

MANOMAY TEX INDIA LIMITED
REGD. OFF. :- 32, HEERA PANNA MARKET
PUR ROAD, BHILWARA - 311001 (RAJ)

CIN : L18101RJ2009PLC028647
GSTIN: 08AAF09M9997C1ZX
Mail Id : ykladdha@hotmail.com
Contact No. : 01482-246983
Website: www.manomaytexindia.com

MTIL/BSE/NSE/2025-26

Date: 25.08.2025

To,

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

National Stock Exchange of India Limited

Listing & Compliance Department

Exchange Plaza, 5th Floor, Plot No. C/1,

G Block, Bandra-Kurla Complex, Bandra

Mumbai- 400051

BSE Scrip ID: MTIL

BSE Scrip Code: 540396

ISIN: - INE784W01015

Company ID - MANOMAY

Subject: **Notice for 16th Annual General Meeting.**

Dear Sir/Madam,

As required under Regulation 30, 34 and 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Notice convening the 16th Annual General Meeting (AGM) scheduled to be held on Wednesday 17.09.2025 at 01:00 P.M. (IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Rajasthan) India.

The notice convening the 16th Annual General Meeting (AGM) and Annual Report 2024-25, have been Send to the members by email whose email addresses are registered with the Company/ RTA/Depository participant(s) and As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015'), as amended the letter with web link and QR code of Annual Report 2024-25 & AGM Notice have been send through Register Post to shareholders whose E-Mail id are not registered with Company/ RTA/Depository participant(s). The Annual Report & Notice for AGM are also uploaded on the website of the Company at <https://www.manomaytexindia.com/>, <https://manomaytexindia.com/pdf/notice-16-agm.pdf>, https://manomaytexindia.com/annual_report.html

This is for your information and records please.

Thanking you

Yours faithfully

For: Manomay Tex India Limited

**YOGESH
LADDHA**

Yogesh Laddha

Managing Director

DIN: - 02398508

Digitally signed by YOGESH LADDHA
DN: cn=YOGESH LADDHA, o=MANOMAY TEX INDIA LIMITED, email=YOGESH.LADDHA@MANOMAYTEXINDIA.COM, c=IN
c=IN, email=YOGESH.LADDHA@MANOMAYTEXINDIA.COM, c=IN
Date: 2025.08.25 15:22:15 +05'30'

MANOMAY TEX INDIA LIMITED
REGD. OFF.:- 32, HEERA PANNA MARKET
PUR ROAD, BHILWARA - 311001 (RAJ)
Website: www.manomaytexindia.com

CIN: L18101RJ2009PLC028647
GSTIN: 08AAF09997C1Z0
Mail Id: ykladdha@hotmail.com
Contact No.: 01482-246983

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

To,
The Members of Manomay Tex India Limited

Notice is hereby given that the 16th Annual General Meeting of the Shareholders of the M/s Manomay Tex India Limited will be held on Wednesday, September 17, 2025 at 01:00 P.M.(IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Rajasthan)(India), to consider and transact the following business:-

Ordinary Business:

1. To receive consider and adopt the Audited Financial Statement and the Director's Report along with all relevant annexures forming part thereof and together with Auditor's Report thereon for the financial year ended 31st March 2025.
2. To Appoint Directors in place of Mr. Kamlesh Kailashchandra Laddha [DIN: 03520135] who is liable to retire by rotation and is being eligible, offer himself for re- appointment.

Special Business:

Item No. 3:- Ratification of Remuneration of Cost Auditors for the Financial Year 2025-26:

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 (3) 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., Cost Accountants (Firm Reg.No.101048) who were appointed as Cost Auditors to conduct the audit of cost records by the Company for the Financial Year 2025-26, be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4:- Approval for Re-appointment of Mr. Kailashchandra Hiralal Laddha as Whole Time Director:-

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

“RESOLVED THAT pursuant to provisions of Section 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations")(including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable Mr. Kailashchandra Hiralal Laddha [DIN : 01880516] S/o Late Shri Hiralal Bhagwan Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 13.08.2025 for the period from 16.01.2026 to 15.01.2029, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-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. Kailashchandra Hiralal Laddha.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Kailashchandra Hiralal Laddha [DIN : 01880516] S/o Late Shri Hiralal Bhagwan Laddha, as an Executive Director, designated as Whole Time Director, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Kailashchandra Hiralal Laddha, in the event of loss or inadequacy of profit in any financial year.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 5:- Approval for Re-appointment of Mr. Yogesh Laddha as Managing Director:-

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

“RESOLVED THAT pursuant to provisions of Section 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations")(including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by

any of the concerned authorities, if any, while granting such approval as may be applicable Mr. Yogesh Laddha [DIN : 02398508] S/o Shri. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Managing Director of the Company whose Re-appointment was made by the board in their meeting held on 13.08.2025 for the period from 16.01.2026 to 15.01.2029, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-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. Yogesh Laddha."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Yogesh Laddha [DIN : 02398508] S/o Shri. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Managing Director, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013."

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Item No. 6:- Approval for Re-appointment of Mr. Kamlesh Kailashchandra Laddha as Whole Time Director:-

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

"RESOLVED THAT pursuant to provisions of Section 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations")(including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable Mr. Kamlesh Kailashchandra Laddha [DIN : 03520135] S/o Shri Kailashchandra Hiralal Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 13.08.2025 for the period from 16.01.2026 to 15.01.2029, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-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. Kamlesh Kailashchandra Laddha."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors

of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Kamlesh Kailashchandra Laddha [DIN : 03520135] S/o Shri Kailashchandra Hiralal Laddha, as an Executive Director, designated as Whole Time Director, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013."

