



Riba Textiles Limited

(GOVT. RECOGNISED EXPORT HOUSE)

REGD. OFFICE : DD-14, NEHRU ENCLAVE,
OPP. KALKAJI POST OFFICE, NEW DELHI-110019

Telephone : 011-26236986

Fax : 011-26465227

CIN No. : L18101DL1989PLC034528

Date: 01.09.2018

To,
Corporate Relation Department
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai -400001

BSE Code: 531952/Equity

Dear Sir(s)

Sub: Intimation regarding 30th Annual General Meeting, Book Closure date and E-voting.

Pursuant to clause 12 of Part A of Schedule III read with regulation 30 of the SEBI (Listing obligations and disclosure requirements) regulations, we are pleased to enclose herewith the Notice of 30th Annual General Meeting of the Members of Riba Textiles Limited to be held on **Friday, 28th day of September 2018 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.**

Notice has been sent to the members at their registered address and also by e-mail whose e-mail address is registered with the Company. The dispatch of the Notice of the AGM either by e-mail or by sending physical copy has been completed on 27th August, 2018. A copy of the Notice of 30th Annual General Meeting is also available on the website of the Company and can be downloaded from the website of Company.

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the register of member and Share transfer book shall remain closed from 22nd September to 28th September, 2018 both days inclusive for the purpose of AGM.

In Compliance with the Provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR 2015 (including statutory modification(s) or re-enactment thereof, for the time being in force), The Company will provide electronic voting facility for transacting all the business items as mentioned in Notice of Annual General Meeting through e-voting facility on the platform of Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting").

Further pursuant to Rule 20(3) (vii) of the Companies (Management and Administration) Amendment Rules, 2015 Company has fixed **Friday, 21st September 2018** as cut-off date to determine the shareholders (holding equity shares both in electronic and physical form) eligible to cast their vote electronically for the business to be transacted at the ensuing AGM of the Company.

The remote e-voting facility shall commence on **Tuesday, 25th September, 2018 at 10.00 A.M.** and will end on **Thursday, 27th September, 2018 at 5:00 P.M.** No e-voting shall be allowed beyond the said date and time.

Kindly take the above on record.

Thanking You,

Yours Faithfully,
For **Riba Textiles Limited**


Neha Dubey
Company Secretary



Encl.: as above

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

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of Riba Textiles Limited ("the Company") will be held on Friday, the 28th day of September, 2018 at 11:00 AM at the registered office of the Company at DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019 to transact the following Businesses:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018 ALONG WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.**
2. **TO APPOINT A DIRECTOR IN PLACE OF MR. AMIT GARG (DIN- 00202171), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amit Garg (DIN- 00202171), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to the approval of Registrar of Companies, Delhi & Haryana, consent of the members of the company by way of Special Resolution be and is hereby accorded to adopt new Format of Memorandum of Association of the Company to make it in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

4. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to approval of the Registrar of Companies, Delhi & Haryana, consent of the members of the Company be and is hereby accorded, by way of Special Resolution to alter the regulations contained in the existing Articles of Association of the Company and adopt new set of Articles of Association in place thereof, to make it in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

5. **REVISION IN THE TERMS OF REMUNERATION OF MR. RAVINDER GARG-WHOLE-TIME DIRECTOR:**

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

"RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Ravinder Garg, Whole-time Director and Executive Chairman (DIN: 00202164) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10,00,000/- per month (Ten Lac only).

RESOLVED FURTHER THAT he will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:-

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,
- Encashment of leave at the end of the tenure as per rules of the Company
- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Ravinder Garg, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Ravinder Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

6. **REVISION IN THE TERMS OF REMUNERATION OF MR. AMIT GARG -MANAGING DIRECTOR:**

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

"RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules

made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Amit Garg, Managing Director (DIN: 00202171) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10,00,000/- per month (Ten Lac only)

RESOLVED FURTHER THAT he will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above :-

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,
- Encashment of leave at the end of the tenure as per rules of the Company
- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Amit Garg, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Amit Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Nitin Garg [DIN: 00202179], Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

7. REVISION IN THE TERMS OF REMUNERATION OF MR. NITIN GARG-WHOLE-TIME DIRECTOR:

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

“RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September , 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Nitin Garg, Whole-time Director (DIN: 00202179) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10, 00,000/- per month (Ten Lac only).

