

MANOMAY TEX INDIA 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/NSE/2022-23

Date: 20.01.2023

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

Dear, Sir/ Madam

Subject: **Notice of Extra-ordinary General Meeting & Cut-off date for E-Voting.**

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith Notice of an Extra-Ordinary General Meeting of the Members of the Company, scheduled to be held on Monday, the 13th February, 2023 at 01:00 P.M. (IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) along with Cut-off date for E- Voting Information.

The notice of an Extra-Ordinary General Meeting, Cut-off date for E-Voting Information is also available on the website of the Company <http://manomaytexindia.com>.

The Company has fixed Monday, 6th February, 2023 as the "CUT-OFF DATE" for determining the eligibility of the members to vote by remote e-voting or e-voting at the Extra-Ordinary General Meeting. The Company would be availing remote e-voting services of National Securities Depository Limited (NSDL) prior to and during the EGM. The remote e-voting period commences on Friday, 10th February, 2023 (09:00 A.M.)(IST) and end on Sunday, 12th February, 2023(05:00 P.M.) (IST). The remote e-voting during the EGM, shall not be allowed beyond 15 minutes of closure of EGM.

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=, o=manomay tex india limited,
email=YKL@TIL, 1.100000047.000,
2.5.4.20-662b29ee048b0a1124e5da39c0fab660733d0cc06
77c0d6a97-d22524 postalCode=311001, st=RAJASTHAN,
serialNumber=5954e200d304e0405f3220109104e48f8498222e
098f704bb6eac9f91775, c=YOGESH LADDHA,
j=SHRI8088,
pseudoym=220700M493424885de18797929415,
email=C.SUSHMANOMAY@TILINDIA.COM,
Date: 2023.01.20 19:11:21 +05'30'

NOTICE

Notice is hereby given that the Extra ordinary General Meeting of the Shareholders of the M/s **Manomay Tex India Limited** will be held on Monday, 13th day of February, 2023 at 01:00 P.M. (IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj), to consider and transact the following business:-

SPECIAL BUSINESS:-

Item No. 1: 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 Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and subject to the approval of members of the Company, the consent of Board of Directors be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) equity shares of Rs. 10/- (Ten only) each to Rs. 20,00,00,000/- (Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs. 10/- (Ten only) each by the creation of additional 50,00,000 (Fifty-Lakhs) equity shares of Rs. 10/- (Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following

Clause V

The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs. 10/- (Ten only) each.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Item No. 2: To create, offer, issue and allot Equity Shares on a private placement/ preferential basis

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or

the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions (including but not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis as per Chapter V of SEBI (ICDR) Regulations, 2018 to offer and issue up to 34,80,392 Equity Shares of Face Value Rs. 10/- (Ten) each for cash at a price of Rs. 102/- (including a premium of Rs. 92) aggregating upto INR 35,50,00,000/- (Indian Rupees Thirty-Five Crore Fifty Lakhs Only) on preferential basis through private placement the (“Issue”), on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned Proposed allottees:

Sr. No.	Name of Allottees	No. of Equity Shares	Category	Status
1	Kailashchandra Hiralal Laddha	147059	Promoter - Resident Indians	Individual
2	Kantadevi Kailashchandra Ladha	137255	Promoter - Resident Indians	Individual
3	Ladha Kailashchandra Hiralal (HUF)	132353	Promoter - Resident Indians	HUF
4	Maheshchandra Kailashchand Ladha	147059	Promoter - Resident Indians	Individual
5	Pramila Maheshchand Ladha	147059	Promoter - Resident Indians	Individual
6	Ladha Maheshchandra Kailashchandra (HUF)	132353	Promoter - Resident Indians	HUF
7	Ashishkumar M Laddha	137255	Directors-Relatives - Resident Indians	Individual
8	Kamlesh Kailashchand Ladha	147059	Directors-Relatives - Resident Indians	Individual
9	Pallavi Laddha	392157	Promoter - Resident Indians	Individual
10	Seema Kamlesh Laddha	98039	Directors And their relatives (Non-Promoter) - Resident Indians	Individual
11	Fashion Suitings Private Limited	490196	Corporate Bodies - Domestic Companies	Private Company
12	Shreeshyam Agrocrop Private Limited	49020	Corporate Bodies - Domestic Companies	Private Company