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Item No. 7:- Approval for Re-appointment of Mrs. Pallavi Laddha as Whole Time Director:-

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

"RESOLVED THAT pursuant to provisions of Section 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations")(including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable Mrs. Pallavi Laddha [DIN : 06856220] W/o Mr. Yogesh Laddha, as an Executive Director, designated as Whole Time Director (Women) of the Company whose Re-appointment was made by the board in their meeting held on 13.08.2025 for the period from 16.01.2026 to 15.01.2029, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-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 Mrs. Pallavi Laddha."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mrs. Pallavi Laddha [DIN : 06856220] W/o Mr. Yogesh Laddha, as an Executive Director, designated as Whole Time Director (Women) of the Company whose Re-appointment, notwithstanding that her annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013."

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mrs. Pallavi Laddha, in the event of loss or inadequacy of profit in any financial year.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 8:- To Approve Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company(hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/contract(s)/ arrangement(s)/ transaction(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Manomay Tex India Limited, a Related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as specified in the explanatory statement, for the purpose as defined in the explanatory statement, on such terms and conditions as the Board of Directors (including its committees) may deem fit, up to a maximum aggregate value of defined in the explanatory statement, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 9:- To Appoint Secretarial Auditors of the Company:

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s **Avinash Nolkha & Associates**, Practicing Company Secretaries, (FCS No. F10586, COP No. 13885, Peer Review No. 2753/2022), Bhilwara (Rajasthan) India be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from financial year 2025-26 till financial year 2029-30,

at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Bhilwara, (Rajasthan) India

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS
MANOMAY TEX INDIA LIMITED**

Date: 13.08.2025

**SD/-
Kailashchandra Hiralal Laddha
(Chairman)
DIN: 01880516**

**SD/-
Yogesh Laddha
(Managing Director)
DIN: 02398508**

**SD/-
Pallavi Laddha
(Whole Time Director)
DIN: 06856220**

NOTES:

1. The Company is listed with BSE Limited & NSE Limited Main Board platform.
2. The relevant Explanatory Statement pursuant to Sections 102 and 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014(as Amended) and the Secretarial Standard on General Meetings (SS 2) issued by the ICSI, setting out the material facts and reasons for the proposed Resolutions of the Annual General Meeting Notice and disclosure as required under the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations are appended herein below for your consideration.
3. In compliance with the Ministry of Corporate Affairs (MCA) Circulars, the Annual General Meeting along with the instructions regarding E-voting or Remote E-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / RTA Depositories as at close of business hours on Wednesday, September 10, 2025 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent, Bigshare Services Pvt. Ltd ("RTA") as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under point 24.
4. As per the MCA Circulars, physical copies of the Annual General Meeting Notice are not being sent to Members for this Annual General Meeting. The Company has engaged the services of NSDL to provide E-Voting or Remote E-Voting facility to its members. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. A copy of the Annual General Meeting Notice and Annual Report are available on the website of the company at www.manomaytexindia.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com & NSE Limited at www.nseindia.com and also on the website of e-Voting service provider i.e. National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. Electronic copy of the Notice and the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.
6. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
7. After sending the notice of Annual General Meeting through email, an advertisement shall be published in English language in Financial Express newspaper and in vernacular language in Business Remedies (Hindi) newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and the same will also be uploaded on the Company's website: www.manomaytexindia.com.
8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, email IDs, Mobile No. and etc, to their Depository Participant (DP). These changes

will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.

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 is, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts.
10. Members are requested to quote their DP ID/ Client ID, in case shares is dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
11. The business set out in the Annual General Meeting notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
12. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours Wednesday, September 10, 2025, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be considered eligible for the purpose of remote E-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions through the remote E-Voting process. Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Annual General Meeting for information purpose only.
13. The Remote E-Voting facility will commence on Sunday, September 14, 2025 at 09:00 A.M. (IST) and will end on Tuesday, September 16, 2025 at 05:00 P.M. (IST) Remote E-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
14. Members are requested to cast their vote through the remote E-voting process not later than 05:00 P.M. (IST) on Tuesday, September 16, 2025, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
15. Once the votes on the resolutions are cast by the Members, the Members will not be allowed to change them subsequently.
16. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
17. Mr. R.K. Jain, Practicing Company Secretary, proprietor of M/s R. K. Jain & Associates has been appointed as Scrutinizer for conducting the e-voting or remote e-voting or voting process in a fair and transparent manner. He has communicated his willingness for such appointment.
18. The Scrutinizer's decision on the validity of the e-voting or remote e-voting or voting shall be final and binding on all.

19. The Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman after the completion of scrutiny and the result of the e-voting or remote e-voting or voting of Annual General Meeting through the e-voting or remote e-voting or voting process will be announced by the Chairman/Managing Director or such person as authorised, on or before 05:00 P.M. (IST) on Friday, September 19, 2025 at Registered Office. The Chairman or such authorised person shall countersign the same. The results along with the Scrutinizer's Report will be displayed on the website of the Company at www.manomaytexindia.com, the e-Voting website of NSDL at www.evoting.nsdl.com and also shall be communicated to stock exchanges; BSE Limited ("BSE") at www.bseindia.com & NSE Limited ("NSE") at www.nseindia.com where the Company's Equity Shares are listed. The Company will also display the results of the Annual General Meeting along with the Scrutinizer's report at its Registered Office.
20. All the Statutory Registers and Relevant documents referred to in the accompanying Notice and the Statement is 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.
21. 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."
22. 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.
23. Members/Proxies should fill Attendance Slip for attending the meeting.
24. Procedure for registration of email address for receiving Annual General Meeting Notice:

Visit the link:

Step-1	Select the Name of the Company from dropdown: Manomay Tex India Limited
Step-2	Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
Step-3	Enter Mobile number and e-mail address and click on "Continue" button
Step-4	System will send One Time Password ("OTP") on Mobile and E-mail address
Step-5	Upload self-attested copy of PAN card and address proof viz. Aadhar Card or Passport along with front and back side of share certificate in case of physical folio
Step-6	Enter OTP received on mobile and e-mail address.
Step-7	Click Submit button
Step-8	System will then confirm the recording of the e-mail address for receiving Annual General Meeting Notice

