

MANOMAY TEX INDIA LIMITED
[Formerly known as *Manomay Tex India Private Limited*]
REGD. OFF. :- 32, HEERA PANNA MARKET
PUR ROAD, BHILWARA - 311001 (RAJ)
Website: www.manomaytexindia.com

CIN : L18101RJ2009PLC028647
GSTIN: 08AAF09997C1ZX
Mail Id : ykladdha@hotmail.com
Contact No. : 01482-246983

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MTIL/BSE/2018-19

Date : 09/08/2018

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Scrip Code: 540396
Symbol: MTIL

Subject: Notice of Annual General Meeting.

Dear Sir/Madam,

Please find enclosed herewith Notice of 9th Annual General Meeting of the Company to be held on Friday, September 07, 2018 at 1.30 P.M. at 32, Heera Panna Market, Pur Road Bhilwara-311001(Raj)

The Notice of Annual General Meeting is also available on the Website of Company.

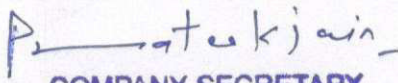
We request you to take the information on your record for further needful.

Thanking you

Yours Faithfully

For: Manomay Tex India Limited

For MANOMAY TEX INDIA LTD


COMPANY SECRETARY
Prateek Jain

Company Secretary and

Compliance Officer

M. No. A45051

Encl.: Notice of 9th Annual General Meeting along with Proxy Form, Attendance Slip

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NOTICE

Notice is hereby given that the Annual General Meeting of the members of the M/S MANOMAY TEX INDIA LIMITED will be held at the registered office of the company at 32, HEERA PANNA MARKET, PUR ROAD, BHILWARA - 311001 (RAJ) on Friday 07.09.2018 at 1:30 P.M. to consider and transact the following business:-

ORDINARY BUSINESS:-

1. To receive consider and adopt the Director's Report and the Audited Statement of Accounts together with Auditor's Report thereon for the financial year ended 31st March 2018.
2. 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 subject to the provision of section 139 and other applicable provision, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time **M/s B. Maheshwari & Co.**, Bhilwara (Firm Registration No. **105839W**) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2023, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

3. To Appoint Directors in place of Mr. Kamlesh Kailashchand Ladha who is liable to retire by rotation and are being eligible, offer himself for re- appointment.

SPECIAL BUSINESS:-

Item No. 1:- Ratification of Cost Auditors' Remuneration:

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory, modification or re-enactment thereof for the time being in force) and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST and re-imburement of out-of-pocket expenses payable to M/s Avnesh Jain & Co., who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2018-19."

Item No. 2:- Approval for Appointment of Mr. Maheshchandra Kailaschandra Ladha as Whole Time Director:-

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approves the appointment and terms of remuneration of Mr. Maheshchandra Kailaschandra Ladha [DIN : 02333125]

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S/o Mr. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Whole Time Director of the Company whose appointment was made by the board in their meeting held on 09.08.2018 for the period from 09.08.2018 to 08.08.2021, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Maheshchandra Kailaschandra Ladha.

RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Maheshchandra Kailaschandra Ladha, in the event of loss or inadequacy of profit in any financial year.

Dated : 09.08.2018
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR

Note:-

1. The Company is listed with BSE on SME platform.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company 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 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.

3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members/Proxies should fill Attendance Slip for attending the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, as SME listed Company is not Mandatory to provide E-voting Facility.
6. The register of the Members and share Transfer book of the company shall remain closed from 01.09.2018 to 07.09.2018 (both days inclusive)

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7. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
 8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
 10. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
 11. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
 12. Members who are holding shares in identical names in more than one folio are requested to write to the company to enable the company to consolidate their holding in one folio.
 13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website www.manomaytexindia.com and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bseindia.com
 14. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2017-18 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
 15. Route Map showing directions to reach to the venue of the AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
 16. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

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

Item No. 1

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records by a cost accountant in practice. The Board of Directors has approved the appointment of M/s Avnesh Jain & Co. as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2018-19, at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST & re-imbursalment of out-of- pocket expenses.

The Board recommends the Resolution at Item No.1 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.1 of the accompanying Notice.

Item No. 2

It is informed that the board of director has appointed Mr. Maheshchandra Kailaschandra Ladha as a Whole Time Director of the Company in their meeting held on 09.08.2018 for the period of three years. The Directors are of the view that the appointment of Mr. Maheshchandra Kailaschandra Ladha, as Whole Time Director will be beneficial to the operations of the company and the remuneration payable to him is commensurate with his abilities and experience and accordingly the board recommend the resolution at Item 2 of the accompanying notice for ratification by members of the company.

The terms of remuneration pursuant to Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Act, are specified below and being placed before the Members for their approval.

