

Date: 18th August, 2018

To,
The Bombay Stock Exchange Limited
Listing Department
Phiroz Jeejeebhoy Tower,
25th Floor, Dalal Street
Mumbai – 400 001
BSE Company Code: 526638

SUBJECT: NOTICE OF 29TH ANNUAL GENERAL MEETING AND BOOK CLOSURE PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice of 29th Annual General Meeting to be held on **Monday, the 10th day of September, 2018 at 10.00 a.m. at the Registered Office of the Company at Block No. 2106, Santej – Khatraj Road, Nr. Shah Alloys Limited, Village Santej, Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat.**

You are kindly requested to acknowledge and update the same in your records.

Thanks & Regards
For Texel Industries Limited


CS Priyanka Kuntamal
(Company Secretary & Compliance Officer)
Encl. – “As enclosed”


C/C to:

1. National Securities Depository Limited
2. Central Depository Securities Limited
3. M/s Link Intime India Private Limited.

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Monday, the 10th day of September, 2018 at 10.00 a.m.** at the Registered Office of the Company at Block No. 2106, Santej – Khatraj Road, Nr. Shah Alloys Limited, Village Santej, Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat, to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Audited Financial Statements -

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 02: Re-Appointment of Director-

To appoint a Director in the place of **Mr. Naresh Ramniklal Mehta (DIN: 02888018)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

For and on behalf of the Board

Sd/-

(Mr. Shailesh Ramniklal Mehta)
Managing Director
DIN - 01457666

Place : Mumbai

Date : 31st July, 2018

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej, Tal: Kalol,
Dist: Gandhinagar – 382721, Gujarat

Tel: +91 8980026110, 8980026220

CIN: L29100GJ1989PLC012576

Website: www.geotexelin.com

Email: finance@geotexelin.com

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- Details as required, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General in respect of the Directors seeking re-appointment at the AGM are provided Annexure-A of this Notice. Requisite declarations have been received from the Directors seeking re-appointment. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013 and are not eligible to retire by rotation.
- In accordance with the amendments to Regulation 40 of Listing Regulations, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and ensure safety of transactions for investors.**

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

- Members of the Company had approved the appointment of **M/s. Sunil Poddar & Company, Chartered Accountants, Ahmedabad** as the Statutory Auditors at the 28th AGM of the Company which is valid till the Conclusion of 33rd AGM of the Company. In accordance with

the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

7. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid writings, authorising them to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
9. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
10. The Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, 4th September, 2018 to Monday, 10th September, 2018** (both days inclusive) for the purpose of the Annual General Meeting (AGM) for the Financial Year 2017-18.
 - Members holding shares in electronic form are requested to intimate immediately any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
 - Members holding shares in physical form are requested to advise any change in their address or any other changes with regard to their Identity proof mandates immediately to the Company / M/s. Link Intime India Private Limited (RTA of the Company) at the Following address quoting reference of the Registered Folio Number;

M/s Link Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – (079) 2646 5179/86/87
Email - ahmedabad@linkintime.co.in
11. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
12. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write their queries and send atleast 7 days before the Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
13. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms SH-13 can be obtained from the Company's Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant(s).
14. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited /Depository Participant(s).
15. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
16. Members are requested to incorporate their Folio Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
17. Members are requested to bring their copy of Annual Report at the Meeting as an austerity measure.
18. The Company has designated an exclusive **Email ID:-“invrelations@geotexelin.com”** for redressal of shareholders'/Investors complaints/grievances. In case of any queries, complaints/grievances, kindly write to the above mentioned email address.
19. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
20. A Route map showing directions to reach the venue of the 29th Annual General Meeting is drawn on last page of this annual report as per the requirement of the Secretarial Standards -2 on “General Meeting”.

Updation of Members' details:

The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all the securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Link Intime India Private Limited, RTA of the Company, by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

Process and manner for voting through electronic means:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by Central Depository Services Limited (“CDSL”), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting (“remote e-voting”). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.
2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners are maintained by the Depositories as on the Cut-off date of **Monday, 3rd September, 2018**, shall be entitled to avail the facility of remote e-voting as well as voting at the ensuing Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
5. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, 3rd September, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Ballot Paper at the ensuing Annual General Meeting by following the procedure mentioned in this part.
6. The voting period begins on **Thursday, 6th September, 2018 (9:00 a.m.) to Sunday, 9th September, 2018 (5.00 p.m.)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 3rd September, 2018, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. The voting rights of the members shall be in proportion of their shares to the paid up equity share capital of the Company as on the Cut-off date of Monday, 3rd September, 2018.
9. **M/s D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad**, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process as well as the voting through Ballot paper at the ensuing Annual General Meeting, in a fair and transparent manner.
10. The Scrutinizer shall immediately, after the conclusion of voting at ensuing Annual General Meeting, will first count the votes cast at the ensuing Annual General 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. The Scrutinizer shall, submit a Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the Annual General Meeting.
11. The Results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL “www.cdslindia.com” and on the website of the Company “www.geotexelin.com”, within 48 hours after the conclusion of the 29th AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

The process and manner for remote e-voting is as under:

- a) The shareholders should log on to the e-voting website “www.evotingindia.com”
- b) Click on “Shareholders”.
- c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.

