

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

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

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MTIL/BSE/2019-20

Date: 11.11.2019

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

Subject

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

The Board of Directors at their meeting held on October 30, 2019 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of members of the Company on Resolutions as set out in the said Notice.


With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 01, 2019.

Kindly take the same on your record and oblige.

Thanking you

Yours Faithfully

For: Manomay Tex India Limited


KAMESH SHRI MAL
KAMESH SHRI SHRI MAL
Company Secretary
M. No. AS6006

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Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Management and Administration) Rules, 2014 (**'the Rules'**) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, for the approval of the members of Manomay Tex India Limited (**'the Company'**) for the matters as proposed and mentioned in the Resolutions and Statement by way of Postal Ballot.

This notice is being sent to all members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on **Friday, November 1, 2019 ('Cut-off-date')**.

The proposed resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members along with the postal ballot form (**'the Form' or 'the Postal Ballot Form'**). The members are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Notice and Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer not later than **Wednesday, December 11, 2019 at 5.00 P.M. (IST)**. Please note that any Postal Ballot Form received after the said date and time shall be treated as if reply / Postal Ballot Form from the member has not been received.

The Board of Directors of the Company (**'the Board'**) at its meeting held on Wednesday, October 30, 2019, had appointed Mr. Sanjay Somani, Proprietor of M/s Sanjay Somani & Associates, Practicing Company Secretary, Bhilwara, Membership Number- 6958 as the Scrutinizer (**'Scrutinizer'**) for conducting the Postal Ballot in a fair and transparent manner.

With reference to the Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the SME listed Company are exempted from e-voting provisions. Your Company is covered under Chapter IX as it is a SME Company and listed on SME platform of Bombay Stock Exchange Limited. Therefore Company is not providing e-voting facility to its shareholders.

The Scrutinizer will submit his report to the Chairman or in his absence any person, duly authorised by him after completion of the scrutiny of Postal Ballots. **The Chairman shall countersign the report and declare the Results of Postal Ballot on or before 5.00 P.M on Thursday, December 12, 2019** at the Registered Office of the Company. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the Bombay Stock Exchange (BSE) where the Company's securities are listed, and displayed on the website of the Company i.e. <https://www.manomaytexindia.com/>.

The explanatory statement, as required under Section 102 of the Companies Act 2013, pertaining to the proposed resolutions setting out the material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms.

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SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 13,00,00,000 (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crore Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. “The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each”.

RESOLVED FURTHER THAT any of the Directors of the Company and/or Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make such modification as may be deemed fit to be in the interest of the Company and to do all such acts, deeds, matters and things for giving effect to this resolution.”

2. ISSUANCE OF EQUITY SHARES TO PROMOTERS AND NON-PROMOTERS OF THE COMPANY ON PREFERENTIAL BASIS

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), read with Companies (Share Capital and Debenture) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations 2018, (**‘SEBI (ICDR) Regulations’**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 (**‘SEBI (SAST) Regulations’**) and SEBI (Listing Obligation and Disclosure Requirements), 2015 (**‘Listing Regulations’**) as may be applicable to the preferential issue of equity shares and other applicable regulations/guidelines of SEBI, if any, and subject to such consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose,

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the consent of the members be and is hereby accorded to create, offer, issue and allot in aggregate and upto 21,42,871 (Twenty One Lakhs Forty Two Thousand Eight Hundred and Seventy One only) equity shares of Rs. 10/- (Rupees Ten only) each to such persons whose names shall be recorded by the Company in the manner set out in Section 42(7) of the Act, read with the respective Rules on preferential basis at a price of not less than Rs. 35 /- (Rupees Thirty Five only) each or such higher price as may be determined in terms of Regulation 164 of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the price of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the *Relevant Date*. The *Relevant Date* for the purpose of calculating the price of Equity Shares to be issued in terms SEBI (ICDR) Regulations *shall be 11th November, 2019* being the date 30 days prior to the date of passing of Special Resolution i.e. 11th December, 2019.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept any modification(s) or to modify the terms of creation, offer, issue and allotment of equity shares, subject to the provisions of the Act and SEBI ICDR Regulations and Stock Exchange, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors and/or the Company Secretary of the Company.

