21, 2016.

3. The voting period begins on Friday, September 23, 2016 at 10.00 a.m. and ends on Tuesday, September 27, 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 September 21, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
4. The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut off date attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. Sudhanwa S. Kalamkar & Associates, Company Secretaries has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.
6. The Procedure and Instructions for e-voting are as under:
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Click on "Shareholders" Tab
  - iii. Now select the "Rishi Techtex Limited" from the drop down menu and click on "Submit".
  - iv. 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.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. 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.
  - vii. 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"> <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 digit sequence number in the PAN Field.</li> <li>In case if 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login.</li> <li>If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank Details field as mentioned in the instruction 6 (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN <Rishi Techtex Limited> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - c. 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.
  - d. 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.
  - e. 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 and send the scan copy of Board Resolution/POA to [askus@kalamkarassociates.net](mailto:askus@kalamkarassociates.net)
- xx. **In case of members receiving the physical copy:**
  - (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - (b) The voting period begins on September 23, 2016 at 10.00 a.m. and ends on September 27, 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 September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

xxi. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

xxii. Any person having any grievances in connection with remote e-voting may write to Ms. Nidhi Shah, Company Secretary at the Registered Office of the Company or email her at [investors@rishitechtextex.com](mailto:investors@rishitechtextex.com)

7. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
8. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited

## **EXPLANATORY STATEMENT**

### **ITEM NO. 4**

The present Authorised Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. Considering the increase in paid up Capital beyond the present authorized Capital on account of Preferential Issue stated under item no.5 and taking into account future requirements, it is considered necessary desirable to increase the Authorised Share Capital of the Company from present 7,00,00,000/- (Rupees Seven Crores Only) to Rs. 8,00,00,000 (Rupees Eight Crores only). The proposed increase in Authorised Share Capital requires the approval vide special resolution of Members in General Meeting.

Consequent upon increase in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

### **ITEM NO. 5**

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in Item no. 5 of the accompanying Notice are as follows:

#### **1. The Objects of the Preferential Issue:**

The issue is being made to raise funds to provide for core working capital.

#### **2. The proposal of the promoters / directors or key management personnel to subscribe to the offer:**

None of the promoters/directors or key management personnel of the Company intend to subscribe to the Preferential Issue.

**3. The Consent of the Allotees to subscribe to the offer:**

5 prospective allottees have consented to subscribe to the Equity Shares under the Preferential Issue. Letters of intent from the aforesaid proposed Allotees agreeing to subscribe to the Preferential Issue have been received.

**4. The Shareholding pattern before and after the Preferential Issue is given below:**

	Scenario I		Scenario II		Scenario III	
PARTICULARS	PRE PREFERENTIAL ISSUE		POST PREFERENTIAL ISSUE (After allotment of 10,00,000 Equity Shares)		POST PREFERENTIAL ISSUE (After allotment of 10,00,000 Equity Shares and conversion of 5,93,000 warrants pending for conversion into Equity Shares)	
Promoters	18,98,487	32.74%	18,98,487	27.93%	24,91,487	33.71%
Public	38,99,513	67.26%	48,99,513	72.07%	48,99,513	66.29%
Total	57,98,000	100.00%	67,98,000	100.00%	73,91,000	100.00%

**5. Proposed time within which the Preferential Issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

**6. Relevant date and pricing of the issue:**

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be Monday, August 29, 2016 being the date 30 days prior to the date of the Annual General Meeting to be held on September 28, 2016. Equity Shares of the Company are frequently traded as defined under regulation 71A of the ICDR Regulations. Pursuant to regulation 76(1) of the ICDR Regulations, pricing of Equity Shares of the Company is arrived at Rs. 21.52/- per Equity Share ("Floor Price"). The Issue Price of each Equity Shares is fixed at Rs. 22.00/- (Rupees Twenty Two only).

**7. Auditors' Certificate:**

A copy of certificate from M/s Alladi Krishnan & Kumar, the Statutory Auditors of the Company certifying that the above Issue of the Equity Shares is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Annual General Meeting and will also be open for inspection by the Members.

**8. Identity of the proposed Allotees and percentage of post Preferential Issue that may be held by them and change in control, if any, in the Allotees, consequent to the Preferential Issue:**

Sr No	Name of the proposed Allotees	Category	Existing Shareholding of the Allotees	Number of Equity Shares proposed to be allotted	Total Shareholding post allotment	% shareholding post allotment of Equity Shares
1	Geeta Arvind Joshi	Public	14750	325000	339750	5.00
2	Kalawati Kothari	Public	-	250000	250000	3.68
3	R. Venkata Subramanian	Public	46155	200000	246155	3.62



4	R. Rajalakshmi	Public	-	175000	175000	2.57
5	Arvind Baburao Joshi	Public	50000	50000	100000	1.47
	<b>Total</b>		<b>110905</b>	<b>1000000</b>	<b>1110905</b>	

**There will be no change in management control of the Company pursuant to the proposed Issue.**

**9. Lock-in:**

- The Equity Shares allotted pursuant to the proposed Preferential Issue shall be subject to 'lock-in' as per the ICDR Regulations.
- The entire pre-preferential issue shareholding of the above Allotees, wherever applicable, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulation

**10. General:**

- The Allotees shall be entitled to all future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being.
- The Equity Shares to be issued and allotted by the Company pursuant to the proposed Preferential Issue shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

**11. Undertaking by the Company:**

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on August 29, 2016, has approved the Issue of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Date: 29.08.2016

Place: Mumbai

**Registered Office:**

612 Veena Killedar Industrial Estate,  
10/14, Pais St Byculla (W),  
Mumbai-400011

**By order of the Board  
For Rishi Techtext Limited**

**Nidhi Shah  
Company Secretary**

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