- f) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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 (d).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant Company on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also print the vote done by you by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

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.
- The list of accounts linked in the login should be e-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.

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 or write an email to "helpdesk.evoting@cdslindia.com".

For and on behalf of the Board

Sd/-

(Mr. Shailesh Ramniklal Mehta)
Managing Director
DIN - 01457666

Place : Mumbai
Date : 31st July, 2018

ANNEXURE- A TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard on General Meetings]**

PROFILE OF MR. NARESH RAMNIKLAL MEHTA:

Mr. Naresh Mehta (55) was appointed as a Member of the Board with effect from 2nd August, 1989. He holds a Masters of Science from U.S.A in Plastic Engineering and has rich and varied experience of 21 years in the Plastic Engineering Industry.

Particulars of experience, attributes or skills that qualify the candidate for Board membership:

Mr. Naresh Mehta has demonstrated executive leadership and he has provided valuable insights and perspectives to the Boards deliberations on complex financial and operational issues. His unique insights with respect to regulatory and policy matters, compliance and internal controls has strengthened the Board's collective knowledge, capabilities and experience.

Board Meeting Attendance:

During the year, Mr. Naresh Mehta attended one out of the Four Board Meetings held.

Bodies Corporate (other than Texel Industries Limited) in which Mr. Naresh Mehta holds Directorships and Committee memberships:

Nil

Chairperson of Board Committees:

Nil

Member of Board Committees:

Nomination and Remuneration Committee

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel:

There is a inter-se relationship between Mr. Naresh Mehta and Mr. Shailesh Mehta, Managing Director of the Company.

Shareholding in the Company

Mr. Naresh Mehta holds 99801 equity shares of the Company as on date of this Notice and belongs to the promoter group of the Company.

For and on behalf of the Board

Sd/-

(Mr. Shailesh Ramniklal Mehta)

Managing Director

DIN - 01457666

Place : Mumbai

Date : 31st July, 2018

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej, Tal: Kalol,
Dist: Gandhinagar – 382721, Gujarat

Tel: +91 8980026110, 8980026220

CIN: L29100GJ1989PLC012576

Website: www.geotexelin.com

Email: finance@geotexelin.com

TEXEL INDUSTRIES LIMITED

(CIN:- L29100GJ1989PLC012576)

Regd. Office: Block No.2106, Santej Khatraj Road, Near Shah Alloys Limited, Village Santej, Tal. Kalol, Dist. Gandhinagar-382721, Gujarat

Attendance Slip

(To be presented at entrance)

29th Annual General Meeting to be held on Monday, 10th September, 2018

Reg. Folio/DP & Client No.	
No .of Shares Held	

Member's Name: _____

Proxy's Name : _____

 I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 29th Annual General Meeting of the Company on Monday, 10th September, 2018 at 10.00 a.m. at Block No.2106, Santej Khatraj Road, Near Shah Alloys Limited, Village Santej, Tal. Kalol, Dist. Gandhinagar - 382721, Gujarat.

 Member's/ Proxy's Signature

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.

2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.

3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

TEXEL INDUSTRIES LIMITED

(CIN:- L29100GJ1989PLC012576)

Regd. Office: Block No.2106, Santej Khatraj Road, Near Shah Alloys Limited, Village Santej, Tal. Kalol, Dist. Gandhinagar-382721, Gujarat

Form No. MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. /Client ID No. : _____ DP ID No. _____

I/We, being the member(s) of _____ equity shares of the above named company, hereby appoint

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

 and whose signature(s) are appended below, as my/ our proxy to attend and vote (on a poll) for me/us and on my/belhalf at the 29th Annual General Meeting of the Company to be held on Monday, 10th September, 2018 at 10.00 a.m. at Block No.2106, Santej Khatraj Road, Near Shah Alloys Limited, Village Santej, Tal. Kalol, Dist. Gandhinagar - 382721, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP FOR THE AGEM VENUE

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Naresh Mehta (DIN: 02888018), who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Affix
Revenue
Stamp
₹ 1

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- A Proxy need not be a Member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** This is only optional. Please put a ' X ' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should state.