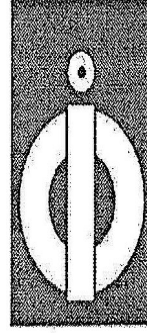


Sabnam House, Ground Floor,
Plot No.A-15/16, Central Cross Road-B,
MIDC, Andheri (E), Mumbai- 400 093
T: 22 4063 5100, F: 22 4063 5199
Email: info@omnitex.com
CIN: L17100MH1987PLC042391



omnitex
industries
(india) ltd.

Date: 05.09.2024

To,
The BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001
Scrip Code: 514324

Sub: Notice of 38th Annual General Meeting of the Company.

Dear Madam/Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended) read with Schedule III of the SEBI Listing Regulations, we are submitting the Notice of the 38th Annual General Meeting of the Company scheduled to be held on Monday, the 30th September, 2024, at 5.00 p.m., at the Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Club Premises, Sher-e-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, which has been sent by electronic mode (emails) and physical mode to the Members.

The aforesaid AGM Notice has also been uploaded on the website of the Company at <http://www.omnitex.com>.

This is for your information and for public at large.

Thanking you,

Yours faithfully,

For Omnitex Industries (India) Limited

Chaitanya C. Kulkarni
Company Secretary and Compliance Officer

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) will be held on Monday, the 30th September, 2024, at 5.00 p.m., at Banquet Hall, Sher-E-Punjab Gymkhana & Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March 2024, the Statement of Profit and Loss for the financial year ended 31st March, 2024 together with Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Ashok Metharam Bhawnani (DIN: 00058344) as Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Narendra Dalmia as Managing Director of the Company.**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as recommended by the Nomination and Remuneration Committee and as agreed by the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Narendra Dalmia (DIN: 00071559) as Managing Director of the Company for a term of 5 years w.e.f. 30th May, 2024 till 29th May, 2029 without any remuneration and whose office shall not be liable to determination by retirement of Directors by rotation and on such other terms and conditions as may be decided mutually.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. **To appoint Mr. Bhavik Ashokkumar Shah as Non-Executive Independent Director for a term of 5 (five) consecutive years and in this regard, pass the following resolution as Special Resolution:**

“RESOLVED THAT Mr. Bhavik Ashokkumar Shah (DIN: 09605363) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 7th August, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member, under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Bhavik Ashokkumar Shah (DIN: 09605363), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 7th August, 2024 to 6th August, 2029, be and is hereby approved.



Omnitex Industries (India) Limited

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, documents, instruments and things as may be necessary to give effect to the above resolutions, including, entering the necessary particulars in the statutory registers and other records of the Company and filing such other documents and doing such other acts as may be required under law in connection with the above resolutions including filing of e-Form DIR-12 on MCA site to give effect to aforesaid resolution.

By Order of the Board of Directors
For Omnitex Industries (India) Limited

Narendra Dalmia
Managing Director
DIN 00071559

Ashok M Bhawnani
Director
DIN 00058344

Place: Mumbai
Date: 21st August, 2024

Registered Office: Sabnam House, Ground Floor,
Plot No A15/16, Central Cross Road B,
MIDC, Andheri (East), Mumbai – 400093
CIN: L17100MH1987PLC042391
Website: <http://www.omnitex.com>
Email: redressel@omnitex.com
Tel: +91 22 4063 5100

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member. The holder of proxy shall prove his identity at the time of attending the meeting.
4. The Register of Members and Share transfer books of the Company will remain closed from 24th September, 2024 to 30th September, 2024 (both days inclusive)
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
7. Members are requested to intimate the change of address, if any, to the Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited, 18/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400059.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members desiring any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.

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10. As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
11. The Members who wish to take advantage of the nomination facility, can obtain the prescribed nomination form, from the Company's Registrar and Transfer Agent.
12. Brief Resume of Person proposed to be re-appointed / appointed as Director of the Company at the Annual General Meeting is annexed to notice.
13. Disclosure with respect to Demat suspense account / unclaimed suspense account
Information pursuant to Regulation 34 (3) read with Clause F of Schedule V of SEBI (LODR). As on date of this report, there are no shares in the demat suspense account or unclaimed suspense account of the Company.
14. Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using e-voting from a place other than the venue of the meeting. ("Remote e-voting")
 - II. The facility for voting through ballot shall be made available at the venue of meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot.
 - III. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - IV. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member cast vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
 - V. Mr. Jenish S Doshi, Proprietor of M/s. JSD & Associates., Practicing Company Secretary (Membership No. ACS 50447, CP NO.18523) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (Both Remote e-voting and ballot voting)
 - VI. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2024.
 - VII. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2024 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
 - VIII. The voting period begins on 27th September, 2024 at 9.00 a.m. and ends on 29th September, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 23rd September, 2024) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - IX. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorised by him in this behalf. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.omnitex.com and on the website of CDSL and communicated to BSE Limited.
 - X. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2024.



