

OMNITEX INDUSTRIES (INDIA) LIMITED

Registered Office: 'Sabnam House' Ground Floor, Plot No. A 15 /16,
Central Cross Road B, M.I.D.C. Andheri (East) Mumbai - 400093

Corporate Identity Number (CIN): L17100MH1987PLC042391

Tel. No.: +91 22 4063 5100; **Fax No.:** +91 22 4063 5199

Email: info@omnitex.com; **Website:** www.omnitex.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of

Omnitex Industries (India) Limited

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the following special business is proposed for approval of the shareholders of the Company through postal ballot (including electronic voting for the postal ballot) as a special resolution.

Introduction:

1. To sell or dispose off immovable properties/assets of the Company:

The Board of Directors ("**Board**") of the Company at its meeting held on November 10, 2020 has, subject to the approval of the shareholders of the Company and such other approvals, permissions and consents as may be necessary and subject to such modifications, alterations and amendments, if any, as may be prescribed by the appropriate authorities, approved sell or dispose off immovable properties of the Company situated at Unit no 317,318 &319, Tantia Jogani Industrial Premises Co-Op Soc. Ltd, Sitaram Mills Compound, J.R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011.

Pursuant to Section 180 (1) (a) of the Act, and other applicable legal provisions, it is mandatory to obtain the approval of the shareholders of the Company by way of a special resolution for the sell or dispose off immovable properties/assets of the Company. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders is required to be obtained pursuant to section 180 (1) (a) of the Act by means of a postal ballot. Accordingly, the Company is seeking your approval for the aforesaid proposal as contained in the resolution appended below.

An explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons therefore, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form ("**Postal Ballot Form**") for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Shivhari Jalan (Membership No. F5703 and COP: 4226), Practicing Company Secretary, as the scrutinizer for the Postal Ballot process.

The shareholders are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said form duly completed in the attached self-addressed postage pre-paid envelope, not later than close of working hours 05.00 p.m. on Wednesday, December 30, 2020. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.

The e-voting facility is also provided to all the shareholders to enable them to cast their votes electronically instead of dispatching the postal ballot form. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The shareholders have both the options of voting i.e. by e-voting or through postal ballot form. The e-voting module will be disabled after 5:00 p.m. on Wednesday, December 30, 2020, for voting by the shareholders.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the voting by postal ballot will be announced on or before **Friday, January 01, 2021**, at the Registered Office of the Company at 'Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C. Andheri (East) Mumbai - 400093. The results of the Postal Ballot will be placed on the website of the Company at www.omnitex.com for information of members besides being communicated to BSE Limited. The date of declaration of the postal ballot results will be taken to be the date of passing of the resolution. The shareholders are requested to consider and, if deemed fit, pass the following resolution:

Item No. 1: To sell or dispose off immovable properties/assets of the Company:

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT under Section 180(1)(a) and 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 compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), any Director of the Company ("**Director**") and/or any person(s) as may

be authorised by Board (“**Authorised Person(s)**”) to sell or dispose off immovable properties/assets of the Company, situated at to Unit no 317,318 &319, Tantia Jogani Industrial Premises Co-Op Soc. Ltd, Sitaram Mills Compound, J.R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 to any person(s) on such terms and conditions as the Board, the Director and/or the Authorised Person(s) may deem fit.

RESOLVED FURTHER THAT the Board, the Director and/or the Authorised Person(s) be and is hereby severally authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute sale deeds, agreement, undertakings, documents, amendments and/or 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”.