13	Sheral Singhvi	19608	Public - Resident Indians	Individual
14	Bhagchand Bumb	117647	Public - Resident Indians	Individual
15	Aman Jain	88235	Public - Resident Indians	Individual
16	Aruna Jain	68627	Public - Resident Indians	Individual
17	Anju Melana	24510	Public - Resident Indians	Individual
18	Radha Devi Melana	24510	Public - Resident Indians	Individual
19	NNM Nextgen Advisory Private Limited	784314	Corporate Bodies - Domestic Companies	Private Company
20	Vibhuti Commodities Private Limited	196078	Corporate Bodies - Domestic Companies	Private Company

RESOLVED FURTHER THAT the 'Relevant Date' for determining the price of the equity shares being allotted by the Company to the Proposed Allottee in accordance with the provisions of Chapter V of SEBI ICDR Regulations, is Friday, 13th January, 2023, being the date, which is 30 (thirty) days prior to the last date for Remote e-Voting for EGM (on which date this resolution, if approved by the requisite majority through e-voting, will be deemed to be passed) i.e. Sunday, 12th February, 2023.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

-The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.

-The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

-The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

-The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.

-The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be made within a period of 15 (fifteen) days from the last date of competing offer as per SEBI (SAST) Regulations, 2011 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI (SAST) Regulations, 2011.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3:- Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 400.00 Crores.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of all the earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the

ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 400.00 Crores (Rupees Four Hundred Crores Only);

Item No. 4:- Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 400.00 crores.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of all the earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 400.00 Crores (Rupees Four Hundred Crores Only);

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, Contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Item No. 5:- To Regularise Appointment of Mr. Sandeep Kumar Maniyar (DIN: 02722430) as an Independent Director who was appointed as an Additional Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. **Sandeep Kumar Maniyar (DIN: 02722430)**, who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 05.12.2022 and whose term of office expires at the date of Next Annual General Meeting ('AGM') or within the next three months in an Extraordinary General Meeting, whichever is earlier in terms of Section 161 of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 05.12.2022 and whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT anyone director of the company and Mr. Sanjay Somani, Practicing Company Secretary, Bhilwara, be and are hereby authorised to file prescribed form with the Registrar of companies, and take all necessary action as may be required for giving effect to the above resolution”.

Item No. 6:- To Regularise Appointment of Mr. Rajiv Mahajan (DIN: 09810426) as an Independent Director who was appointed as an Additional Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajiv Mahajan (DIN: 09810426), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 05.12.2022 and whose term of office expires at the date of Next Annual General Meeting ('AGM') or within the next three months in an Extraordinary General Meeting, whichever is earlier in terms of Section 161 of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 05.12.2022 and whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT anyone director of the company and Mr. Sanjay Somani, Practicing Company Secretary, Bhilwara, be and are hereby authorised to file prescribed form with the Registrar of companies, and take all necessary action as may be required for giving effect to the above resolution”.

Dated : 13/01/2023
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

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

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 setting out the material facts and reasons for the proposed Resolutions of the Extra Ordinary 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 MCA Circulars, the Extra Ordinary General Meeting along with the instructions regarding 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 Monday, February 06, 2023 (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 16.
4. As per the MCA Circulars, physical copies of the Extra Ordinary General Meeting Notice are not being sent to Members for this Extra Ordinary General Meeting. Members are requested to provide their assent or dissent through Remote E-Voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its members.
5. A copy of the Extra Ordinary General Meeting Notice is 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.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/ RTA in case the shares are held by them in physical form.
7. After sending the notice of Extra Ordinary General Meeting through email, an advertisement shall be published in English language in Financial Express newspaper and in vernacular language in Jansatta 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, 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 are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA .

10. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / 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 Extra-Ordinary 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 Monday, February 06th, 2023, 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 only 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 only 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 Extra Ordinary General Meeting for information purpose only. A Member cannot exercise his vote by proxy on Extra Ordinary General Meeting.
13. The Remote E-Voting facility will commence on Friday, February 10, 2023 at 09:00 A.M. (IST) and will end on Sunday, February 12, 2023 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 Sunday, February 12, 2023, 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. **Mr. Sanjay Somani**, Practicing Company Secretary, proprietor of M/s Sanjay Somani & Associates has been appointed as Scrutinizer for conducting the remote E-voting process in a fair and transparent manner. **Mr. Sanjay Somani** has communicated his willingness for such appointment.
17. The Scrutinizer's decision on the validity of the e-voting shall be final and binding on all.
18. 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 of Extra Ordinary General Meeting through the Remote E-voting process will be announced by the Chairman/Managing Director or such person as authorised, on or before 05:00 P.M. (IST) on Wednesday, February 15, 2023 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 Extra Ordinary General Meeting along with the Scrutinizer's report at its Registered Office.
19. All documents referred to in the Extra-Ordinary General Meeting Notice will also be available electronically for inspection, without any fees to Members from the date of circulation of the Extra-Ordinary General Meeting Notice

up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cs@manomaytexindia.com.

20. 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.”
21. 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.
22. Members/Proxies should fill Attendance Slip for attending the meeting.
23. Procedure for registration of email address for receiving Extra-Ordinary 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 Extra-Ordinary General Meeting Notice
After successful submission of the e-mail address with RTA, NSDL/RTA will e-mail a copy of the Extra-Ordinary 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	

24. **Procedure for registration of email address with the Company/Depository Participants:** Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with Bigshare Services Private Limited/Company, in respect of physical holding, by sending a request duly signed by the 1st named shareholder, the format of which is available at the ‘Investor Relations’ section of the Company’s website, www.manomaytexindia.com Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA / Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.

E-voting

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 10th February, 2023 (09:00 A.M.)(IST) and ends on Sunday, 12th February, 2023 (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. February

06, 2023, 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 February 06, 2023.

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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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-

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 somanics@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mrs. Pallavi Mhatre, Assistant Vice President at evoting@nsdl.co.in

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.
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). 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.co.in 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. 1: Increase in Authorised Share Capital of the Company

The Company proposes to raise funds by issuing further equity shares. The existing Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) comprising of 1,50,00,000 (One Crore Fifty 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. 15,00,00,000/- (Rupees Fifteen Crores Only) comprising 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) comprising of 2,00,00,000 Equity Shares (Two Crore 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: Issue of Equity Shares on a Preferential Basis

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on 13.01.2023 accorded its approval for raising funds through issuance of up to 34,80,392 Equity Shares of Rs. 10/- (Ten) each for cash at a price of Rs. 102/- (including a premium of Rs. 92/-) aggregating upto Rs. 35,50,00,000/- (Rupees Thirty-Five Crores and Fifty Lakhs Only) on preferential basis through private placement the ("Issue"), to the Proposed allottees as given below:

Sr. No.	Name of Allottees	No. of Equity Shares	Face Value	Total amount of Equity Shares issued
1	Kailashchandra Hiralal Laddha	147059	10	1470590
2	Kantadevi Kailashchandra Ladha	137255	10	1372550
3	Ladha Kailashchandra Hiralal (HUF)	132353	10	1323530
4	Maheshchandra Kailashchand Ladha	147059	10	1470590
5	Pramila Maheshchand Ladha	147059	10	1470590
6	Ladha Maheshchandra Kailashchandra (HUF)	132353	10	1323530
7	Pallavi Laddha	392157	10	3921570
8	Ashishkumar M Laddha	137255	10	1372550
9	Kamlesh Kailashchand Ladha	147059	10	1470590
10	Seema Kamlesh Laddha	98039	10	980390
11	Fashion Suitings Pvt Ltd	490196	10	4901960
12	ShreeShyam AgroCrop Pvt Ltd	49020	10	490200
13	Sheral Singhvi	19608	10	196080
14	Bhagchand Bumb	117647	10	1176470
15	Aman Jain	88235	10	882350
16	Aruna Jain	68627	10	686270
17	Anju Melana	24510	10	245100
18	Radha Devi Melana	24510	10	245100
19	NNM Nextgen Advisory Private Limited	784314	10	7843140
20	Vibhuti Commodities Private Limited	196078	10	1960780