By Order of the Board of Directors
For **MANOMAY TEX INDIA LIMITED**

Sd/-
Kamesh Shri Shri Mal
Company Secretary

Date: October 30, 2019

Place: Bhilwara

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NOTES:

1. The Explanatory Statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business is annexed with this Notice.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection by members at the Registered Office of the Company during office hours between 10.00 AM to 5.00 PM, on all working days upto Wednesday, December 11, 2019.
3. Based on the consent received from Mr. Sanjay Somani, Proprietor of M/s Sanjay Somani & Associates, Practising Company Secretary, Bhilwara, Membership Number- 6958 the Board has appointed him as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. Notice is being sent to all Members / beneficiaries, whose names appear on the Register of Members / Record of Depositories as on Cut-off Date i.e. Friday, November 1, 2019 and a person whose name is not appearing on the Register of Members / Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. <https://www.manomaytexindia.com/>.
5. In accordance with the Rule 22(3) of the Rules, after the Postal Ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. With reference to the Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the SME listed Company are exempted from e-voting provisions. Your Company is covered under Chapter IX as it is a SME Company and listed on SME platform of Bombay Stock Exchange Limited. Therefore Company is not providing e-voting facility to its shareholders.
7. The duly completed Ballot Form should reach the Scrutinizer not later than Wednesday, December 11, 2019.
8. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
9. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on or before 5.00 P.M on Thursday, December 12, 2019, and will be displayed at the Registered Office of the Company. The result shall also be communicated to Bombay Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company at <https://www.manomaytexindia.com/>. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

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10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form i.e. Wednesday, December 11, 2019. Further, resolutions passed by the members through postal ballot is deemed to have been passed effectively at a general meeting.
 11. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice / Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 5.00 P.M on Wednesday, December 11, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self – addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received.
 12. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company proposes to raise funds by issuing further equity shares. The existing Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores only) comprising of 1,30,00,000 (One Crore Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each which is not sufficient to cover the proposed amount of issue.

Section 61 of the Companies Act, 2013 (**'the Act'**), (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorised by its Articles of Association, with the consent of its members in its General meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association empowers the Company to increase its Capital, by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient.

In view of this, the Company proposes to increase the existing Authorised Share capital from Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) comprising 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) comprising of 1,50,00,000 Equity Shares (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The proposed increase in Authorised Share Capital will consequently require alteration in Capital clause V of Memorandum of Association.

The Directors recommend these Resolutions for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

ITEM NO. 2

The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its network strategy. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including working capital. The Board has explored various options and proposed to raise fund by way of issue of equity shares on preferential basis.

In terms of Section 62(1)(c) of the Companies Act, 2013 (**'the Act'**) read with Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations 2018, (**'SEBI (ICDR) Regulations'**), any preferential allotment of specified securities need to be approved by the shareholders of the Company by way of a **Special Resolution**.

Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to create, offer, issue and allot Shares, by way of preferential allotment to the Proposed Allottees.

Further, in terms of Regulation 163 of the SEBI (ICDR) Regulations, following disclosures are required to be made in the Explanatory Statement to the notice:

a. The objects of the preferential issue :

The object of the preferential issue is to issue and allot the equity shares of the Company to the below mentioned allottees with the purpose of enhancing financial resources, including working capital.

b. Maximum number of securities to be issued :

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot in aggregate and upto 21,42,871 (Twenty One Lakhs Forty Two Thousand Eight Hundred and Seventy One only) equity shares of Rs. 10/- (Rupees Ten only) each at Rs. 35/- (Rupees Thirty Five only) each or such other higher price as may be determined as on the Relevant Date in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations by way of preferential allotment to the below-mentioned allottees.

c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer :

Except Kailashchandra Hiralal Laddha, Maheshchandra Kailashchand Ladha, Pramila Maheshchand Ladha, Kantadevi Kailashchandra Ladha, Kamlesh Kailashchandra Laddha HUF, Kamlesh Kailashchand Ladha, Ladha Kailashchandra Hiralal HUF, Ashishkumar M Laddha, Pallavi Laddha, Yogesh Laddha, Yogesh Kailashchand Ladaha HUF and Ladha Maheshchandra Kailashchandra HUF of Promoter and Promoter Group; no other members of the Promoter and Promoter Group including Directors and Key Managerial Personnel of the Company are subscribing to the proposed issue.

d. The class or classes of persons to whom the allotment is proposed to be made.

