

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

CIN : U18101RJ2009PLC028647
Mail Id : ykladdha@hotmail.com
Contact No. : 01482-246983

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MTIL/BSE/2017-18

Date :17.07.2017

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

Subject: Notice of Annual General Meeting.

Dear Sir/Madam,

Please find enclosed herewith Notice of Eight Annual General Meeting of the Company to be held on Monday, September 04, 2017 at 2.00 P.M. at 32, Heera Panna Market, Pur Road Bhilwara-311001(Raj)

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

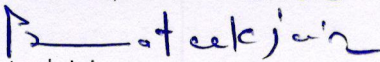
We request you to take the information on your record for further needful.

Thanking you

Yours Faithfully

For: Manomay Tex India Limited

For MANOMAY TEX INDIA LTD



Prateek Jain

COMPANY SECRETARY

Company Secretary and

Compliance Officer

M. No. A45051

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NOTICE

Notice is hereby given that the Annual General Meeting of the members of the M/S MANOMAY TEX INDIA LIMITED will be held at the registered office of the company at 32, HEERA PANNA MARKET, PUR ROAD, BHILWARA - 311001 (RAJ) on Monday 4th September, 2017 at 2:00 P.M. to consider and transact the following business:-

ORDINARY BUSINESS:-

1. To receive and adopt the Director's Report and the Audited Statement of Accounts together with Auditor's Report thereon for the financial year ended 31st March 2017.
2. To ratify the appointment of **M/s B. Maheshwari & CO.**, Chartered Accountant (Firm Registration No. 105839W), as Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of **M/s B. Maheshwari & CO.**, Chartered Accountant (Firm Registration No. 105839W), as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to examine and audit the accounts of the Company for the Financial Year 2017-18 at such remuneration, as may be mutually agreed between the Board of Directors and the Auditors.

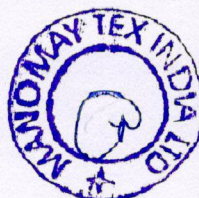
3. To Appoint Directors in place of Mr. Kailashchandra Hiralal Laddha who is liable to retire by rotation and are being eligible, offer himself for re- appointment.
4. To Appoint Directors in place of Mr. Mahesh Kailashchandra Laddha who is liable to retire by rotation and are being eligible, offer himself for re- appointment.
5. Any other business which may lawfully transacted in the meeting.

SPECIAL BUSINESS:-

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

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory, modification or re-enactment thereof for the time being in force) and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration as mutually agreed plus Service Tax & re-imbursement of out-of-pocket expenses payable to M/s Avnesh Jain & Co., who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18.”



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Item No. 2:- To appoint Mr. Dilip Balkishan Porwal as Independent Non - Executive Director:

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

"RESOLVED THAT pursuant to the provision of the Company Act 2013, & the Rules made there under Mr. Dilip Balkishan Porwal [DIN : 07694518], S/o Sh. Balkishan Jankilal Porwal, who was appointed as an Independent Non - Executive Director Additional Director of the Company w.e.f. 04.01.2017 & who holds office till the date of AGM, in terms of Section 161 of the Company Act 2013, be and is hereby appointed as an Independent Director of the Company for a term of 5 year and whose office shall not be liable for retire by rotation."

Item No. 3:- Approval For Appointment of Mr. Bharat Agal as Chief Finance Officer :

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

"RESOLVED THAT pursuant to the provision of the Company Act 2013, & the Rules made there under the Company hereby approve the appointment of Mr. Bharat Agal as Chief Finance Officer w.e.f. 16.01.2017.

Dated : 17.07.2017
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD
For MANOMAY TEX INDIA LTD


MANAGING DIRECTOR
YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR

Note:-

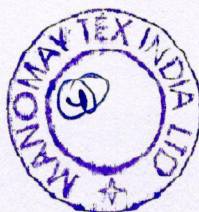
1. The Company got listed with BSE on SME platform on 28th March 2017.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

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4. Members/Proxies should fill Attendance Slip for attending the meeting.
 5. 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.
 6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, as SME listed Company is not Mandatory to provide E-voting Facility.
 7. The register of the Members and share Transfer book of the company shall remain closed from 28.08.2017 to 04.09.2017 (both days inclusive)
 8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
 9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the administrative office of the Company on all working days, during business hours up to the date of the Meeting.
 10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
 11. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
 12. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
 13. Members who are holding shares in identical names in more than one folio are requested to write to the company to enable the company to consolidate their holding in one folio.
 14. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website www.manomaytexindia.com and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bseindia.com
 15. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2016 -17 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.



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

Item No. 1

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records by a cost accountant in practice. The Board of Directors has approved the appointment of M/s Avnesh Jain & Co. as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration as mutually agreed plus Service Tax & reimbursement of out-of-pocket expenses.

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

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

Item No. 2

The Board at its Meeting held on 04.01.2017 appointed Mr. Dilip Balkishan Porwal as an additional Independent Non - Executive Director of the Company w.e.f. 04.01.2017. Pursuant to the Section 161 of the Company Act 2013, Mr. Dilip Balkishan Porwal will hold office up to the date of ensuing AGM. The Company has received Notice in writing under the provision 160 of the Company Act, 2013, proposing the Candidature of Mr. Dilip Balkishan Porwal for the office of Independent Non - Executive Director. The board approved the matter & recommend to the shareholder of the company to pass the resolution as stated at Item No. 2

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.2 of the accompanying Notice.

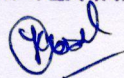
Item No. 3

The Board at its Meeting held on 16.01.2017 appointed Mr. Bharat Agal as **Chief Finance Officer** of the Company w.e.f. 04.01.2017. Board puts his appointment for the approval of shareholders.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Dated : 17.07.2017
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD
For MANOMAY TEX INDIA LTD


MANAGING DIRECTOR
[DIN : 02398508]
MANAGING DIRECTOR

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L18101RJ2009PLC028647

Name of the company: M/s Manomay Tex India Limited

Registered office: 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj)

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

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

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id :

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 4th day of September, 2017 at 2:00 P.M. at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) and at any adjournment thereof.

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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

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

No of Shares held

I hereby record my presence at Annual General Meeting of the Company at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) on Monday, 4th day of September, 2017 at 2:00 P.M.

Member's / Proxy's Signature

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