

NOTICE

Notice is hereby given that the Extra ordinary General Meeting of the Shareholders of the M/s **Manomay Tex India Limited** will be held on Monday 03.01.2022 at 01:00 P.M. (IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj), to consider and transact the following business:-

SPECIAL BUSINESS:-

Item No. 1:- Approval for Re-appointment of Mr. Shrinivas Shivraj Bhattad as Independent Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, **Mr. Shrinivas Shivraj Bhattad (DIN: 07680278)**, who was appointed as an Independent Director of the Company for a term of five years up to January 1st 2022 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years with effect from January 02, 2022 to January 01, 2027 and that his period of office shall not be liable to retirement by rotation”.

“RESOLVED FURTHER THAT pursuant to the Provisions of Section 149 and 197 of Companies Act 2013 read with Schedule V of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Shrinivas Shivraj Bhattad (DIN: 07680278)**, S/o Sh. Shivraj Kishanlal Bhattad, Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of expenses for participation in the board and other meetings.

“RESOLVED FURTHER THAT anyone director of the Company, be and is hereby authorized to do all such acts, deeds and things, file the prescribed form with the Registrar of companies, and take all necessary action in the matter”.

Item No. 2:-Approval for Re-appointment of Mr. Basant Kishangopal Porwal as Independent Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, **Mr. Basant Kishangopal Porwal (DIN: 06553480)**, who was appointed as an Independent Director of the Company for a term of five years up to January 1st, 2022 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years with effect from January 02, 2022 to January 01, 2027 and that his period of office shall not be liable to retirement by rotation”.

“RESOLVED FURTHER THAT pursuant to the Provisions of Section 149 and 197 of Companies Act 2013 read with Schedule V of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Basant Kishan gopal Porwal (DIN: 06553480)**, S/o **Sh. Kishangopal Bhuralal Porwal** Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of expenses for participation in the board and other meetings.

“RESOLVED FURTHER THAT anyone director of the Company, be and is hereby authorized to do all such acts, deeds and things, file the prescribed form with the Registrar of companies, and take all necessary action in the matter”.

Item No. 3:-Approval for Re-appointment of Mr. Dilip Balkishan Porwal as Independent Director of the Company:-

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, **Mr. Dilip Balkishan Porwal (DIN: 07694518)**, who was appointed as an Independent Director of the Company for a term of five years up to January 3rd, 2022 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years with effect from January 04, 2022 to January 03, 2027 and that his period of office shall not be liable to retirement by rotation”.

“RESOLVED FURTHER THAT pursuant to the Provisions of Section 149 and 197 of Companies Act 2013 read with Schedule V of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Dilip Balkishan Porwal (DIN: 07694518)**, S/o Sh. Balkishan Jankilal Porwal Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of expenses for participation in the board and other meetings.

“RESOLVED FURTHER THAT anyone director of the Company, be and is hereby authorized to do all such acts, deeds and things, file the prescribed form with the Registrar of companies, and take all necessary action in the matter”.

Dated : 07/12/2021
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

SD/-
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote, to the Scrutinizer by e-mail to somanics@gmail.com.
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 **28.12.2021** to **03.01.2022** (both days inclusive)
7. Members seeking any information are requested to send written queries to the Company, at least one week before the date of the meeting from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@manomaytexindia.com. Replies will be provided in respect of such written queries received only at the meeting.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, shall be available 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, and mention your correct reference folio number.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://manomaytexindia.com/notice.html> (Notice Link) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively.
11. 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.
12. 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.

13. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
14. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
15. Electronic copy of the Extraordinary General Meeting 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 extraordinary General Meeting is being sent in the permitted mode and members are requested to bring their copy of the Notice with them at the meeting.
16. Route Map showing directions to reach to the venue of the EGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
17. 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.

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

Item No. 1

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder along with Regulations 16 (b) and Regulations 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had appointed Mr. **Shriniwas Shivraj Bhattad** as Independent Non- Executive Director at the Extra Ordinary General Meeting of the Company held on 02nd January 2017 for a term of five years i.e. upto 01st January 2022. Since, the Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term. Such re-appointment would be subject to an approval of the Shareholders by way of Special Resolution as required under extant law.

The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of several criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 07th December 2021 have approved and recommended the re-appointment of the aforesaid Independent Directors, for a second term. Once re-appointed, they shall not be liable to retire by rotation till the completion of their respective term.

The Company has received declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for being re-appointed as Independent Directors.

It is Proposed that **Mr. Shriniwas Shivraj Bhattad (DIN: 07680278)**, S/o Sh. Shivraj Kishanlal Bhattad Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, subject to the provision of sec 197 and Schedule V of the companies Act., 2013, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

A draft letter of appointment setting out the terms and conditions of appointment for an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the EGM and will also be kept open at the venue of the EGM.

The Board recommends the Resolutions as set out in item nos. 1 of the Notice for the approval of the Members.

Except Mr. **Shriniwas Shivraj Bhattad**, none of the Directors, Key Managerial Personnel are interested or concerned in the resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as annexure to this Notice.

Item No. 2

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder along with Regulations 16 (b) and Regulations 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had appointed **Mr. Basant Kishangopal Porwal** as Independent Non- Executive Director at the Extra Ordinary General Meeting of the Company held on 02nd January 2017 for a term of five years i.e. upto 01st January 2022. Since, the Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term. Such re-appointment would be subject to an approval of the Shareholders by way of Special Resolution as required under extant law.