The allotment is proposed to be made to the proposed allottees as mentioned in point (g) below.

e. Shareholding Pattern of the Company before and after the Preferential Issue :

Sr. No.	Category of Investors	Pre issue*		Post Issue**	
		No. of Shares held	%	No. of Shares held	%
A	Promoters' Holdings:				
1	Indian:				
	Individual / Hindu Undivided Family	5,383,600	42.45	5,883,603	39.68
	Bodies Corporate	2,310,000	18.21	2,310,000	15.58
	Sub-Total – Indian Promoters	7,693,600	60.66	8,193,603	55.26
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	7,693,600	60.66	8,193,603	55.26
B	Non promoters' Holdings :				
1	Institutional Investors	-	-	-	-
2	Non-Institutions:				
	Private Corporate Bodies	448,000	3.53	1,019,430	6.88
	Directors and relatives	-	-	-	-
	Indian Public	4,005,750	31.58	5,077,188	34.24
	<u>Others</u>				
	Clearing Member	536,000	4.23	536,000	3.62

	Sub-Total (B)	4,989,750	39.34	6,632,618	44.74
	GRAND TOTAL (A+B)	12,683,350	100.00	14,826,221	100.00

*Shareholding as on 30th September, 2019.

** Assuming complete allotment of 21,42,871 (Twenty One Lakh Forty Two Thousand Eight Hundred and Seventy One) equity shares to proposed allottees and assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.

f. Proposed time frame within which the preferential issue shall be completed :

The preferential allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the Special Resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or any other regulatory authorities.

g. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

Sr. No.	Name of the Allottee	PAN	Category	Total shares proposed to be allotted	Identity of Natural persons who are the ultimate beneficial owners	Pre-issue Shareholding		Post-issue Shareholding	
						No. of Shares	% of Shares	No. of Shares	% of Shares
1	Kailashchandra Hiralal Laddha	AAIPL1341D	Promoter	57,143	Kailashchandra Hiralal Laddha	986,200	7.78	1,043,343	7.04
2	Maheshchandra Kailashchand Ladha	AAJPL6171G	Promoter	57,143	Maheshchandra Kailashchand Ladha	943,750	7.44	1,000,893	6.75
3	Pramila Maheshchand Ladha	AAJPL6175C	Promoter	57,143	Pramila Maheshchand Ladha	603,900	4.76	661,043	4.46
4	Kantadevi Kailashchandra Ladha	AAJPL6176B	Promoter	57,143	Kantadevi Kailashchandra Ladha	502,500	3.96	559,643	3.77
5	Kamlesh Kailashchandra Laddha HUF	AAJHK5345P	Promoter	14,286	Kamlesh Kailashchandra Laddha	376,500	2.97	390,786	2.64
6	Kamlesh Kailashchand Ladha	AAJPL6174D	Promoter	57,143	Kamlesh Kailashchand Ladha	371,750	2.93	428,893	2.89

Sr. No.	Name of the Allottee	PAN	Category	Total shares proposed to be allotted	Identity of Natural persons who are the ultimate beneficial owners	Pre-issue Shareholding		Post-issue Shareholding	
						No. of Shares	% of Shares	No. of Shares	% of Shares
7	Ladha Kailashchandra Hiralal HUF	AAAHL7173H	Promoter	14,286	Kailashchandra Hiralal Ladha	365,250	2.88	379,536	2.56
8	Ashishkumar M Laddha	AMIPL3014B	Promoter	14,286	Ashishkumar M Laddha	5,000	0.04	19,286	0.13
9	Pallavi Laddha	AEMPB0200K	Promoter	71,429	Pallavi Laddha	551,500	4.35	622,929	4.2
10	Yogesh Laddha	ABMPL4205H	Promoter	71,429	Yogesh Laddha	193,250	1.52	264,679	1.79
11	Yogesh Kailashchand Ladaha HUF	AAAHY8244E	Promoter	14,286	Yogesh Kailashchand Ladaha	191,250	1.51	205,536	1.39
12	Ladha Maheshchandra Kailashchandra HUF	AAAHL7174A	Promoter	14,286	Maheshchandra Kailashchandra Ladha	169,000	1.33	183,286	1.24
13	Shri Balaji Denim	ADBFS6497D	Non-Promoter	142,858	Sushil Laddha - ACJPL5407D and Vinod Mandhaniya - AOTPM6845	-	-	142,858	0.96
14	Sushil Laddha	ACJPL5407D	Non-Promoter	57,143	Sushil Laddha	4,000	0.03	61,143	0.41
15	Sanwariyaji Texfab Industries Limited	AACFS9400N	Non-Promoter	428,572	Kamlesh Kumar Kandoi- AEOPK9764R Goving Garg- AAYPG6383L Anil Kumar Garg- ABXPG4662L	-	-	428,572	2.89
16	Bhag Chand Bumb	AAVPB1971E	Non-Promoter	142,858	Bhag Chand Bumb	-	-	142,858	0.96
17	Vinod Kumar Bumb	AAVPB2048L	Non-Promoter	85,715	Vinod Kumar Bumb	-	-	85,715	0.58
18	Shashi Jain	AASPJ5262D	Non-Promoter	85,715	Shashi Jain	-	-	85,715	0.58
19	Pooja Jain	ATCPJ7140F	Non-Promoter	42,858	Pooja Jain	-	-	42,858	0.29
20	Abhinav Jain	AFLPJ9530J	Non-Promoter	28,572	Abhinav Jain	-	-	28,572	0.19
21	Aman Jain	ATJPJ4640H	Non-Promoter	85,715	Aman Jain	-	-	85,715	0.58