The Board of directors of the Company in their meeting held on January 13, 2023 subject to necessary approval(s), have approved the issue of Equity Shares on preferential basis. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (the "Act") and rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Allotment requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

Salient features of the preferential issue of Equity Shares are as under:

1. The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.
2. Relevant Date' for determining the price of the equity shares being allotted by the Company to the Proposed Allottee in accordance with the provisions of Chapter V of SEBI ICDR Regulations, is Friday, 13th January, 2023, being the date, which is 30 (thirty) days prior to the last date for Remote e-Voting for EGM (on which date this resolution, if approved by the requisite majority through e-voting, will be deemed to be passed) i.e., Sunday, 12th February, 2023.

3. The equity shares of the Company are listed on BSE Limited (“BSE”) & NSE limited (“NSE”) and the equity shares are frequently traded in accordance with the Regulation 164 of the SEBI ICDR Regulations and the price determined by the issuer as per Regulation 164 SEBI ICDR Regulations.

4. This is the first preferential issue of equity shares by the Company in this financial year and no other persons have been allotted any securities on a preferential basis during the current year.

Following disclosures for the issue of Equity Shares on preferential basis are made in accordance with the provisions of Section 42, 62 (1)(c) of the Act and Rule 13 of the Companies (Share Capital and Debentures Rules), 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the ICDR Regulations:

A. The objects of the preferential issue:

The Company, upon change in control, would require infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares on Preferential basis.

B. Type and number of securities to be issued

The Company proposes to create, issue, offer and allot, by way of a preferential issue up to 34,80,392 equity shares of Re 10/- (Indian Rupees Ten only) face value, for cash, at an issue price of Rs. 102/- (Indian Rupees One Hundred and Two only) (including premium of Rs. 92/-) for a consideration aggregate amounting upto Rs. 35,50,00,000 (Indian Rupees Thirty-Five Crore Fifty lakhs only).

C. Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The offer is made to Promoters, Promoter Group, Directors, Relatives of Directors and Non-Promoter Group. The Proposed Preferential Allotment is to be made to Kailashchandra Hiralal Laddha, Kantadevi Kailashchandra Ladha, Ladha Kailashchandra Hiralal (Huf), Maheshchandra Kailashchand Ladha, Pramila Maheshchand Ladha, Ladha Maheshchandra Kailashchandra (Huf), Ashishkumar M Laddha, Kamlesh Kailashchand Ladha, Pallavi Laddha, Seema Kamlesh Laddha, Fashion Suitings Pvt Ltd, ShreeShyam AgroCrop Pvt Ltd, Sheral Singhvi, Bhagchand Bumb, Aman Jain, Aruna Jain, Anju Melana, Radha Devi Melana, Nnm Nextgen Advisory Private Limited, Vibhuti Commodities Private Limited.