The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of several criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 07th December 2021 have approved and recommended the re-appointment of the aforesaid Independent Directors, for a second term. Once re-appointed, they shall not be liable to retire by rotation till the completion of their respective term.

The Company has received declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for being re-appointed as Independent Directors.

It is Proposed that the **Mr. Basant Kishangopal Porwal (DIN: 06553480)**, S/o **Sh. Kishangopal Bhuralal Porwal** Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, subject to the provision of sec 197 and Schedule V of the companies Act., 2013, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

A draft letter of appointment setting out the terms and conditions of appointment for an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the EGM and will also be kept open at the venue of the EGM.

The Board recommends the Resolutions as set out in item nos. 2 of the Notice for the approval of the Members.

Except Mr. **Basant Kishangopal Porwal**, none of the Directors, Key Managerial Personnel are interested or concerned in the resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as annexure to this Notice.

Item No. 3

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder along with Regulations 16 (b) and Regulations 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had appointed **Mr. Dilip Balkishan Porwal** as Independent Non- Executive Director on 04th September 2017 for a term of five years i.e. upto 03rd January 2022. Since, the Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term. Such re-appointment would be subject to an approval of the Shareholders by way of Special Resolution as required under extant law.

The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of several criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 07th December 2021 have approved and recommended the re-appointment of the aforesaid Independent Directors, for a second term. Once re-appointed, they shall not be liable to retire by rotation till the completion of their respective term.

The Company has received declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for being re-appointed as Independent Directors.

It Is Proposed that **Mr. Dilip Balkishan Porwal (DIN: 07694518), S/o Sh. Balkishan Jankilal Porwal** Independent Director of the Company be and is hereby entitled to receive remuneration by way of sitting fees as approved by the Board of Directors of the Company, subject to the provision of sec 197 and Schedule V of the companies Act., 2013, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

A draft letter of appointment setting out the terms and conditions of appointment for an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the EGM and will also be kept open at the venue of the EGM.

The Board recommends the Resolutions as set out in item nos. 3 of the Notice for the approval of the Members.

Except Mr. **Dilip Balkishan Porwal**, none of the Directors, Key Managerial Personnel are interested or concerned in the resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as annexure to this Notice.

Dated : 07/12/2021
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

SD/-
YOGESH LADDHA
[DIN: 02398508]
MANAGING DIRECTOR

BRIEF RESUME OF MR. SHRINIWAS SHIVRAJ BHATTAD, SEEKING RE-APPOINTMENT AT THE EXTRA ORDINARYGENERAL MEETING TO BE HELD AT 3RD JANUARY, 2022.

Name	Shriniwas Shivraj Bhattad
DIN	07680278
Date of Birth	07-02-1951
Qualifications	B. Tech Mechanical Engineer.
Expertise in specific functional areas	<p>Mr. Shriniwas Shivraj Bhattad, aged 70 Years, Qualified B. Tech Mechanical Engineer.</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.</p> <p>At Strides, Mr. Shriniwas Shivraj Bhattad is a Member of the Nomination and Remuneration Committee.</p>
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	4,000
Relationships with other Directors, Manager and other Key Managerial personnel	Mr. Shriniwas Shivraj Bhattad is not related to any of the Directors, Manager and other Key Managerial personnel of the Company.

BRIEF RESUME OF MR. BASANT KISHANGOPAL PORWAL, SEEKING RE-APPOINTMENT AT THE EXTRA ORDINARYGENERAL MEETING TO BE HELD AT 3RD JANUARY, 2022.

Name	Basant Kishangopal Porwal
DIN	06553480
Date of Birth	22-01-1980
Qualifications	Chartered Accountants (CA).
Expertise in specific functional areas	<p>Mr. Basant Kishangopal Porwal, aged 41 years, Qualified Chartered Accountants (CA).</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.</p> <p>At Strides, Mr. Basant Kishangopal Porwal is the Chairperson of the Audit Committee and is a Member of the, Nomination and Remuneration Committee. .</p>
Directorships held in other public companies (excluding	NIL

foreign companies and Section 8 companies)	
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	NIL
Relationships with other Directors, Manager and other Key Managerial personnel	Mr. Basant Kishangopal Porwal is not related to any of the Directors, Manager and other Key Managerial personnel of the Company.

BRIEF RESUME OF MR. DILIP BALKISHAN PORWAL, SEEKING RE-APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING TO BE HELD AT 3RD JANUARY, 2022.

Name	Dilip Balkishan Porwal
DIN	07694518
Date of Birth	02-07-1975
Qualifications	Bachelor of Commerce (B.Com).
Expertise in specific functional areas	<p>Mr. Dilip Balkishan Porwal aged 46 Years,</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.</p> <p>At Strides, Mr. Dilip Balkishan Porwal is the Chairperson of the Nomination and Remuneration Committee, Stakeholder Relationship Committee and is a Member of the Audit Committee and Corporate Social Responsibility Committee.</p>
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	NIL
Relationships with other Directors, Manager and other Key Managerial personnel	Dilip Balkishan Porwal is not related to any of the Directors, Manager and other Key Managerial personnel of the Company.

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) holding 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 Extra-ordinary General Meeting(EGM) of the company, to be held on Monday 03.01.2022 at 1:00 P.M.(IST) 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.

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 Extra-ordinary General Meeting of the Company at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) on Monday 03.01.2022 at 1:00 P.M.(IST)

Member's / Proxy's Signature

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

Route Map to the venue of the EGM

