



Omnitex Industries (India) Limited

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **Omnitex Industries (India) Limited**, (CIN L17100MH1987PLC042391) will be held on Thursday, the 11th September, 2014, at 10.00 a.m., at Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following business:

Ordinary Business

1. To consider, and adopt the Audited Financial Statement including the statement of Profit and Loss for the financial year ended 31st March, 2014 and Reports of the Directors and Auditors thereon.
2. To appoint Mr. J Ramakrishnan (holding DIN 02598332) as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

“RESOLVED that pursuant to Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Tembey & Mhatre, Chartered Accountants, Mumbai (Firm Registration No. 116359W) be and are hereby re-appointed as auditors of the Company to hold the office from the conclusion of this 28th Annual General Meeting for term of three consecutive years (Financial Years 2014-15, 2015-16 & 2016-17) till the conclusion of 31st Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting to be held during the period on such remuneration as may be determined by the Board of Directors of the Company, and out of pocket expenses actually incurred by them in connection with the audit of the accounts of the Company.”

Special Business

4. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

“**RESOLVED** that in supersession of all earlier resolutions passed in this regard, and pursuant to section 180(1)(c) and other applicable provisions of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of ₹ 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

5. To consider and if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution

RESOLVED THAT in supersession of all the earlier Resolutions that have been passed at the previous Annual General Meetings / postal ballot of the Company and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions of the said Act, if any, and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation by the Board of Directors of the Company from time to time of such mortgage, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities already created by the Company, on terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking (s) in favour of any financial institutions, Banks and any other investing agencies to secure credit facilities that may be extended to the Company and / or to Strata Geosystems (India) Private Limited up an aggregate value of ₹ 50 Crores.

28th Annual Report 2013-2014

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and/ or other securities and to do all such acts, things and deeds as may be required to give effect to this resolution.

6. To consider and if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution.

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act 2013 read with rule 15 of Companies (Meeting of Board & its Powers) Rules 2014, the consent of the company be and is hereby accorded to Board of Directors to enter into Lease Agreement for the company's premises at 317-319, Tantia Jogani Industrial Premises Co-op Soc, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011 with M/s. Strata Geosystems (India) Private Limited on such terms and conditions to be decided by the board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions including lease period, lease rent etc for and on behalf of the company to give effect to this resolution.

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per clause 49 II (B) (3) of the Listing Agreement, Mr. Amit R Dalmia (holding DIN 00210919) be and is hereby appointed as an Independent Director of the Company to hold office for five years from the conclusion of this Annual General Meeting till the conclusion of the thirty third Annual General Meeting and shall not be liable to retire by rotation.”

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per clause 49 II (B) (3) of the Listing Agreement, Ms. Geeta Pardiwalla (holding DIN 03153284) be and is hereby appointed as an Independent and Woman Director of the Company to hold office for five years from the conclusion of this Annual General Meeting till the conclusion of the thirty third Annual General Meeting and shall not be liable to retire by rotation.”

By Order of the Board of Directors,

Place: Mumbai
Date: 7th July, 2014

Amit R. Dalmia
Chairman
DIN 00210919

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai-400 011.



Omnitex Industries (India) Limited

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. The Register of Members and Share transfer Books of the Company will remain closed from 9th September, 2014 to 11th September, 2014 (both days inclusive)
4. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
5. 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, 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
6. 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.
7. 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.
8. Brief resume of Mr. J Ramakrishnan, Mr. Amit R Dalmia and Ms. Geeta Pardiwalla is annexed to this.
9. Voting through electronic means:
 - I. In compliance with provision 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 28th 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):
 - II. **The instructions for members for voting electronically are as under:-**
In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Please go to next step.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.

(vii) 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 both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. OR
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com



Omnitex Industries (India) Limited

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

General

- The relevant EVSN NO IS **140625004**
 - The voting period begins on 4th September, 2014 (9:00 am) and ends on 6th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
 - The voting right of shareholders shall be proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. 1st August 2014.
 - Mr. NIRAJ TRIVEDI proprietor Company Secretaries (Membership No.FCS 3844, CP NO.3123) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three(3) working days from conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The result shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.omnitex.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the company and communicated to BSE Limited.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,

Place: Mumbai
Date: 7th July, 2014

Amit R. Dalmia
Chairman
DIN 00210919

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai-400 011.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 4 & 5

The members of the Company in past as Ordinary Resolution have accorded their consent as required under erstwhile Section 293 (1) (a) and 293(1) (d) of the Companies Act, 1956.

Under the Companies Act, 2013 the Section 180(1) (a) & (c), which came into effect from 12th September, 2013, requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the prior fresh consent of the Company by way of a special resolution to be passed at the general meeting.