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

The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

Sr. No.	Category	Pre-Issue		Post-Issue	
		Shares	%	Shares	%
A	Promoters Holding				
1	Indian				
	Individuals/ HUF	62,68,989	42.69%	75,04,283	41.31
	Body Corporates	23,10,000	15.74%	23,10,000	12.72
	Sub-Total	85,78,989	58.43%	98,14,283	54.03

2	Foreign	--	--	--	
	Sub-Total	--	--	--	
B	Non-Promoters Holding				
1	Institutional Investors	--	--	--	
2	Non-Institutional Investors				
	Individuals including (HUF)	48,46,740	33%	55,72,230	30.68
	Body Corporates	7,95,421	5.42%	23,15,029	12.75
	Others	4,62,200	3.15%	4,62,200	2.54
	Sub-Total (B)	61,04,361	41.57%	83,49,459	45.97
	Grand Total	1,46,83,350	100	1,81,63,742	100

Notes:

- (1) The pre-issue shareholding pattern is as on December 31, 2022.
(2) Post shareholding structure may change depending upon any other corporate action in between.

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

In terms of Regulation 170 of the SEBI ICDR Regulations, The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

F. Identity of the Proposed Allottees and the percentage of post preferential issue capital that may be held by it:

The details of the proposed allottees are as per the following table.

Name of Proposed Allottees	Pre-Issue		Post-Issue	
	Shares	%	Shares	%
Kailashchandra Hiralal Laddha	1071200	7.30	147059	4.23
Kantadevi Kailashchandra Ladha	571500	3.89	137255	3.94
Ladha Kailashchandra Hiralal (HUF)	403450	2.75	132353	3.80
Maheshchandra Kailashchand Ladha	997750	6.80	147059	4.23
Pramila Maheshchand Ladha	669900	4.56	147059	4.23
Ladha Maheshchandra Kailashchandra (HUF)	211200	1.44	132353	3.80
Pallavi Laddha	656889	4.47	392157	11.27
Ashishkumar M Laddha	19200	0.13	137255	3.94
Kamlesh Kailashchand Ladha	428750	2.92	147059	4.23
Seema Kamlesh Laddha	809250	5.51	98039	2.82
Fashion Suitings Pvt Ltd	0	0.00	490196	14.08
ShreeShyam AgroCrop Pvt Ltd	0	0.00	49020	1.41
Sheral Singhvi	24000	0.16	19608	0.56
Bhagchand Bumb	138850	0.95	117647	3.38
Aman Jain	169710	1.16	88235	2.54

Aruna Jain	112000	0.76	68627	1.97
Anju Melana	0	0.00	24510	0.70
Radha Devi Melana	0	0.00	24510	0.70
NNM Nextgen Advisory Private Limited	0	0.00	784314	22.54
Vibhuti Commodities Private Limited	136000	0.93	196078	5.63

G. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them is given in the following table:

Sr. No.	Name of Proposed Allottees	Pre-Issue Holding as on cut-off date	% On Pre Issue Paid-up Capital	No. of Equity Shares proposed to be allotted	% on Post Issue Paid-up Capital	Ultimate Beneficial owners
1	Kailashchandra Hiralal Laddha	1071200	7.30	147059	4.23	Not Applicable, being Allottee is a natural person
2	Kantadevi Kailashchandra Ladha	571500	3.89	137255	3.94	Not Applicable, being Allottee is a natural person
3	Ladha Kailashchandra Hiralal (HUF)	403450	2.75	132353	3.80	Kailashchandra Hiralal Laddha
4	Maheshchandra Kailashchand Ladha	997750	6.80	147059	4.23	Not Applicable, being Allottee is a natural person
5	Pramila Maheshchand Ladha	669900	4.56	147059	4.23	Not Applicable, being Allottee is a natural person
6	Ladha Maheshchandra Kailashchandra (HUF)	211200	1.44	132353	3.80	Maheshchandra Kailashchand Ladha
7	Pallavi Laddha	656889	4.47	392157	11.27	Not Applicable, being Allottee is a natural person
8	Ashishkumar M Laddha	19200	0.13	137255	3.94	Not Applicable, being Allottee is a natural person
9	Kamlesh Kailashchand Ladha	428750	2.92	147059	4.23	Not Applicable, being Allottee is a natural person
10	Seema Kamlesh Laddha	809250	5.51	98039	2.82	Not Applicable, being