After successful submission of the e-mail address with RTA, NSDL/RTA will e-mail a copy of the Annual General Meeting Notice along with user ID and password for Remote E-Voting within 72

hours from the time of successful submission. In case of any queries, Members may write to evoting@nsdl.co.in

25. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
26. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
27. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

E-voting

The Instructions For Members For Remote E-Voting Are As Under:-

The remote e-voting period begins on Sunday, September 14, 2025 at 09:00 A.M. (IST) and ends on Tuesday, September 16, 2025 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 10, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 10, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository

site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 vote, to the Scrutinizer by e-mail to rkjainbhilwara@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mrs. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.manomaytexindia.com/cs@manomaytexindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.manomaytexindia.com/cs@manomaytexindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**Item No. 3**

The board of Directors at their meeting held on 18th April 2025 upon the recommendation of the audit committee, approve the appointment of M/s Avnesh Jain & Co, Cost Accountants (FRN: 101048), to conduct the audit of the cost records of the company for the financial year ending 31st March 2026 at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST & re-imbursment of out-of- pocket expenses.

In term of the provisions of Section 148 of the Companies Act 2013, read with the Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the cost Auditors, has to be approved and confirmed by the members.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item No. 3 of the Notice for approval of the remuneration payable to the cost auditors for the financial year ending 31st March 2026.

The Board recommends the Resolution at Item No.3 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company by way of passing of Ordinary Resolutions.

None of the Directors or KMP of the Company or their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 4:-

It is informed that the board of director has Re-appointed Mr. Kailashchandra Hiralal Laddha as a Whole Time Director of the Company in their meeting held on 13.08.2025 for the period of 3 year w.e.f. 16.01.2026. The Directors are of the view that the Re-appointment of Mr. Kailashchandra Hiralal Laddha, 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 commend the resolutions at Item 4 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations") and pursuant to the provisions of Articles of Association, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

- (i) (Salary : Rs.1,25,000/- Per Month in the scale of (Rs.1,25,000-1,50,000-2,00,000)
- (ii) Perquisites: In addition of the aforesaid salary, Mr. Kailashchandra Hiralal Laddha [DIN: 01880516] shall also be entitled to such perquisites as described below:

PART-A

Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- (i) Contribution to provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure.

(Above these benefits shall not be included in the computation of ceiling on remuneration above.)

PART-B

Other perquisites as provided below:

- (i) 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.
- (ii) Reimbursement of membership fees for a maximum of two clubs.
- (iii) Personal accidents and Mediclaim Insurance Policy.
- (iv) The Company shall reimburse actual entertainment and travelling expenses incurred by the Whole Time Director in connection with the Company's business.

PART – C

- (i) Car with driver: Use of Company car with chauffeur for official purpose, such use will not be considered a perquisite.
- (ii) Residential Telephone & Mobile Use of Residential Telephone for Company's business, such & Mobile use will not be considered as a perquisite.
- (iii) Company PC / Laptop- PC/ Laptop shall be provided for the purpose of Company's business and their maintenance & running expenses will be met by the Company. Such facility will not be considered as perquisites.

Sitting Fee:-

No sitting fee shall be paid to Mr. Kailashchandra Hiralal Laddha, Whole Time Director for attending the Meeting of Board of Directors or any committee thereof.

Retire by rotation: -

Mr. Kailashchandra Hiralal Laddha, Whole Time Director shall be liable to retire by rotation.

Further as required under Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment

of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Kailashchandra Hiralal Laddha [DIN : 01880516] S/o Late Shri Hiralal Bhagwan Laddha, as an Executive Director, designated as Whole Time Director, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

Salary may revise periodically by the Board of Directors on the recommendation Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the Re-appointment & remuneration payable to Mr. Kailashchandra Hiralal Laddha

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Yogesh Laddha [DIN: 02398508]	Relative
Mr. Maheshchandra Kailashchandra Laddha [DIN: 02333125]	Relative
Mr. Kamlesh Kailashchandra Laddha [DIN: 03520135]	Relative
Mrs. Pallavi Laddha [DIN: 06856220]	Relative

The Board of Directors recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Item No. 5:-

It is informed that the board of director has Re-appointed Mr. Yogesh Laddha as a Managing Director of the Company in their meeting held on 13.08.2025 for the period of 3 year w.e.f. 16.01.2026. The Directors are of the view that the Re-appointment of Mr. Yogesh Laddha, as Managing 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 commend the resolutions at Item 5 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations") and pursuant to the provisions of Articles of Association, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

- (i) (Salary Rs. 5,00,000/- Per month in the scale of (Rs. 5,00,000-6,00,000-7,00,000)
- (ii) Perquisites: In addition of the aforesaid salary, Mr. Yogesh Laddha [DIN: 02398508] shall also be entitled to such perquisites as described below:

PART-A

Perquisites as per the Section of the Schedule V of the Companies Act, 2013 as provided below:

- (i) Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
- (ii) Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
- (iii) Encashment of leave at the end of tenure, if any, as per the policy of the Company.

(Above these benefits shall not be included in the computation of ceiling on remuneration above.)

PART-B

Other perquisites as provided below:

- (i) 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.
- (ii) Reimbursement of membership fees for a maximum of two clubs.
- (iii) Personal accidents and Mediclaim Insurance Policy.
- (iv) The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business.

PART – C

- (i) Car with driver: Use of Company car with chauffeur for official purpose, such use will not be considered a perquisite.
- (ii) Residential Telephone & Mobile Use of Residential Telephone for Company's business, such & Mobile use will not be considered as a perquisite.
- (iii) Company PC / Laptop- PC/ Laptop shall be provided for the purpose of Company's business and their maintenance & running expenses will be met by the Company. Such facility will not be considered as perquisites.