RESOLVED FURTHER THAT he will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:-

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,

- Encashment of leave at the end of the tenure as per rules of the Company
- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Nitin Garg, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Nitin Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

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

Place : Panipat
Date : 13.08.2018

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

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business mentioned in the notice, are annexed hereto.
2. Members are requested to bring their copy of Annual Report to the Meeting.
3. **Pursuant to the provision of Section 139 of the Companies Act, 2013, the Statutory Auditors of the Company M/s Ashwani K. Sindwani & Co., Chartered Accountants was appointed as Statutory Auditors of the Company in the 29th Annual General Meeting of the Company held on 29th September, 2017 to hold office from the date of 29th Annual General Meeting to 34th Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting. Meanwhile, the Companies Act, 2013 get amended by Companies (Amendment) Act, 2017 and the requirement to ratify the Statutory Auditors at every AGM held after its Appointment stands omitted with effect from May 07, 2018. Therefore, the Statutory Auditors shall hold office till 34th Annual General Meeting of the Company without any further ratification.**
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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.
5. In furtherance of Go Green Initiative of the Government the Annual Report 2017-18 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.
6. Physical copy of Annual Report for 2017-18, the Notice of 30th Annual 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. The Annual Report for 2017-18, the Notice of 30th Annual General Meeting will also be available on the Company's website www.ribatextiles.com.
7. All alterations made in the Form of Proxy should be duly initialed.
8. 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.
9. Particulars of directors proposed to be appointed/re-appointed, as required under Listing Regulations is annexed hereto as Annexure A.
10. 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 11:00 AM to 01:00 PM up to the date of the Meeting and also at the venue of the meeting.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **22nd September, 2018 to 28th September 2018 (both days inclusive)**.
12. 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.
13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

14. 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..
15. 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.
16. SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 and BSE vide its Circular No. list/comp/15/2018-19 dated 5th July, 2018 mandated that after 5th December, 2018, requests for transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. You are requested to dematerialize your shares at the earliest possible date but not later than 5th December, 2018. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE811H01017. In order to give effect to above amendment, you are requested to dematerialise your securities, as the Company shall not be able to entertain any request for transfer of securities in physical form after 5th December, 2018. For the purpose of dematerialization, you are requested to contact your Depository Participant (DP) with whom you have opened your Demat Account. In case you have not yet opened your Demat Account, you are requested to open a Demat Account with any one of the DP of your local area and dematerialize the shares held by you in Physical form.
17. 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.
18. 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.
19. 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.
20. The Shareholders needs to furnish the printed attendance slip along with a valid identity proof such as the PAN Card, Passport, AADHAAR Card or driving license to enter the AGM hall.
21. 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.
22. 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.
23. 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.
24. 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 or all 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 Annual 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. **21st September, 2018**.

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. **21st September, 2018** only shall be entitled to avail the facility of remote e-voting/ voting through ballot or poling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on, **September 25, 2018 at 10.00A.M. And ends on, September, 27, 2018 and 5.00 P.M.** During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September, 21, 2018**, 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	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"> • 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
Dividend Bank Details OR Date of Birth (DOB)	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. <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) **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.**
- (xix) **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. **September, 21, 2018** 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.

- You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- **Poll Process at AGM**

The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot Papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue up to 12 Noon or such extended time as may be fixed by the Company.

The number of votes will be equivalent to the number of shares held by them as on the Cut-Off Date i.e. **September 21, 2018**.

- **Mr. Deepak Kapoor, a Chartered Accountant (Membership No. 507974)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
- The Results shall be declared on and after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ribatextiles.com and on the website of CDSL within 24 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 3

As the members are aware, Alteration of Memorandum of Association is necessary to bring it in line with newly notified Companies Act, 2013. According to the new act, the companies can now have only Main business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is mandatory to alter and adopt the new Format of Memorandum of Association as per the Companies Act, 2013.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

ITEM NO. 4

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act.

So, with the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a new set of Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares.

A copy of the proposed set of new articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the Annual General meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members

ITEM NO. 5

At the AGM held on 29th September, 2017, Mr. Ravinder Garg (DIN: 00202164) was re-appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

However, Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Ravinder Garg, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August 2018, subject to the approval of the shareholders, revised his remuneration as detailed in the resolution.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Ravinder Garg, whole time Director of the Company, as approved at the AGM of the Company held on 29th September 2017, remain unchanged.

In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act, revised terms of remuneration of Mr. Ravinder Garg are now being placed before the Members for their approval.