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

Sd/-
Narendra Dalmia
Managing Director
DIN: 00071559

Place: Mumbai

Date: November 10, 2020

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and the reasons for the proposed special business is annexed herewith.
2. The Board of Directors of the Company has appointed Mr. Shivhari Jalan, M/s Shivhari Jalan & Co. Practicing Company Secretaries (Membership No. F5703 and COP: 4226), as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner
3. The Postal Ballot notice is being sent to the shareholders whose names appear on the register of members/list of beneficial owners furnished by the depositories as on **Friday, November 20, 2020** being the cut-off date fixed for the purpose of voting. The Postal Ballot notice is being sent to the shareholders in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot notice and the Postal Ballot Form are being sent along-with a self-addressed postage pre-paid envelope.
4. The shareholders as on the cut-off date will be considered for the purpose of voting. A person who is not a shareholder of the Company as on the cut-off date should treat this notice for information purposes only and is not entitled to vote.
5. The Company is pleased to provide e-voting facility to its shareholders to enable them to cast their votes electronically for the resolution proposed to be passed through postal ballot. The shareholders desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given hereunder and comply with the instructions to cast their vote electronically. The shareholders who are not able to avail the e-voting facility may cast their votes through postal ballot form (“**Postal Ballot Form**”), being dispatched along with this notice.
6. The shareholders can opt for only one mode of voting, i.e., either by postal ballot or e-voting. The shareholders are encouraged to opt for the e-voting facility. In case shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be invalid.
7. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the physical postal ballot form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5:00 p.m. on Wednesday, December 30, 2020. The Company will bear the postage. However, envelopes containing postal ballots, if sent by courier or registered/ speed post, at the address mentioned on the self-addressed business reply envelope at the expense of the Members, will also be accepted. If any postal ballot is received after 5:00 p.m. on Wednesday, December 30, 2020, it will be considered that no reply has been received from that member.
8. All material documents referred in the explanatory statement shall be open for inspection at the registered office of the Company on all working days (except Saturday and Sunday) between 10.00 a.m. and 5.00 p.m. up to the last date of receipt of postal ballot form.
9. The self-addressed postage pre-paid envelopes are to be strictly used only for the purpose of the proposed postal ballot and not otherwise.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evotingindia.com or from the Company’s website www.omnitex.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 05.00 p.m. **Wednesday, December 30, 2020**.
11. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents: Adroit Corporate Services Pvt. Ltd; Unit: Omnitex Industries (India) Limited, 19, Jaffer Bhai Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri, East, Mumbai, Maharashtra,400059 or by sending an e-mail to info@adroitcorporate.com, by mentioning their Folio No./DP ID and Client ID.
12. In compliance with Section 110 read with section 108 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by Central Depository Services (India) Limited (“**CDSL**”). The instructions for e-voting are annexed to this notice.

13. Instruction for E-Voting are as under:

In compliance with the requirements of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 108 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically, for the resolution proposed to be passed through postal ballot, instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for members voting electronically are as under:

1. The Remote Voting period begins on **Tuesday December 01, 2020, 09.00 a.m.** and ends on **Wednesday, December 30, 2020, 05.00 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. **Friday, November 20, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on "Shareholders" tab.
4. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company (6 digit alpha-numeric).
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding shares in both demat as well as physical form). <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (4).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for "OMNITEX INDUSTRIES (INDIA) LIMITED" on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

Sd/-
Narendra Dalmia
Managing Director
DIN: 00071559

Place: Mumbai
Date: November 10, 2020

EXPLANATORY STATEMENT

(PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013)

Item No. 1: To sell or dispose off immovable properties/assets of the Company:

Information and Facts about proposed Resolutions:

The sanction of the shareholders is sought to sell / dispose off immovable properties of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking of the Company for an amount at a prevailing market price.

The Company has a property situated at Unit no 317, 318 & 319, Tantia Jogani Industrial Premises Co-Op Soc. Ltd, Sitaram Mills Compound, J.R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011. This property was earlier given on lease and was earning rent income for the company. Due to Covid-19 the property has been vacated by the lessee. The company has been trying to re-lease the property however the market conditions are not good as the Covid-19 uncertainty is not dying down. In order to better utilize the company's resources, the property is being sought to sell on such terms and conditions as the Board may deem fit, This is permissible under section 180(1) (a) of the Companies Act, 2013, if the shareholders approve to sell / dispose Therefore Board thinks it necessary to acquire this power and recommends passing of this resolution as a Special Resolution.