Sitting Fee:-

No sitting fee shall be paid to Mr. Yogesh Laddha, Managing Director for attending the Meeting of Board of Directors or any committee thereof.

Retire by rotation:-

Mr. Yogesh Laddha, Managing Director shall not be liable to retire by rotation.

Further as required under Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Yogesh Laddha [DIN : 02398508] S/o Shri. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Managing Director, notwithstanding that his annual

remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

Salary may revise periodically by the Board of Directors on the recommendation Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the Re-appointment & remuneration payable to Mr. Yogesh Laddha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative
Mr. Maheshchandra Kailashchandra Laddha [DIN: 02333125]	Relative
Mr. Kamlesh Kailashchandra Laddha [DIN: 03520135]	Relative
Mrs. Pallavi Laddha [DIN: 06856220]	Relative

The Board of Directors recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the Members.

Item No. 6:-

It is informed that the board of director has Re-appointed Mr. Kamlesh Kailashchandra Laddha as a Whole Time Director of the Company in their meeting held on 13.08.2025 for the period of 3 year w.e.f. 16.01.2026. The Directors are of the view that the Re-appointment of Mr. Kamlesh Kailashchandra Laddha, 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 commend the resolutions at Item 6 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations") and pursuant to the provisions of Articles of Association, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

- (i) (Salary : Rs.1,50,000/- Per Month in the scale of (Rs.1,50,000-2,50,000-3,50,000)
- (ii) Perquisites: In addition of the aforesaid salary, Mr. Kamlesh Kailashchandra Laddha [DIN: 03520135] shall also be entitled to such perquisites as described below:

PART-A

Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);

- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure.

(Above these benefits shall not be included in the computation of ceiling on remuneration above.)

PART-B

Other perquisites as provided below:

- (i) 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.
- (ii) Reimbursement of membership fees for a maximum of two clubs.
- (iii) Personal accidents and Mediclaim Insurance Policy.
- (iv) The Company shall reimburse actual entertainment and travelling expenses incurred by the Whole Time Director in connection with the Company's business.

PART – C

- (i) Car with driver: Use of Company car with chauffeur for official purpose, such use will not be considered a perquisite.
- (ii) Residential Telephone & Mobile Use of Residential Telephone for Company's business, such & Mobile use will not be considered as a perquisite.
- (iii) Company PC / Laptop- PC/ Laptop shall be provided for the purpose of Company's business and their maintenance & running expenses will be met by the Company. Such facility will not be considered as perquisites.

Sitting Fee:-

No sitting fee shall be paid to Mr. Kamlesh Kailashchandra Laddha, Whole Time Director for attending the Meeting of Board of Directors or any committee thereof.

Retire by rotation:-

Mr. Kamlesh Kailashchandra Laddha, Whole Time Director shall be liable to retire by rotation.

Further as required under Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mr. Kamlesh Kailashchandra Laddha [DIN : 03520135] S/o Shri Kailashchandra Hiralal Laddha, as an Executive Director, designated as Whole Time Director, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

Salary may revise periodically by the Board of Directors on the recommendation Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the Re-appointment & remuneration payable to Mr. Kamlesh Kailashchandra Laddha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative
Mr. Yogesh Laddha [DIN: 02398508]	Relative
Mr. Maheshchandra Kailashchandra Laddha [DIN: 02333125]	Relative
Mrs. Pallavi Laddha [DIN: 06856220]	Relative

The Board of Directors recommends the Special Resolution as set out in Item No. 6 of this Notice for approval of the Members.

Item No. 7:-

It is informed that the board of director has Re-appointed Mrs. Pallavi Laddha as a Whole Time Director of the Company in their meeting held on 13.08.2025 for the period of 3 year w.e.f. 16.01.2026. The Directors are of the view that the Re-appointment of Mrs. Pallavi Laddha, as Whole Time Director will be beneficial to the operations of the company and the remuneration payable to her is commensurate with his abilities and experience and accordingly commend the resolutions at Item 7 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations") and pursuant to the provisions of Articles of Association, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

- (i) (Salary: Rs.2,50,000/- Per Month in the scale of (Rs.2,50,000-3,50,000-4,50,000)
- (ii) Perquisites: In addition of the aforesaid salary, Mrs. Pallavi Laddha [DIN: 06856220] shall also be entitled to such perquisites as described below:

PART-A

Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure.

(Above these benefits shall not be included in the computation of ceiling on remuneration above.)

PART-B

Other perquisites as provided below:

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for herself and family subject to ceiling of one month salary in a year.
- (ii) Reimbursement of membership fees for a maximum of two clubs.
- (iii) Personal accidents and Mediclaim Insurance Policy.
- (iv) The Company shall reimburse actual entertainment and travelling expenses incurred by the Whole Time Director in connection with the Company's business.

PART – C

- (i) Car with driver: Use of Company car with chauffeur for official purpose, such use will not be considered a perquisite.
- (ii) Residential Telephone & Mobile Use of Residential Telephone for Company's business, such & Mobile use will not be considered as a perquisite.
- (iii) Company PC / Laptop- PC/ Laptop shall be provided for the purpose of Company's business and their maintenance & running expenses will be met by the Company. Such facility will not be considered as perquisites.

Sitting Fee:-

No sitting fee shall be paid to Mrs. **Pallavi Laddha**, Whole Time Director for attending the Meeting of Board of Directors or any committee thereof.

Retire by rotation:-

Mrs. **Pallavi Laddha**, Whole Time Director shall be liable to retire by rotation.