Further, the Ministry of Corporate Affairs vide its circular 04/2014 dated 25/03/2014 clarified that the resolution passed under erstwhile section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the Company shall be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013. As per this Circular, the validity of earlier passed resolutions would expire on 12th September, 2014 and thereafter fresh approval would be required from the Shareholders in due compliance with the provisions of Section 180 of the Companies Act, 2013.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1) (a) 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 & 5 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money at any time or from time to time for borrowing monies together with the monies already borrowed, if any, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business of ₹ 50 Crores (Rupees Fifty Crores Only) in excess of the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company may also need to charge properties for securing any borrowings by company / JV company in favor of lenders and as per provisions of Section 180 (1) (a) of the Companies Act, 2013 creating charge on property of the Company in favor of lenders requires approval of shareholders in General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

None of the Directors except Mr. J Ramakrishnan and Mr. Durgaprasad S Sabnis or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

The Company is having premises at 317-319, Tantia Jogani Industrial Premises, J R Boricha Marg, Lower Parel, Mumbai – 400 011, which has been leased to its joint venture company namely M/s. Strata Geosystems (India) Private Limited and the lease period expires on 30th September 2014.

Board therefore in the interest of the Company at their meeting held on 30th May 2014 decided to renew the Rent Agreement for further period of 5 years subject to approval of shareholders pursuant to section 188 of the Companies Act, 2013.

Your consent will help the Company to renew the said Rent Agreement which will generate revenue in the Company. None of the Directors except Mr. J Ramakrishnan and Mr. Durgaprasad S Sabnis are directly or indirectly, financially or otherwise interested in this resolution.

Item No. 7 & 8

As you know that section 149 of the Companies Act, 2013 came into the effect from 01st April, 2014 and in compliance with same, it has become mandatory for every listed company to have at least one woman director and minimum two Independent Directors.

Considering these requirements, to be complied by the Company in prescribed time, the Company has on the basis of proposal received from the proposed appointees have decided to appoint Ms. Geeta Pardiwalla as independent and woman director for a period of 5 years and Mr. Amit R Dalmia as independent director also for a period of 5 years.

In compliance with section 160 of the Companies Act, 2013, the Company has received proposal from them and the deposit will be received.

The appointment of such independent / woman director shall be subject to your approval and they shall not be liable to retire by rotation and they can have maximum 2 terms as independent director. You are therefore requested to kindly accord your consent in the interest of the Company.



Omnitex Industries (India) Limited

In the opinion of the board Mr. Amit R Dalmia and Ms. Geeta Pardiwalla fulfils the conditions specified in the Companies Act 2013 and rules framed thereunder for his / her appointment as independent director of the Company and is independent of management.

Considering the qualification and experience and expertise as briefed in the resume given below as well as complying with the conditions as independent director, the board deems it fit to appoint him/her as independent Director on the board of the Company.

Copy of draft letter for appointment of Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the company during normal business hours (11:00 am to 5.00 pm) on all working days except Saturday up to and including the date of the Annual General Meeting of the Company.

None of the Directors except Mr. Amit R Dalmia or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

None of the Directors except Ms. Geeta Pardiwalla or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Item No 2 , 7 & 8

Brief Resume of Persons proposed to be re-appointed / appointed as Director of the Company at the Annual General Meeting.

Name of the Director	Date of Birth	Date of Appointment	Expertise in Specific functional areas	Qualifications	Directorship held in other Public Companies	No Of Shares Held
Mr. J Ramakrishnan	30-12-1957	22-03-2012	Has functional expertise in financial and commercial aspects of the business and his strength is his hands on approach. He is currently working with Strata Geosystems (India) Private Limited as GM Finance and Taxation.	B.Com., Postgraduate Diploma in Foreign Trade.	NIL	100
Mr. Amit R Dalmia	21-08-1977	29-06-2009	Mr. Amit R Dalmia has done B.Sc Economics (B.B.A) from the Wharton School, University of Pennsylvania with specialization in Entrepreneurial Management and Finance. His strength lies in the Application of Information Technology to Business Processes	B.Sc Economics (B.B.A) from the Wharton School, University of Pennsylvania with specialization in Entrepreneurial Management and Finance	NIL	NIL
Ms. Geeta Pardiwalla	01-09-1955	07-07-2014	Educational Consultant for overseas education Expert in Real Estate Development	B.E. (Civil)	NIL	25,950

By Order of the Board of Directors,

Place: Mumbai
Date: 7th July, 2014
Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai-400 011.

Amit R. Dalmia
Chairman
DIN 00210919