

## NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of REAL STRIPS LIMITED will be held on Tuesday the April 17, 2018 at the registered office of the company at Survey no. 245-246, Village - Sari, Ahmedabad-Bavla Highway, Taluka – Sanand, Dist.: Ahmedabad – 382220 at 3.30 p.m. to transact the following business:-

### SPECIAL BUSINESS

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

#### ITEM NO. 1: RECLASSIFICATION FROM PROMOTER SHAREHOLDERS TO PUBLIC SHAREHOLDERS:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable Laws and Regulations and subject to such statutory approvals if any, consent of the Company be and is hereby accorded for reclassification of following two (2) Promoter Group Members’ from the existing status being ‘Promoter Group’ shareholder to the new status as ‘Public’ shareholder as per the request received from them:”

Sr. No.	Name of the Members classified under the Promoter Group Category	No. of Shares held in the Company	% of shareholding
1.	Shri Arvindkumar D. Sanghvi	1,30,950	2.19%
2.	Raajratna StockHolding Private Limited	6,691	0.11%

“**FURTHER RESOLVED THAT** Shri Prakashraj Jain, Joint Managing Director and/or Shri Ramcharan Beriwala, CFO of the Company be and are hereby severally authorised to sign on behalf of the Company all the necessary applications, documents, papers etc, which may be required to be submitted in this regard with the Securities and Exchange Board of India and the Stock Exchanges, where the shares of the Company are listed and also to complete all the necessary formalities so as to give effect to this resolution.”

By Order of the Board of Directors

Place: Ahmedabad  
Date: 16.03.2018

A. K. Kataria  
Chairman

#### Registered Office:

Survey No: 245-246, Village Sari,  
Ahmedabad-Bavla Highway,  
Taluka Sanand, Ahmedabad - 382220  
Phone: +91 92280 02011/ +91 92280 02012  
Email Id: [info@realstrips.com](mailto:info@realstrips.com); [ramcharan@realstrips.com](mailto:ramcharan@realstrips.com)  
Website: [www.realstrips.com](http://www.realstrips.com)  
CIN: L27100GJ1990PLC014383

## NOTES

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (“Meeting/EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the company. However, 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 member. The instrument appointing proxy in order to be valid and effective should be lodged/ deposited with the company at its Registered Office at least 48 (Forty Eight) hours before the commencement of the Meeting.
2. The relative Explanatory Statement, pursuant to Section 102 (2) of the Companies Act, 2013 in respect of the special business under item No. 1 is annexed hereto.
3. Members/ proxies should bring their copy of the Extra Ordinary Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
4. Members who hold shares in dematerialised form are requested to write their Client – ID and DP – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
5. All documents referred to in the notice and explanatory statement is open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. prior to the date of EGM.
6. A route map showing directions to reach the venue of the EGM is annexed.

## **VOTING IN ELECTRONIC FORM (E-VOTING)**

7. Process and manner for members opting for voting through Electronic means:
  - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited (“remote e-voting”).
  - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. 10<sup>th</sup> April, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. 10<sup>th</sup> April, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the EGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on Friday, April 13, 2018 at 9.00 a.m. and will end on Monday, April 16, 2018 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as

on the Cut-off date i.e. 10<sup>th</sup> April, 2018, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through Poll Paper would be made available at the EGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already 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.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 10<sup>th</sup> April, 2018.
- viii. The Company has appointed CS Ashwin Shah, Practicing Company Secretary (Membership No. FCS: 1640; CP No: 1640), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the EGM, in a fair and transparent manner.
- ix. The procedure and instructions for remote e-voting are, as follows:

Step 1: Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

Step 2: Now click on “Shareholders” to cast your votes.

Step 3: Now, fill up the following details in the appropriate boxes:

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 the Folio Number registered with the Company.
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Step 4: Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5: If you are a first time user follow the steps given below:

<b>FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM:</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



DOB <sup>#</sup>	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details <sup>#</sup>	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio.  If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

<sup>#</sup>Please enter the DOB or dividend bank details in order to login.

Step 6: After entering these details appropriately, click on “SUBMIT” tab.

Step 7: Members holding shares in physical form will then directly reach the Company selection screen. However, first time user 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 can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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. If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 8: For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9: Click on EVSN of the Company i.e. 180316003 to vote.

Step 10: On the voting page, you will see Resolution Description and against the same, the option “YES/NO” for voting. Select the relevant option as desired YES or NO and click to submit.

Step 11: Click on the resolution file link if you wish to view the entire Notice.

Step 12: 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. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

Step 13: You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.

Step 14: Instructions for Non – Individual Members and Custodians:

- Non-Individual Members (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 Corporate.
- 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).
- 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts; they would be able to cast their vote.
- A scan 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.



- x. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.realstrips.com](http://www.realstrips.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days of the passing of the Resolutions at the Extra Ordinary General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
8. 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).

**ANNEXURE TO NOTICE**

**Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013**

**Item No. 1:**

Shri Arvindkumar D. Sanghvi (ADS) and Raajratna Stockholding Private Limited (RSPL) are part of the ‘Promoter Group’. As per the provisions of regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received application dated 12.01.2018 from them for reclassification of their status from “Promoter Group” to the category of “Public Shareholder”. Their shareholding as on date is as under:

<b>Sr. No.</b>	<b>Name of the Members classified under the Promoter Group Category</b>	<b>No. of Shares held in the Company</b>	<b>% of shareholding</b>
1.	Shri Arvindkumar D. Sanghvi	1,30,950	2.19%
2.	Raajratna StockHolding Private Limited	6,691	0.11%

They informed that due to their holding of 2.19% and 0.11% respectively amongst 51.71% of total promoter holding, they are not in position to exercise control over the affairs of the company either directly or indirectly. Their reclassification from promoter to the public category is being not done with the object of achieving compliance with minimum public shareholding requirement under rule 19A of the SCR rules and Listing Regulations.

None of them hold any Key Managerial Position or representation on the Board of Directors of the Company and have not engaged in any management or day to day affairs of the Company.

None of them influence the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company.

The Board of Directors recommends the above resolution for your approval.

None of the Directors, Key Managerial Persons and their relatives is interested in above resolution

By Order of the Board of Directors

Place: Ahmedabad  
Date: 16.03.2018

A. K. Kataria  
Chairman

**Registered Office:**

Survey No: 245-246, Village Sari, Ahmedabad-Bavla Highway,  
Taluka Sanand, Ahmedabad – 382220.

Phone: +91 92280 02011, +91 92280 02012

Email Id: [info@realstrips.com](mailto:info@realstrips.com); [ramcharan@realstrips.com](mailto:ramcharan@realstrips.com)

Website: [www.realstrips.com](http://www.realstrips.com)

CIN: L27100GJ1990PLC014383

**ROUTE MAP**