Remuneration (Salary & Perquisite):-

- (i) Salary : Rs.1,00,000/- Per Month in the scale of (Rs.1,00,000-1,20,000-1,40,000)
- (ii) Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:
 - A. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
 - B. Reimbursement of membership fees for a maximum of two clubs.
 - C. Personal accidents and Mediclaim Insurance Policy.
 - D. Other benefits like Gratuity, Provident Fund, Leave encashment etc. as applicable to the employees of the Company.
- (iii) Other perquisites as provided below:
 - I. Car with driver : The Whole Time Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.

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II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Whole Time Director in connection with the Company's business.

The above remuneration by way of salary and perquisites shall also be paid to Mr. Maheshchandra Kailaschandra Ladha, in the event of loss or inadequacy of profit in any financial year.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the appointment & remuneration payable to Mr. Maheshchandra Kailaschandra Ladha.

Brief profile of Mr. Maheshchandra Kailaschandra Ladha is enclosed herewith and shall forming part of the Notice.

Details of interest or concern in the proposed resolution is as under:-

<i>Name of director</i>	<i>Nature of Interest</i>
Kailash Chandra Laddha [DIN : 01880516]	Relative of Director
Yogesh Kumar Laddha [DIN : 02398508]	Relative of Director
Kamlesh Ladha [DIN : 03520135]	Relative of Director

Dated : 09.08.2018
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR

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BRIEF RESUME OF THE DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 09TH ANNUAL GENERAL MEETING TO BE HELD AT SEPTEMBER 07, 2018.

Name	Mr. Kamlesh Kailashchand Ladha
DIN	03520135
Date of Birth	11.12.1976
Qualifications	B.Com & Diploma in Textile Technology
Expertise in specific functional areas	He is a Commerce graduate and young entrepreneur, with specialization in production and has 12 years of experience behind him. He is specialized in production planning. He is looking after day to day activities of production of the company and is associated with the company from Last 12 years and having vast experience in handling and controlling of various activities like production and Administration. He is enthusiastically involved with the manufacturing unit of the company at Ichalkaranji and is always focusing to ensure quality products at competitive prices and at cost effective ways. Being a next generation Director he keeps close watch to the latest innovation in textile and other sectors and R & D around the Globe. He has very good reputation in industry line.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	371750
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Kailashchandra Hiralal Laddha (Chairman), brother of Yogesh Laddha (MD) & Maheshchandra Kailaschandra Ladha (WTD)
Details of remuneration paid / sought to be paid	Rs. 100000/- per month in the Scale of 100000-120000-140000
Number of meetings of the Board attend during the year	8

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BRIEF RESUME OF THE DIRECTOR(S) SEEKING CHANGE IN DESIGNATION FROM NON EXECUTIVE TO WHOLE TIME DIRECTOR

Name	Mr. Maheshchandra Kailashchandra Ladha
DIN	02333125
Date of Birth	01.07.1972
Period of Appointment	From 09.08.2018 to 08.08.2021
Qualifications	Graduate
Expertise in specific functional areas	<p>He is a Commerce graduate and young entrepreneur, with specialization in finance & Marketing and has 17 years of experience behind him. He is specialized in marketing, planning, portfolio management activities of the company and is associated since Last 17 years and having vast experience in handling and controlling of various activities like Administration and Marketing and production.</p> <p>He is enthusiastically involved with the manufacturing unit of the company at Ichalkaranji as well as Bhilwara unit and is always focusing to ensure quality products at competitive prices and at cost effective ways.</p> <p>Being a next generation Director he keeps close watch to the latest innovation in textile and other sectors and R & D around the Globe. He has very good reputation in industry line.</p>
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	M/s Everstrong Marketing Private Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	943750
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Kailashchandra Hiralal Laddha (Chairman), brother of Yogesh Laddha (MD) & Kamlesh Kailashchand Ladha (WTD)
Details of remuneration paid / sought to be paid	Rs. 100000/- per month in the Scale of 100000-120000-140000
Number of meetings of the Board attend during the year	4

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Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L18101RJ2009PLC028647
Name of the company: M/s Manomay Tex India Limited
Registered office: 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj)

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :

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

Name:
Address:
E-mail Id:
Signature:....., or failing him

Name:
Address:
E-mail Id :
Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday 07.09.2018 at 1:30 P.M. at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) and at any adjournment thereof.

Signed this..... day of..... 20....

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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 Meeting.

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ATTENDANCE SLIP

1	Name of The Attending Member (In Block Letter)	
2.	Registered folio no.	
3.	Name of proxy (in block letters) (to be filled if the proxy attends instead of the member)	

No of Shares held

I hereby record my presence at Annual General Meeting of the Company at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) on Friday 07.09.2018 at 1:30 P.M.

Member's / Proxy's Signature

Note: - Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

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Route Map to the venue of the AGM