Further as required under Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per terms and conditions and during the term of re-appointment i.e. from 16.01.2026 to 15.01.2029 to Mrs. Pallavi Laddha [DIN : 06856220] W/o Mr. Yogesh Laddha, as an Executive Director, designated as Whole Time Director (Women) of the Company whose Re-appointment, notwithstanding that her annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

Salary may revise periodically by the Board of Directors on the recommendation Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the Re-appointment & remuneration payable to Mrs. Pallavi Laddha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative
Mr. Yogesh Laddha [DIN: 02398508]	Relative
Mr. Maheshchandra Kailashchandra Laddha [DIN: 02333125]	Relative
Mr. Kamlesh Kailashchandra Laddha [DIN: 03520135]	Relative

The Board of Directors recommends the Special Resolution as set out in Item No. 7 of this Notice for approval of the Members.

Item No. 8:-

As per Section 188 of the Act, Related Party Transactions (**RPT**) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property, appointment to an office of profit and underwriting the subscription of securities/ derivatives of the Company, shall require prior approval of members, if transactions exceeded such sums, as prescribed.

Further, such transactions are exempt from the requirement of obtaining prior approval of members, if they are in ordinary course of business and at arms' length. Further, Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) contains provision relating to prior approval of members for material related party transactions even if such transaction is in ordinary course of business and at arms' length.

As per Listing Regulations, an RPT with a Related Party (RP) shall be considered material, if the transaction(s) to be entered into individually or taken together with Current transactions during the Financial Year (2025-26), not exceeds Rs. 500 crore or 10% of the annual consolidated turnover or 10% Net worth of the Company as per the Last audited financial statements, whichever is lower.

Manomay Tex India Limited undertakes transactions with its Related Parties (**RPs**) i.e. Directors of the Company, Key Managerial Personnel of the Company, Relatives of Key Managerial Personnel, Companies wherein directors are the directors of another company in the course of its business for which approval of Audit Committee is obtained in compliance with extant provisions of the Act & Listing Regulations.

In view of the provisions of Reg.23 of Listing Regulations and further clarification provided by SEBI from time to time, prior approval of members for material RPT's is to be taken on annual basis, if the transaction(s) to be entered into individually or taken together with current transactions during the Financial Year (2025-26), not exceeds Rs.500 crore or 10% of the annual consolidated turnover or 10% of Net worth of Manomay Tex India Limited as per the Last audited financial statements, whichever is lower.

Material RPT's with RP's during 2025-26.

As the expected value of the transactions with the RP's as mentioned is likely to not exceed Rs Rs.500 crore during the year 2025-26, members approval for the material RPT's is being sought. The Audit Committee and the Board of the Company have reviewed the material RPT's and recommended seeking member's approval for the same.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

1. Ashish International

1	Name of the related party	Ashish International
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Maheshchandra Kailashchandra Laddha is the KMP of the Manomay Tex India Limited and proprietor of Ashish International so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects

10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri. Maheshchandra Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

2. Kamlesh Synthetics

1	Name of the related party	Kamlesh Synthetics
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Kantadevi Kailashchandra Laddha is the relative of KMP of the Manomay Tex India Limited and proprietor of Kamlesh Synthetics so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Smt. Kantadevi Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

3. Palak Garments

1	Name of the related party	Palak Garments
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Pramila Maheshchandra Laddha is the relative of KMP of the Manomay Tex India Limited and proprietor of Palak Garments so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. Yarn and cotton purchases and such related services. Sale of Yarn and Fabric Loan Taken Interest Paid Sale of Machinery and etc.

4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Smt. Pramila Maheshchandra Laddha.
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	

C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

4. Prachi Creation

1	Name of the related party	Prachi Creation
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kailashchandra Hiralal Laddha is the KMP of the Manomay Tex India Limited and proprietor of Prachi Creation so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25.

	is represented by the value of the proposed transaction.	However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Kailashchandra Hiralal Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

5. Seema Synthetics

1	Name of the related party	Seema Synthetics
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kamlesh Kailashchandra Laddha is the KMP of the Manomay Tex India Limited and proprietor of Seema Synthetics so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Shri Kamlesh Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

6. Charbhuja Impex

1	Name of the related party	Charbhuja Impex
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Ashish Maheshchandra Laddha is the relative of KMP of the Manomay Tex India Limited and proprietor of Charbhuja Impex so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. Yarn and cotton purchases and such related services. Sale of Yarn and Fabric Loan Taken Interest Paid Sale of Machinery and etc.

4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Ashish Maheshchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	

C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

7. Shree Synthetics

1	Name of the related party	Shree Synthetics
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Seema Kamlesh Laddha is the relative of KMP of the Manomay Tex India Limited and proprietor of Shree Synthetics so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25.

	is represented by the value of the proposed transaction.	However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Smt. Seema Kamlesh Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

8. Kamlesh Kailashchandra Laddha HUF

1	Name of the related party	Kamlesh Kailashchandra Laddha HUF
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kamlesh Kailashchandra Laddha is the KMP of the Manomay Tex India Limited and Karta of Kamlesh Kailashchandra Laddha HUF so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Shri Kamlesh Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

9. Everstrong Marketing Private Limited

1	Name of the related party	Everstrong Marketing Private Limited
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Kantadevi Kailashchandra Laddha and Shri. Ashish Maheshchandra Laddha are Relative of the KMP of the Manomay Tex India Limited and Directors of the Everstrong Marketing Private Limited so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. Yarn and cotton purchases and such related services. Sale of Yarn and Fabric Loan Taken Interest Paid Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of

		transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Smt. Kantadevi Kailashchandra Laddha and Shri. Ashish Maheshchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable

D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

10. Ladha Kailashchandra Hiralal (HUF)

1	Name of the related party	Ladha Kailashchandra Hiralal (HUF)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kailashchandra Hiralal Laddha is the KMP of the Manomay Tex India Limited and Karta of Ladha Kailashchandra Hiralal (HUF) so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.