Mr. Ravinder Garg himself and Mr. Amit Garg, Mr. Nitin Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company

ITEM NO. 6

At the AGM held on 29th September, 2017, Mr. Amit Garg (DIN: 00202171) was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

However, Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Amit Garg, the Board of Directors of the Company on the recommendation of the nomination and remuneration Committee, at their meeting held on 13th August 2018, subject to the approval of the shareholders, revised his remuneration as detailed in the resolution.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Amit Garg, Managing Director of the Company, as approved at the AGM of the Company held on 29th September, 2017, remain unchanged.

In compliance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V to the Act, revised terms of remuneration of Mr. Amit Garg are now being placed before the Members for their approval.

Mr. Amit Garg himself and Mr. Ravinder Garg, Mr. Nitin Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company

ITEM NO. 7

At the AGM held on 29th September, 2017, Mr. Nitin Garg (DIN: 00202179) was re-appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

However, Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Nitin Garg, the Board of Directors of the Company on the recommendation of the nomination

and remuneration Committee, at their meeting held on 13th August 2018, subject to the approval of the shareholders, revised his remuneration as detailed in the resolution.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Nitin Garg, whole time Director of the Company, as approved at the AGM of the Company held on 29th September, 2017, remain unchanged.

In compliance with the provisions of Sections 196,197,198 & 203 read with Schedule V to the Act, revised terms of remuneration of Mr. Nitin Garg are now being placed before the Members for their approval.

Mr. Nitin Garg himself and Mr. Ravinder Garg, Mr. Amit Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.7 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

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

Place : Panipat
Date :13.08.2018

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

“ANNEXURE A TO THE NOTICE”

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (‘ICSI’), INFORMATION IN RESPECT OF THE DIRECTORS WHOSE REMUNERATION IS BEING INCREASED AT THE AGM, IS PROVIDED HEREIN BELOW:

EXECUTIVE DIRECTORS

Director’s Name	Mr. Amit Garg	Mr. Ravinder Garg	Mr. Nitin Garg
DIN	00202171	00202164	00202179
Date of Birth	30.08.1966	02.09.1943	07.07.1971
Date of Appointment on the Board	01.12.1994	13.03.1989	01.12.1994
Category of the Director	Executive, Promoter	Executive, Promoter	Executive, Promoter
Qualifications	MBA from Melbourne University Australia	Bachelor of Art	B. Com. Diploma in Marketing
Date of Appointment on the Board (Current term)	13.08.2018	11.08.2017	11.08.2017
Name of other Companies in which he holds Directorships	None	• Ravi Promoters Pvt. Ltd.	• Ravi Promoters Pvt. Ltd
Name of the committees of Companies in which he holds memberships	None	Riba Textiles Ltd. • Stakeholders’ Relationship Committee	None
Shareholding in the Company	992400 Equity Shares	5,58,292 Equity Shares	817953 Equity Shares
Salary -last drawn	Rs. 7,00,000/- per month	Rs. 7,00,000/- per month	Rs. 7,00,000/- per month

“ANNEXURE B” TO THIS NOTICE

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee

I. General Information:

- i. Nature of Industry:** Textiles
- ii. Date or expected date of commencement of commercial production:** The Company started Commercial production in 1992.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- iv. Financial performance based on given indicators:**

Particulars	(Rs. in Lacs)	
	2017-18	2016-17
Revenue from Operation	14,816.33	11,179.04
Other Income	419.19	217.66
Gross Receipts	15,235.52	11,396.70
Finance cost	459.05	134.81
Depreciation	472.00	273.74
Profit before Tax	668.96	565.06
Tax Expenses	139.08	135.77
Profit after Tax	529.88	429.29
Comprehensive Income	-	-
Total Comprehensive Income	529.88	429.29
Paid up Equity Share Capital	965.29	965.29
Reserves excluding revaluation reserve	3870.46	3340.57
Earnings per share	5.49	4.45

- v. Foreign investments or collaborators, if any:** The Company has no Foreign Direct Investment or Foreign Collaboration with any party.