Omnitex Industries (India) Limited

The instructions for shareholders voting electronically are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27th September, 2024 at 9.00 a.m. and ends on 29th September, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23rd September, 2024) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL 'IDeAS' facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see eVoting services. Click on "Access to e-Voting" under eVoting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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/Secure Web/IdeasDirectReg.jsp</p> <p>3) 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 held 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 eVoting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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. CDSL and NSDL



Omnitex Industries (India) Limited

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09 911.
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.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non- Individual Shareholders and Custodians-For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; doshi.jenish@yahoo.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09 911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09 911.



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15. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 a.m. to 5:00 p.m.) on all working days except Saturday and Sunday, up to and including the date of the Annual General Meeting of the Company.
16. The Company's Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2024-25 has been paid.

By Order of the Board of Directors
For Omnitex Industries (India) Limited

Narendra Dalmia
Managing Director
DIN 00071559

Ashok M Bhawnani
Director
DIN 00058344

Place: Mumbai
Date: 21st August, 2024

Registered Office: Sabnam House, Ground Floor,
Plot No A15/16, Central Cross Road B,
MIDC, Andheri (East), Mumbai – 400093
CIN: L17100MH1987PLC042391
Website: <http://www.omnitex.com>
Email: redressel@omnitex.com
Tel: +91 22 4063 5100

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

Item No. 3

Mr. Narendra Dalmia (DIN 00071559) was appointed as Managing Director of the Company pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The present term of Mr. Narendra Dalmia as a Managing Director expires on 28th May, 2025 and Pursuant to provision of Section 196 (2) of Companies Act, 2013, re-appointment of Managing Director can be made one year before the expiry of his term.

The Board of Directors of the Company in its meeting held on 30th May, 2024 extended the term of appointment of Mr. Narendra Dalmia as Managing Director, of the Company not liable to retire by rotation, without remuneration for a period of 5 years from 30th May, 2024 to 29th May, 2029 as recommended by the Nomination and Remuneration Committee.

It is proposed to seek the members' approval for the reappointment of Mr. Narendra Dalmia as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Narendra Dalmia are as under:

- a. Remuneration and Perquisites and Allowances per annum: Nil
- b. The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- c. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- d. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Mr. Narendra Dalmia satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Narendra Dalmia under Section 190 of the Act.

Details of Mr. Narendra Dalmia are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Narendra Dalmia is interested in the resolutions set out at Item Nos. 3 of the Notice with regard to his re-appointment as Managing Director.

The relatives of Mr. Narendra Dalmia may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Bhavik Ashokkumar Shah, as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 7th August, 2024 to 6th August, 2029, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Bhavik Ashokkumar Shah shall hold office up to the date of this AGM and is eligible to be



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appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

The Company has received a declaration from Mr. Bhavik Ashokkumar Shah to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. Bhavik Ashokkumar Shah fulfils the conditions specified in the Act for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open electronically during the AGM.

Further details of Mr. Bhavik Ashokkumar Shah have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Bhavik Ashokkumar Shah as an Independent Director is now being placed before the Members for their approval.

Except Mr. Bhavik Ashokkumar Shah and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

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DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

SN	Particular	Details	Details	Details
1.	Name of Director	Mr. Ashok Metharam Bhawnani	Mr. Narendra Dalmia	Mr. Bhavik Ashokkumar Shah
2.	DIN / PAN	00058344	00071559	09605363
3.	Date of Appointment	29 th May, 2015	29 th May, 2015	7 th August, 2024
4.	Experience	50 years	45 years	4 years
5.	Nature of his/her expertise in specific functional areas	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 50 years of experience.	Mr. Narendra Dalmia is having more than 45 years of experience in polyester industry and is part of promoter group. He is also Director of Strata Geosystems (India) Private Limited, Saanwaria Polyesters Private Limited, Manmade and Technical Textiles Export Promotion Council	Mr. Bhavik Ashokkumar Shah is a fellow member of Institute of Chartered Accountants of India and has more than 7 years experience in practice and more than 4 years as Independent Director. His expertise is into direct / indirect taxation, company law matters and GST related matters. He is currently pursuing Diploma in Information Systems Audit and Registered Valuation Certificate. He is working as a visiting faculty at various renounced colleges and coaching institutions in Mumbai. He has also conducted audit for various banks.
6.	No of Shares held of Company	9,25,380	6,46,720	Nil
7.	Directorship in other Listed Company	Nil	NIL	Nil
8.	Chairman/Member of Committees in listed Companies including Omnitex Industries (India) Limited	Nil	NIL	Nil
9.	Qualification	B.Com, A.C.A.	B. Tech	B.Com, Chartered Accountant, LLB
10.	Disclosure of relationships between directors inter-se:	Promoter of the Company	Mr. Narendra Dalmia is part of the promoter group	NA