9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Kailashchandra Hiralal Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

11. Ladha Maheshchandra Kailashchandra (HUF)

1	Name of the related party	Ladha Maheshchandra Kailashchandra (HUF)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Maheshchandra Kailashchandra Laddha is the KMP of the Manomay Tex India Limited and Karta of Ladha Maheshchandra Kailashchandra (HUF) so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
	Name of the Director or Key Managerial	

11	Personnel, who is related	Shri Maheshchandra Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

12. Kailashchandra Hiralal Laddha

1	Name of the related party	Kailashchandra Hiralal Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kailashchandra Hiralal Laddha is the KMP of the Manomay Tex India Limited so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Remuneration Interest Paid Loan Taken Rent Paid and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.

5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Kailashchandra Hiralal Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

13. Citifab Sutting

1	Name of the related party	Citifab Sutting
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Pallavi Laddha is the KMP of the Manomay Tex India Limited and proprietor of Citifab Sutting so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Smt. Pallavi Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

14. Jack N Jill

1	Name of the related party	Jack N Jill
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Yogesh Kailashchand Ladaha Huf (Shri Yogesh laddha) is the Relative of the KMP of the Manomay Tex India Limited and Shri Yogesh laddha Karta of Yogesh Kailashchand Ladaha Huf and He is proprietor of Jack N Jill so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. Yarn and cotton purchases and such related services. Sale of Yarn and Fabric Loan Taken Interest Paid Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of

	contract/arrangement	transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Yogesh Kailashchand Ladaha Huf (Karta Shri Yogesh Laddha)
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable

D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

15. Druhinah Agro Private Limited

1	Name of the related party	Druhinah Agro Private Limited
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Pallavi Laddha is the KMP and Shri Ashish Maheshchandra Laddha is the Relative of the KMP of the Manomay Tex India Limited and Directors of the Druhinah Agro Private Limited so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.

9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Smt. Pallavi Laddha and Shri. Ashish Maheshchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

16. Fornax Fashion Private Limited

1	Name of the related party	Fornax Fashion Private Limited
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri. Maheshchandra Kailashchandra Laddha and Shri. Yogesh Laddha are the KMP of the Manomay Tex India Limited and Directors of the Fornax Fashion Private Limited so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Rendering of Services including Weaving Charges, gray Fabric, Finish Fabric purchase, compressor. • Yarn and cotton purchases and such related services. • Sale of Yarn and Fabric • Loan Taken • Interest Paid • Sale of Machinery and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Shri. Maheshchandra Kailashchandra Laddha and Shri. Yogesh Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

17. Yogesh Laddha

1	Name of the related party	Yogesh Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Yogesh Laddha is the KMP of the Manomay Tex India Limited so they are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Remuneration, commission, sitting fees and other related payment made. Rent Paid Loan Taken Interest Paid and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1

		years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Yogesh Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above

13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice
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18. Maheshchandra Kailashchandra Laddha

1	Name of the related party	Maheshchandra Kailashchandra Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Maheshchandra Kailashchandra Laddha is the KMP of the Manomay Tex India Limited so the are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Remuneration, commission, sitting fees and other related payment made. • Loan Taken • Interest Paid and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

11	Name of the Director or Key Managerial Personnel, who is related	Shri Maheshchandra Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

19. Kamlesh Kailashchandra Laddha

1	Name of the related party	Kamlesh Kailashchandra Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Kamlesh Kailashchandra Laddha is the KMP of the Manomay Tex India Limited so they related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> Remuneration , commission, sitting fees and other related payment made. Interest Paid and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.

5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Kamlesh Kailashchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above

13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice
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20. Pallavi Laddha

1	Name of the related party	Pallavi Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Smt. Pallavi Laddha is the KMP of the Manomay Tex India Limited so the are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • Remuneration , commission, sitting fees and other related payment made. • Rent Paid • Loan Taken • Interest Paid and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's

	Notice	length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Smt. Pallavi Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:	Not Applicable
	<ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

21. Aditi Maheshchandra Laddha

1	Name of the related party	Aditi Maheshchandra Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Ms. Aditi Maheshchandra Laddha is relative of the KMP of the Manomay Tex India Limited so the are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> • other related payment made. • Loan Taken • Interest Paid • Consultancy Fess and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026
7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Ms. Aditi Maheshchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	

A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

22. Ashish Maheshchandra Laddha

1	Name of the related party	Ashish Maheshchandra Laddha
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Ashish Maheshchandra Laddha is relative of the KMP of the Manomay Tex India Limited so the are related parties.
3	Type of the proposed transaction	<ul style="list-style-type: none"> other related payment made. Loan Taken Interest Paid Salary/remuneration or such other Benefits and etc.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs.500 crore (2025-26) for all Transactions through contracts/arrangements, transaction for the 1 years starting from 1 st April 2025 to 31 st March 2026.
5	Particulars of the proposed transaction	As provided in Serial Number 3 above
6	Tenure of the transaction	1 years starting from 1 st April 2025 to 31 st March 2026

7	Value of the proposed transaction	As provided in Serial Number 4 above
8	Percentage of Manomay annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The proposed transaction value should not exceed 10% of the Company's consolidated turnover or 10% of Net worth for FY 2024-25. However, if the transaction value surpasses this threshold, it must demonstrate substantial benefits to the company and after receiving approval from both the Board of Directors and the Audit Committee.
9	Justification of the proposed transaction	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class fabric to one of the high-priority and prestigious projects.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.
11	Name of the Director or Key Managerial Personnel, who is related	Shri Ashish Maheshchandra Laddha
12	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A)	Source of funds	Please refer Serial Number 12 C below
B)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure 	Not Applicable
C)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	As provided in Serial Number 12C above
13	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 8 of this Notice for approval of the Members.

None of the Directors & Key Managerial Personnel of the Company including their relatives except as mentioned above are, in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 8.