Sr. No.	Name of the Allottee	PAN	Category	Total shares proposed to be allotted	Identity of Natural persons who are the ultimate beneficial owners	Pre-issue Shareholding		Post-issue Shareholding	
						No. of Shares	% of Shares	No. of Shares	% of Shares
22	Aruna Jain	AASPJ5171D	Non-Promoter	100,000	Aruna Jain	-	-	100,000	0.67
23	Seema Kamlesh Laddha	ABDPL2205L	Non-Promoter	57,143	Seema Kamlesh Laddha	728,250	5.74	785,393	5.3
24	Pawan Shyamsundar Baheti	CDYPB6281R	Non-Promoter	14,286	Pawan Shyamsundar Baheti	32,000	0.25	46,286	0.31
25	Shyamsundar Mohanlal Baheti	ABKPB1084C	Non-Promoter	14,286	Shyamsundar Mohanlal Baheti	20,000	0.16	34,286	0.23
26	Santosh Shyamsundar Baheti	ABRPB8241L	Non-Promoter	14,286	Santosh Shyamsundar Baheti	20,000	0.16	34,286	0.23
27	Sonam Shyamsundar Baheti	BXDPB6299K	Non-Promoter	14,286	Sonam Shyamsundar Baheti	16,000	0.13	30,286	0.2
28	Vijay Sachanand Motwani	ALIPM9759K	Non-Promoter	57,143	Vijay Sachanand Motwani	24,000	0.19	81,143	0.55
29	Om Prakash Verma HUF	AAAHO9024L	Non-Promoter	14,286	Om Prakash Verma	4,000	0.03	18,286	0.12
30	Amitkumar Basantkumar Laddha	ABHPL0638B	Non-Promoter	14,286	Amitkumar Basantkumar Laddha	16,000	0.13	30,286	0.2
31	Sapana Amit Laddha	AIDPL2146D	Non-Promoter	14,286	Sapana Amit Laddha	37,000	0.29	51,286	0.35
32	Asha Pradeep Sharma	GZFPS7774R	Non-Promoter	14,286	Asha Pradeep Sharma	12,000	0.09	26,286	0.18
33	Manju Omprakash Sharma	GYWPS5590H	Non-Promoter	14,286	Manju Omprakash Sharma	8,000	0.06	22,286	0.15
34	Esspal International Pvt Ltd	AACCE1500G	Non-Promoter	142,858	Manish Kumar Lath- AAMPL8724A	-	-	142,858	0.96
35	Purushottam Shyamsundar Oza	AAMPO3439M	Non-Promoter	14,286	Purushottam Shyamsundar Oza	8,000	0.06	22,286	0.15
36	Shyamsundar Chandmal Oza	AAMPO3438L	Non-Promoter	14,286	Shyamsundar Chandmal Oza	8,000	0.06	22,286	0.15

Sr. No.	Name of the Allottee	PAN	Category	Total shares proposed to be allotted	Identity of Natural persons who are the ultimate beneficial owners	Pre-issue Shareholding		Post-issue Shareholding	
						No. of Shares	% of Shares	No. of Shares	% of Shares
37	Anand Shyamsundar Oza	AAGPO9603F	Non-Promoter	14,286	Anand Shyamsundar Oza	8,000	0.06	22,286	0.15
38	Veena Anand Oza	AARPO7564L	Non-Promoter	14,286	Veena Anand Oza	8,000	0.06	22,286	0.15

h. Change in control, if any, in the Company consequent to the preferential issue Undertaking by the Company

There will be no change in control or management consequent to the proposed preferential issue of equity shares. However, voting rights will change in accordance with the shareholding pattern. For post issue share capital, please refer to point number (e).

i. Undertaking

The Company hereby undertakes that:

- It will re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so; and
- If the amount payable on account of re-computation of price of the Equity Shares is not paid within the time stipulated in SEBI (ICDR) Regulations, the equity shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees.

j. Lock in

The Equity Shares to be allotted to the Proposed Allottees including the pre-preferential allotment shareholding, if any of the Proposed Allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of SEBI (ICDR) Regulations.

k. Auditor's Certificate

A copy of the Certificate from B. Maheshwari & Co., Chartered Accountants (Firm Registration No. 105839W), statutory auditor of the Company certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, as may be applicable, shall be open for inspection at the registered office of the Company between 10:00 AM to 5:00 PM on all working days until the Last date for receipt of votes by Postal Ballot Wednesday, December 11, 2019.

l. Basis or Justification of Price

The Equity Shares will be issued and allotted at a price not less than the higher of the following in terms of the ICDR Regulations:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

- =====
- ii. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during two weeks preceding the relevant date; whichever is higher.

Accordingly, the Equity Shares are to be issued at Rs. 35/- (Rupees Thirty Five Only) each or such other higher price as may be arrived at in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

m. Relevant Date

The Relevant Date on the basis of which the price of the issue of equity shares shall be calculated is **Monday, November 11, 2019** i.e. *30 days prior to the date on which the resolution is deemed to have been passed* i.e. last date specified for receipt of the duly completed Postal Ballot Forms i.e. Wednesday, December 11, 2019.

n. Other Relevant Disclosures

- i. Pursuant to Regulation 170(4) of SEBI (ICDR) Regulations, the allotment shall be made only in dematerialised form;
- ii. The Board of Directors, in its meeting held on October 30, 2019 has approved the issuance of equity shares on preferential basis to the allottees in the manner stated hereinabove, subject to approval of members and other regulatory approvals, as may be required;
- iii. The allotment of the equity shares is subject to the proposed allottees have not sold / transfer any equity shares of the Company during the six (6) months preceding relevant date;
- iv. The Company has not made any preferential allotment of equity shares during the year;
- v. The Company and none of its promoters or directors is a wilful defaulter or a fugitive economic offender.

Except Kailashchandra Hiralal Laddha, Maheshchandra Kailashchand Ladha, Pramila Maheshchand Ladha, Kantadevi Kailashchandra Ladha, Kamlesh Kailashchandra Laddha HUF, Kamlesh Kailashchand Ladha, Ladha Kailashchandra Hiralal HUF, Ashishkumar M Laddha, Pallavi Laddha, Yogesh Laddha, Yogesh Kailashchand Ladaha HUF and Ladha Maheshchandra Kailashchandra HUF of Promoter and Promoter Group; no other members of the Promoter and Promoter Group including Directors and Key Managerial Personnel of the Company are interested in the proposed issue.

The Board of Directors of the Company believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board recommends passing of the special resolution as set out at **Item No. 2** of the notice for approval by the members.

By Order of the Board of Directors
For **MANOMAY TEX INDIA LIMITED**

Sd/-
Kamesh shri shri Mal
Company Secretary

Date: October 30, 2019
Place: Bhilwara

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

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

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Manomay Tex India LIMITED

CIN L18101RJ2009PLC028647

Regd. Office: 32, Heera Panna Market, Pur Road, Bhilwara, Rajasthan-311 001.

Contact : 01482-246983 ; email: ykladdha@hotmail.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Sr. No.	Particulars	Details of Shareholders(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any (in block letters)	
2.	Registered address of sole/first named shareholder	
3.	Registered folio no./DP Id No.*/Client Id No.* (*Applicable to shareholders holding shares in dematerialised form)	
4.	No. of share(s) held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **October 30, 2019** by conveying my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Sr. No.	Description of Resolution	Nature of Resolution	No. of equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGANIST)
1.	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause in Memorandum of Association of the Company	ORDINARY			
2.	Issue of Equity Shares to Promoters and Non-Promoters of the Company on Preferential Basis	SPECIAL			

Place:

Date:

(Signature of the Shareholder /
Authorised Representative)

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INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the member will also be accepted.
2. The self addressed business reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M on or before Wednesday, December 11, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. Votes will be considered invalid on the following grounds:
 - a. A form other than one issued by the company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is received from a Member who is in arrears of payment of calls; and
 - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

Affix
Revenue
Stamp

Scrutinizer:

To,

Sanjay Somani & Associates,

Practicing Company Secretary,

29, 1st Floor, Badal Textile Market, Pur Road,
BHILWARA-311001

E-mail : somanics@gmail.com

From,