						Allottee is a natural person
11	Fashion Suitings Pvt Ltd	0	0.00	490196	14.08	1. Tilok Chand Chhabra 2. Karun Jain Kachhara
12	ShreeShyam AgroCrop Pvt Ltd	0	0.00	49020	1.41	1. Deepak Pal Daga 2. Neetu Daga
13	Sheral Singhvi	24000	0.16	19608	0.56	Not Applicable, being Allottee is a natural person
14	Bhagchand Bumb	138850	0.95	117647	3.38	Not Applicable, being Allottee is a natural person
15	Aman Jain	169710	1.16	88235	2.54	Not Applicable, being Allottee is a natural person
16	Aruna Jain	112000	0.76	68627	1.97	Not Applicable, being Allottee is a natural person
17	Anju Melana	0	0.00	24510	0.70	Not Applicable, being Allottee is a natural person
18	Radha Devi Melana	0	0.00	24510	0.70	Not Applicable, being Allottee is a natural person
19	NNM Nextgen Advisory Private Limited	0	0.00	784314	22.54	1. Nikunj Mittal 2. Manisha Mittal
20	Vibhuti Commodities Private Limited	136000	0.93	196078	5.63	1. Nikunj Mittal 2. Manoj Indramal Dak 3. Shankardevi Parasmal Pancholi 4. Manisha Mittal

H. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Category of Shareholders	No. of Shareholders (Existing Shareholding)	Percentage of Shareholding	No. of Shares (Revised Shareholding)	Percentage of Shareholding
Promoters	85,78,989	58.43%	98,14,283	54.03
Public	61,04,361	41.57%	83,49,459	45.97
Total	1,46,83,350	100	1,81,63,742	100

I. Lock-in Period:

- a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

J. Issue Price:

In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue to the proposed allottees, is more than five per cent of the post issue fully diluted share capital of the Company and there would be subsequent change in control in the Company, thus the minimum issue price per Equity share is higher of the price determined through following methods was considered:

1. The Equity Shares of the Company are listed on BSE Limited ("BSE") and NSE Limited ("NSE") are frequently traded as per provisions of ICDR regulations. Thus, the price is determined in compliance with Regulation 164 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. A Certificate from Mr. Jainam Shah, Independent Registered Valuer, having IBBI Registration No. IBBI/RV/07/2020/13500 and having its registered office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai – 400 092, confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations along with the calculation thereof has been obtained and is available on the Company's website www.manomaytextindia.com.
2. The Fair Value each equity share determined through Valuation certificate i.e. Rs.102/- per Equity Share. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium per Equity Share over and above the fair value.

J. Undertaking:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

K. Chartered Accountants's Certificate

The certificate from Mr. **Vikas Darak** Partner of M/s **B. Maheshwari & Co** (Firm Regn. No. 105839W), Practicing Chartered Accountants, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [http:// www.manomaytexindia.com/](http://www.manomaytexindia.com/).

L. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No.1 & 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No. 3 &4 : Revision of limit of borrowing power under Section 180(1)(c) of the Companies Act, 2013 and Creation of Charge on Movable and Immovable Properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 400.00 crores and Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 400.00 crores

At the Extra-Ordinary General Meeting ("EGM") of the Company held on 24 January, 2017, the members of the Company had accorded their consent to the Board of Directors of the Company ("Board") for borrowing monies (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto Rs.150.00 Crores under Section 180(1)(c) of the Companies Act, 2013. The members of the Company at the said EGM had also accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings upto Rs. 150.00 crores under Section 180(1)(a) of the Companies Act, 2013.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit from Rs. 150.00 Crores (Rupees One Hundred Fifty Crores only) to Rs. 400.00 Crores (Rupees Four Hundred Crores only) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 400.00 Crores (Rupees four Hundred Crores only) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 400.00 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 400.00 Crores (Rupees Four Hundred Crores only) as stated in the resolutions.