Item No.9:-

The Board at its meeting held on April 18, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s **Avinash Nolkha & Associates**, Practicing Company Secretaries, (FCS No. F10586, COP No. 13885, Peer Review No. 2753/2022), Bhilwara (Rajasthan) India as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s **Avinash Nolkha & Associates**, Practicing Company Secretaries, Bhilwara based firm. It is registered with the Institute of Company Secretaries of India (ICSI). The firm is a blend of experienced professionals in the area of corporate practice. Mr. **Avinash Nolkha** is the proprietor of **Avinash Nolkha & Associates**. He has vast professional experience. He is competent and efficient in Regulatory Compliances, Secretarial Compliances, Capital Market & Securities Laws, Mergers & Acquisitions, Registrations and Company related matters. He has brief and in-depth knowledge of all corporate laws and listing regulations of SEBI.

M/s **Avinash Nolkha & Associates**, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The proposed fees in connection with the secretarial audit (Including Secretarial Compliance Report and etc.) shall be Rs. 55,000/- plus applicable taxes for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s **Avinash Nolkha & Associates**.

The Board of Directors recommends the Special Resolution as set out in Item No. 9 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 9 of this Notice.

Place: Bhilwara (Rajasthan) India

Date: 13.08.2025

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

MANOMAY TEX INDIA LIMITED

SD/-

Kailashchandra Hiralal Laddha
(Chairman)
DIN: 01880516

SD/-

Yogesh Laddha
(Managing Director)
DIN: 02398508

SD/-

Pallavi Laddha
(Whole Time Director)
DIN: 06856220

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 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]

BRIEF RESUME OF MR. KAILASHCHANDRA HIRALAL LADDHA, WHOLE TIME DIRECTOR OF THE COMPANY AND SEEKING RE-APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING TO BE HELD AT 17TH SEPTEMBER, 2025

Name	Mr. Kailashchandra Hiralal Laddha
DIN	01880516
Date of Birth	27-04-1954
Date of Appointment (Initial appointment)	13-04-2009
Date of previous Re-Appointment	16-01-2023
Nationality	Indian
Qualifications	Graduate
Expertise in specific functional areas	He is Promoter, Chairman and Whole Time Director of our Company. He is aged 71 years. He has been Director of our Company since incorporation and designated as Whole Time Director. He has thorough knowledge of products of our Company. He looks after the strategic growth of our Company and is guiding force behind success of our Company and expertise, skills and capabilities in Business Management, Sales Marketing & Administration and etc.
Details of last Remuneration drawn (F.Y. 24-25)	12,00,000/- Rs.
Directorship held in other Companies	NIL
Chairman / Member of the Committee of the Board of Directors of this Company	NIL
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
Listed entities from which Mr. Kailashchandra Hiralal Laddha has resigned in the past three years	NIL
Number of equity shares held in the Company	11,84,182 equity shares

Relationships with other Directors, Manager and other Key Managerial personnel	<ol style="list-style-type: none"> 1. Mr. Yogesh Laddha (Son) (Managing Director) 2. Mr. Maheshchandra kailashchandra Laddha (Son) (Whole Time Director) 3. Mr. Kamlesh Kailashchandra Laddha (Son) (Whole Time Director) 4. Mrs. Pallavi Laddha (daughter-in-law) (Whole Time Directors)
Details of proposed Remuneration	As per Resolution purposed in the Notice of AGM at item no.4
Terms and conditions of appointment/re-appointment continuation of Directorship	As per Resolution purposed in the Notice of AGM at item no.4
Number of meetings of the Board attend during the year	9
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 (As Amended) and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, dated 20 June 2018 (As Amended)	Mr. Kailashchandra Hiralal Laddha is not debarred from holding the office of Chairman & Whole-time Director by virtue of any SEBI Order or any other such authority.

BRIEF RESUME OF MR. YOGESH LADDHA, MANAGING DIRECTOR OF THE COMPANY AND SEEKING RE-APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING TO BE HELD AT 17TH SEPTEMBER, 2025

Name	Mr. Yogesh Laddha
DIN	02398508
Date of Birth	14-05-1979
Date of Appointment (Initial appointment)	15-02-2011
Date of previous Re-Appointment	16-01-2023
Nationality	Indian
Qualifications	Chartered Accountant (ICAI)
Expertise in specific functional areas	Mr. Yogesh Laddha, aged 46 years is Managing Director of our Company. He is Chartered Accountant by qualification and member of the Institute of Chartered Accountants of India. His experience and dedication has contributed immensely in the development of our Company. He is the key person in formulating and implementation of business strategy for growth & expansion and looks after overall business operations. He also looks after the export operations of the Company and etc. and expertise, skills and capabilities in Textile Technical Operations, Finance, Taxation, Business Management, Sales Marketing & Administration and etc.
Details of last Remuneration drawn (F.Y. 24-25)	60,00,000/- Rs.
Directorship held in other Companies	Fornax Fashion Private Limited

Chairman / Member of the Committee of the Board of Directors of this Company	Chairman of Corporate Social Responsibility Committee and Members of Audit Committee, Stakeholders' Relationship Committee.
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
Listed entities from which Mr. Yogesh Laddha has resigned in the past three years	NIL
Number of equity shares held in the Company	5,34,318 Equity shares
Relationships with other Directors, Manager and other Key Managerial personnel	<ol style="list-style-type: none"> 1. Mr. Kailashchandra Hiralal Laddha (Father) (Whole Time Director) 2. Mr. Maheshchandra Kailashchandra Laddha (Brother) (Whole Time Director) 3. Mr. Kamlesh Kailashchandra Laddha (Brother) (Whole Time Director) 4. Mrs. Pallavi Laddha (Wife) (Whole Time Director)
Details of proposed Remuneration	As per Resolution purposed in the Notice of AGM at item no.5
Terms and conditions of appointment/re-appointment continuation of Directorship	As per Resolution purposed in the Notice of AGM at item no.5
Number of meetings of the Board attend during the year	9
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 (As Amended) and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, dated 20 June 2018 (As Amended)	Mr. Yogesh Laddha is not debarred from holding the office of Managing Director by virtue of any SEBI Order or any other such authority.