II. Information about the Appointee:

A. Mr. Ravinder Garg –Whole-time Director

i. Background Details:

The brief profile of Mr. Ravinder Garg has been attached as Annexure, forming part of this notice.

ii. Past Remuneration:

2016 – 2017 : Rs. 42, 00,000
2017 – 2018 : Rs. 63, 00,000

iii. Recognition or Awards: NIL.

iv. Job Profile and his Suitability:

Mr. Ravinder Garg aged about 75 years has been associated with the Company as a promoter director since 13.03.1989 and has been instrumental and the guiding force behind the success of the Company and bringing the Company to the present level. He has excellent grasp and thorough knowledge and experience of Textile Industry. In order to have the benefits of his experience, acumen, wisdom, maturity, connections and long

association, the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Ravinder Garg is the most suitable person for the position of Whole-time Director.

v. Remuneration Proposed:

The remuneration proposed is detailed in the resolution.

vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:

Considering the qualification, experience and responsibilities being shouldered Mr. Ravinder Garg and industry benchmark, the proposed remuneration is inline and commensurate with the remuneration drawn by key managerial personnel of companies of similar size.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Ravinder Garg belongs to promoter group and holds 5,58,292 equity shares of the Company. Further administrative office of the Company is situated in premise owned by Mr. Ravinder Garg, for which monthly rental of Rs. 12,500/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Ravinder Garg is husband of Mrs. Asha Garg, and father of Mr. Nitin Garg and Mr. Amit Garg.

B. Mr. Amit Garg-Managing Director

i. Background Details:

The brief profile of Mr. Amit Garg, has been attached as Annexure, forming part of this notice

ii. Past Remuneration:

2016 – 2017	:	Rs. 42, 00,000
2017 – 2018	:	Rs. 63, 00,000

iii. Recognition or Awards: NIL

iv. Job Profile and his Suitability:

Mr. Amit Garg aged about 52 years has been associated with the Company as a promoter director since 1994. He is an MBA from Melbourne University Australia. He has been looking after the management and administration of the Company since last eleven years. In order to have the benefits of his experience, acumen, wisdom, maturity, connection and long association the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Amit Garg is most suitable for the position of the Managing Director.

v. Remuneration Proposed:

The remuneration proposed is detailed in the resolution.

vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:

Considering the qualification, experience of Mr. Amit Garg and responsibilities being shouldered and industry benchmark, the proposed remuneration is in line and commensurate with the remuneration being drawn by key managerial personnel of companies of similar size.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Amit Garg belongs to promoter group and holds 992400 equity shares of the Company. Further part of the registered office of the Company is situated in premise owned by Mr. Amit Garg, for which monthly rental of Rs. 50,000/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Amit Garg is son of Mr. Ravinder Garg, the Whole-time Director and Mrs. Asha Garg, Director and brother of Mr. Nitin Garg, Whole-time Director of the Company.

C. Mr. Nitin Garg –Whole-time Director

i. Background Details:

The brief profile of Mr. Nitin Garg, has been attached as Annexure, forming part of this notice.

ii. Past Remuneration:

2016 – 2017	:	Rs. 42, 00,000
2017 – 2018	:	Rs. 63, 00,000

iii. Recognition or Awards: NIL.

iv. Job Profile and his Suitability:

Mr. Nitin Garg aged about 47 years is a Bachelor of Commerce and has been associated with the Company as a promoter director since 01.12.1994 and has been looking after the sales and marketing functions of the Company. He has in depth knowledge of the different domestic and export markets for the products of the Company. Under his able marketing guidance and strategies the Company has been able to achieve new heights in the turnover of the Company. In order to have the benefits of his experience, acumen, wisdom, maturity, connections and long association the Board of Directors is of the opinion that services of Mr. Nitin Garg as Whole-time Director is required to be continued for the continued growth in the market and turnover.

v. Remuneration Proposed:

The remuneration proposed is detailed in the resolution.

vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:

Considering the qualification, experience and responsibility being shouldered by Mr. Nitin Garg and industry benchmark, the proposed remuneration is inline and commensurate with the remuneration drawn by key managerial personnel of companies of similar size.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Nitin Garg belongs to promoter group and holds 817953 equity shares of the Company. Further part of the registered office of the Company is situated in premise owned by Mr. Nitin Garg, for which monthly rental of Rs. 50,000/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Nitin Garg is son of Mr. Ravinder Garg, the Whole-time Director and Mrs. Asha Garg, Director and brother of Mr. Amit Garg, Whole-time Director of the Company.