Item No. 5: Regularisation of Mr. Sandeep Maniyar as an Independent Director of the Company

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 05.12.2022, appointed Mr. Sandeep Kumar Maniyar (DIN: 02722430) as an Additional Independent Director of the Company with effect from 05.12.2022 and he holds office up to the date of Next Annual General Meeting ('AGM') or within the next three months in an Extra-Ordinary General Meeting of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Regulation 17 of the SEBI LODR Regulations and the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sandeep Kumar Maniyar (DIN: 02722430) for the office of Director of the Company. Mr. Sandeep Kumar Maniyar (DIN: 02722430) has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Sandeep Kumar Maniyar (DIN: 02722430) including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

In the opinion of the Board, the appointment of Mr. Sandeep Kumar Maniyar (DIN: 02722430) as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background and vast experience in finance and etc. he is Chartered Accountant (ACA), Company Secretary (ACS), Cost & Management Accountant (AICMA). He is a versatile and result orientated business leader with proven success in building, enabling and managing a broad range of businesses across multiple sectors form 23 years.

He also fulfills the identified core skills / expertise / competencies and the criteria for appointment him as a Director of the Company and as required in the context of the Company's business and the sector it operates. In the opinion of the Board, Mr. Sandeep Kumar Maniyar (DIN: 02722430) fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

Accordingly, it is proposed to appoint Mr. Sandeep Kumar Maniyar (DIN: 02722430) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years on the Board of the Company w.e.f. 05.12.2022.

As per Section 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations an Independent Director can be appointed with the approval of the Members by way of special resolution. Accordingly, approval of the Members is sought for the appointment of Mr. Sandeep Kumar Maniyar (DIN: 02722430) as a Director and an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - A hereto, and forms a part of this Notice.

Your Directors recommend the Resolution at Item No. 6 for approval by the Members by way of a Special Resolution. Except Mr. Sandeep Kumar Maniyar (DIN: 02722430) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item No. 6: Regularisation of Mr. Rajiv Mahajan as an Independent Director of the Company

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 05.12.2022, appointed Mr. Rajiv Mahajan (DIN: 09810426) as an Additional Director of the Company with effect from 05.12.2022 and he holds office up to the date of Next Annual General Meeting ('AGM') or within the next three months in an Extra-Ordinary General Meeting of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Regulation 17 of the SEBI LODR Regulations and the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Rajiv Mahajan (DIN: 09810426) for the office of Director of the Company. Mr. Rajiv Mahajan (DIN: 09810426) has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Rajiv Mahajan (DIN: 09810426) including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

In the opinion of the Board, the appointment of Mr. Rajiv Mahajan (DIN: 09810426) as an Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background and vast experience in finance and etc. He was ex DGM in Punjab National Bank. He has 34 year service in Oriental Bank of Commerce and 2 and half year service in Punjab National Bank. He was worked as Forex officer, Branch Managers in different areas, Circle Head of South Delhi and Jodhpur, Dy Zonal Head in Amritsar Zone.

He also fulfills the identified core skills / expertise / competencies and the criteria for appointment him as a Director of the Company and as required in the context of the Company's business and the sector it operates. In the opinion of the Board, Mr. Rajiv Mahajan (DIN: 09810426) fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

Accordingly, it is proposed to appoint Mr. Rajiv Mahajan (DIN: 09810426) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years on the Board of the Company w.e.f. 05.12.2022. As per Section 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations an Independent Director can be appointed with the approval of the Members by way of special resolution. Accordingly, approval of the Members is sought for the appointment of Mr. Rajiv Mahajan (DIN: 09810426) as a Director and an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure A hereto, and forms a part of this Notice.