All the material documents referred to in the explanatory statement such as the memorandum and articles of association of the Company, relevant board resolution are available for inspection by the members of the Company at its registered office on any working day (except Saturday and Sunday) between 10.00 a.m. and 5.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying notice.

In the opinion of the Board, the proposal for above resolutions are in the interest of the Company and its equity shareholders. The directors, therefore, recommend passing of the special resolution as set out in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly passing of the said Resolutions, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies /institutions/trust of which they are directors or members or trustees, without any beneficial interest.

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

Sd/-
Narendra Dalmia
Managing Director
DIN: 00071559

Place: Mumbai
Date: November 10, 2020

OMNITEX INDUSTRIES (INDIA) LIMITED

Registered Office: 'Sabnam House' Ground Floor, Plot No. A 15 /16,
Central Cross Road B, M.I.D.C. Andheri (East) Mumbai - 400093

Corporate Identity Number (CIN): L17100MH1987PLC042391

Tel. No.: +91 22 4063 5100; **Fax No.:** +91 22 4063 5199

Email: info@omnitex.com; **Website:** www.omnitex.com

POSTAL BALLOT FORM

Serial No:

- 1 Name and registered address of the :
sole / first named Member

- 2 Name(s) of the joint Member(s), if any :

- 3 Registered Folio No./ DP ID No./ :
Client ID No.*
(*Applicable to Members holding
equity shares in dematerialized form)

- 4 Number of equity shares held :

- 5 I/We do hereby exercise and cast my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated November 10, 2020 of the Company, by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No	Description	No of Shares	Assent to the resolution (For)	Dissent to the resolution (Against)
1	To sell or dispose off immovable properties/assets of the Company			

Place:

Date:

(Signature of the Member/Authorised Representative)

Electronic Voting Particulars

EVS (ELECTRONIC VOTING SEQUENCE NUMBER)	User ID	PAN/Sequence No.
201124003		

Notes:

- (i) Please read the instructions printed overleaf carefully before filling this format and for e-voting.
- (ii) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.
- (iii) For detailed instructions on e-voting, please refer to the Postal Ballot Notice.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots if sent by Courier or by Registered Post at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer, Mr. Shivhari Jalan, Practicing Company Secretary (Membership No. F5703 and COP: 4226), appointed by the Board of Directors of the Company at the meeting held on November 10, 2020.
3. Members exercising vote by e-voting facility need not send the Postal Ballot Form to the Company.
4. The Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of joint holdings, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. There will be only one postal ballot form for every Folio/ DP ID and Client ID no. irrespective of the number of joint member(s). On receipt of the duplicate postal ballot form, the original will be rejected.
6. Postal Ballot Forms signed in the representative capacity of a body corporate, trusts, societies etc. must be accompanied by a certified true copy of the relevant authorization to vote on the Postal Ballot Form and Specimen Signature of the Authorized Signatory.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours 05.00 p.m. on Wednesday, December 30, 2020. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
8. Unsigned/Incorrect Postal Ballot Form will be rejected.
9. Voting rights shall be reckoned on the paid up value of shares in the name of Members as on Friday, November 20, 2020.
10. Friday, November 20, 2020 being cut off date for dispatch of the notice to the Members and under the e-voting process.
11. The vote must be cast by recording the assent in the column "For" and dissent in the column "Against" by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered as valid. Postal Ballot Forms bearing tick (✓) mark in both the columns will render the form invalid.
12. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
13. Members can request for a duplicate copy of the Postal Ballot Form, in case the original has been misplaced, lost or worn out etc., by sending an e-mail to info@omnitex.com, by mentioning their Folio No./DP ID and Client ID. No. However, the duly completed Postal Ballot Forms should reach the Scrutinizer not later than 05.00 p.m. on Wednesday, December 30, 2020.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.