III. OTHER INFORMATION:

i. Reasons of loss or inadequate profits:

The Company is earning profits; however significant portion of the Company's turnover comprises overseas export sales, where margins are impacted by exchange fluctuations as well as global business dynamics. Further changes in customer demand also contribute to lower margins. These consequently result in inadequate profit.

ii. **Steps taken or proposed to be taken for improvement:**

The Company is consistently engaged in development of new and improved product and in search of the new market these will result in the higher productivity, turnover and margins.

iii. **Expected increase in productivity and profit in measurable terms:**

Considering the nature of business of the Company it is not possible to ascertain and quantify the expected increase in profits in measurable terms at this stage. However Company expects fair growth in total income and profitability.

IV. DISCLOSURES:

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2017-18.

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

Place : Panipat

**Sd/-
Ravinder Garg**

Date : 13.08.2018

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

Riba Textiles Limited

CIN: L18101DL1989PLC034528

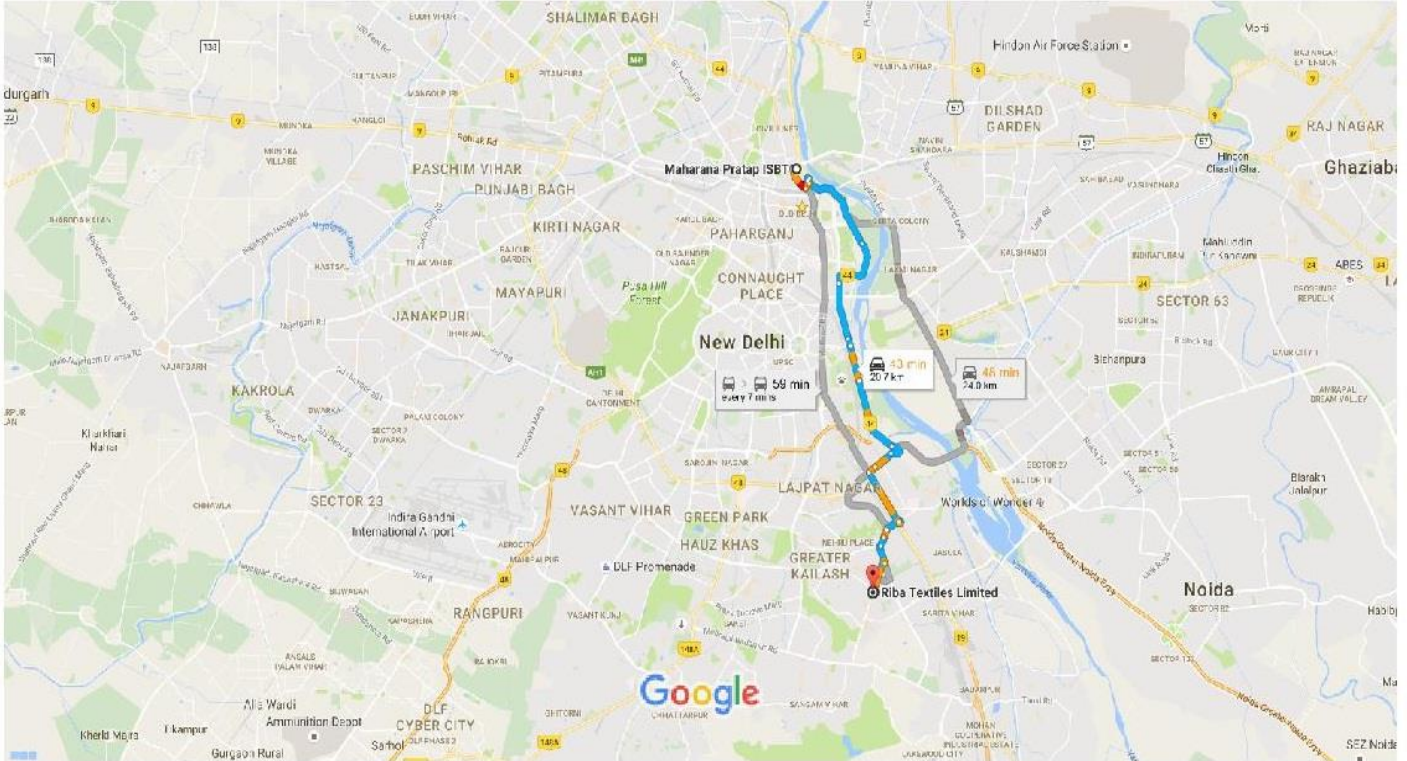
Registered Office: DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

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



via NH44

32 min without traffic

43 min

20.7 km



via Delhi Noida Direct Flyway

36 min without traffic

48 min

24.0 km



3:22 PM–4:21 PM

59 min

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