Your Directors recommend the Resolution at Item No. 6 for approval by the Members by way of a Special Resolution. Except Mr. Rajiv Mahajan (DIN: 09810426) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

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

Dated : 13/01/2023

Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

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

BRIEF RESUME OF MR. SANDEEP KUMAR MANIYAR (DIN: 02722430) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Name	Mr. Sandeep Kumar Maniyar
DIN	02722430
Date of Birth	02-10-1974 (Age 48 years)
Nationality	Indian
Qualifications	Qualified Chartered Accountant (ACA), Company Secretary (ACS), Cost & Management Accountant (AICMA)
Date of Appointment	05.12.2022.
Expertise in specific functional areas	<p>He is Independent Director of our Company. He is a member of Nomination and remuneration Committee of our Company. He is a versatile and result orientated business leader with proven success in building, enabling and managing a broad range of businesses across multiple sectors form 23 years. Sensitive to different cultures, local customs and regulations. He is an entrepreneurial dynamism with strong focus on corporate governance and regulatory compliances. He has managed multiple stakeholders across functional areas. He is a zealous champion of creating values-based environments which promotes transparency, fairness and ethical behavior, and recognizes and rewards sustainable value creation. He is an accomplished Board Member, having sat on numerous multi-disciplinary committees and boards with an eye for the detail, encouraging discussion and enabling constructive challenge with a view to make optimizing decisions.</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.</p>
Terms and conditions of appointment/ continuation of Directorship	As per Resolution purposed in the Notice of EGM at item no.5

Expertise	Accounts, Banking and Finance
Share Holding of Directors in the Company	NIL
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Waymade India Private Limited 2. Pharmanovia India Private Limited 3. Samruddhi Exim Private Limited 4. Wisecor Management Services Private Limited 5. Wisecor Services Private Limited 6. Everonn Knowledge & Education Corridor Limited 7. Everonn Skill Products Development Limited 8. Knowledge Business Education Private Limited 9. Edifications India Limited 10. Gems Education Solutions India Private limited 11. Moove Sports Venture Private Limited 12. Everonn Education Limited (Under Liquidation) 13. Everonn Skill Development Limited (Under Liquidation)
Chairmanship/ Membership of Committees	Member of Nomination and remuneration Committee of Manomay Tex India Limited
Relationship between Director inter -se	No inter se relation

BRIEF RESUME OF MR. RAJIV MAHAJAN (DIN: 09810426) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Name	Mr. Rajiv Mahajan
DIN	09810426
Date of Birth	18-11-1962 (Age 60 years)
Nationality	Indian
Qualifications	<p>Qualified: - Post Graduation in Philosophy and post-Graduation in Sociology.</p> <p>Professional qualifications: - He is a certified Associate of Indian Institute of Bankers (CAIIB).</p>
Date of Appointment	05.12.2022.
Expertise in specific functional areas	<p>He is Independent Director of our Company. He is a members of Nomination and remuneration Committee of our Company.</p> <p>He was ex DGM in Punjab National Bank.</p> <p>He has 34 year service in Oriental Bank of</p>

	<p>Commerce and 2 and half year service in Punjab National Bank.</p> <p>He was worked as Forex officer, Branch Managers in different areas, Circle Head of South Delhi and Jodhpur, Dy Zonal Head in Amritsar Zone.</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.</p>
Terms and conditions of appointment/ continuation of Directorship	As per Resolution purposed in the Notice of EGM at item no.6
Expertise	Accounts, Banking and Finance
Share Holding of Directors in the Company	NIL
Directorship held in other Companies	NIL
Chairmanship/ Membership of Committees	Member of Nomination and remuneration Committee of Manomay Tex India Limited
Relationship between Director inter -se	No inter se relation

Form No. MGT-11
Proxy form

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

CIN: L18101RJ2009PLC028647

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

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

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

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

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id :

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting(EGM) of the company, to be held on Monday, 13.02.2023 at 1:00 P.M.(IST) at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) and at any adjournment thereof.

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

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.

ATTENDANCE SLIP

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

No of Shares held

I hereby record my presence at Extra-ordinary General Meeting of the Company at 32, Heera Panna Market, Pur Road, Bhilwara - 311001 (Raj) on Monday 13.02.2023 at 1:00 P.M.(IST)

Member's / Proxy's Signature

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

Route Map to the venue of the EGM