BRIEF RESUME OF MR. KAMLESH KAILASHCHANDRA LADDHA, WHOLE TIME DIRECTOR OF THE COMPANY AND SEEKING RE-APPOINTMENT AT THE 16th ANNUAL GENERAL MEETING TO BE HELD AT 17th SEPTEMBER, 2025

Name	Mr. Kamlesh Kailashchandra Laddha
DIN	03520135
Date of Birth	11-12-1976
Date of Appointment (Initial appointment)	14-06-2011
Date of previous Re-Appointment	16-01-2023
Nationality	Indian
Qualifications	Graduate

Expertise in specific functional areas	He is a Graduate and young entrepreneur. He is aged 48 years. He is associated with the company and having vast experience in handling and controlling of various activities like Business Management, Programming & Administration & Production and etc.
Details of last Remuneration drawn (F.Y. 24-25)	12,00,000/- Rs.
Directorship held in other Companies	NIL
Chairman / Member of the Committee of the Board of Directors of this Company	Member of Stakeholders' Relationship (Grievances) Committee of this Company
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
Listed entities from which Mr. Kamlesh Kailashchandra Laddha has resigned in the past three years	NIL
Number of equity shares held in the Company	5,70,630/- Equity Shares
Relationships with other Directors, Manager and other Key Managerial personnel	<ol style="list-style-type: none"> 1. Mr. Kailashchandra Hiralal Laddha (Father) (Whole Time Director) 2. Mr. Yogesh Laddha (Brother) (Managing Director) 3. Mr. Maheshchandra kailashchandra Laddha (Brother) (Whole Time Director) 4. Mrs. Pallavi Laddha (Brother's wife) (Whole Time Director)
Details of proposed Remuneration	As per Resolution purposed in the Notice of AGM at item no.6
Terms and conditions of appointment/re-appointment continuation of Directorship	As per Resolution purposed in the Notice of AGM at item no.6
Number of meetings of the Board attend during the year	9
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 (As Amended) and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, dated 20 June 2018 (As Amended)	Mr. Kamlesh Kailashchandra Laddha is not debarred from holding the office of Whole Time Director by virtue of any SEBI Order or any other such authority.

BRIEF RESUME OF MRS. PALLAVI LADDHA, WHOLE TIME DIRECTOR OF THE COMPANY AND SEEKING RE-APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING TO BE HELD AT 17TH SEPTEMBER, 2025

Name	Mrs. Pallavi Laddha
DIN	06856220
Date of Birth	21-01-1981

Date of Appointment (Initial appointment)	29-03-2014
Date of previous Re-Appointment	16-01-2023
Nationality	Indian
Qualifications	Master of Business Administration (MBA).
Expertise in specific functional areas	She is Master of Business Administration (MBA). She is Whole Time Director (Women) of our Company. She is aged 44 years. She is currently engaged in the Financial Management of the Company and etc. and expertise, skills and capabilities in Finance, Taxation, Business Management, Administration and etc.
Details of last Remuneration drawn (F.Y. 24-25)	30,00,000/- Rs.
Directorship held in other Companies	Druhinah Agro Private Limited
Chairman / Member of the Committee of the Board of Directors of this Company	Chairperson of Internal Complaint Committee
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
Listed entities from which Mrs. Pallavi laddha has resigned in the past three years	NIL
Number of equity shares held in the Company	11,26,336 Equity Shares
Relationships with other Directors, Manager and other Key Managerial personnel	<ol style="list-style-type: none"> 1. Mr. Kailashchandra Hiralal Laddha (Husband's Father) (Whole Time Director) 2. Mr. Yogesh Laddha (Husband) (Managing Director) 3. Mr. Maheshchandra Kailashchandra Laddha (Husband's Brother) (Whole Time Director) 4. Mr. Kamlesh Kailashchandra Laddha (Husband's Brother) (Whole Time Director)
Details of proposed Remuneration	As per Resolution purposed in the Notice of AGM at item no.7
Terms and conditions of appointment/re-appointment continuation of Directorship	As per Resolution purposed in the Notice of AGM at item no.7
Number of meetings of the Board attend during the year	9
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 (As Amended) and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, dated 20 June 2018 (As Amended)	Mrs. Pallavi Laddha is not debarred from holding the office of Whole Time Director by virtue of any SEBI Order or any other such authority.

BRIEF RESUME OF M/S AVINASH NOLKHA & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS AN SECRETARIAL AUDITOR OF THE COMPANY AND SEEKING APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING TO BE HELD AT 17TH SEPTEMBER, 2025

Name Secretarial Auditor	M/s Avinash Nolkha & Associates, Practicing Company Secretaries, Bhilwara (proprietor Mr. Avinash Nolkha)
Nationality	Indian
Year of Appointment	FY 2025-26 till FY 2029-30
FCS No., COP No., Peer Review No.	(FCS No. F10586, COP No. 13885, Peer Review No. 2753/2022),
Expertise in specific functional areas	Mr. Avinash Nolkha is the proprietor of Avinash Nolkha & Associates. He has vast professional experience. He is competent and efficient in Regulatory Compliances, Secretarial Compliances, Capital Market & Securities Laws, Mergers & Acquisitions, Registrations and Company related matters. He has brief and in-depth knowledge of all corporate laws and listing regulations of SEBI.
Details of proposed Remuneration and etc	As per Resolution purposed in the Notice of AGM at item no.9

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 (Rajasthan) India**

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 or E-voting or remote E-voting) on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday 17.09.2025 at 01:00 P.M. (IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Rajasthan) India 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.
	Name of proxy (in block letters)
3.	(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 (Rajasthan) India on Wednesday 17.09.2025 at 01:00 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 AGM

