



Omnitex Industries (India) Limited

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) is scheduled to be held on Friday, the 11th September, 2015, 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 receive, consider, and adopt the Audited Financial Statement including the statement of Profit and Loss for the financial year ended 31st March, 2015 together with Reports of the Directors' and Auditors' thereon.
2. To appoint Mr. Durgaprasad S Sabnis (holding DIN 06607953) 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, 142 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 11th September, 2014, the appointment of M/s. Tembey & Mhatre, Chartered Accountants, Mumbai (Firm Registration No. 116359W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2016 be and is hereby ratified.

RESOLVED FURTHER THAT as may be determined by the audit committee in consultation with the auditors, the Board is authorized to fix the remuneration payable to the auditors for the financial year ending March 31, 2016.

SPECIAL BUSINESS

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

RESOLVED THAT, pursuant to Section 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Ashok M Bhawnani, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashok M Bhawnani as a candidate for the office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

RESOLVED THAT, pursuant to Section 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Narendra Kumar Dalmia, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Narendra Kumar Dalmia as a candidate for the office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

29th Annual Report 2014-2015

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Narendra Kumar Dalmia as Managing Director of the Company for a period of Five years with effect from 29th May, 2015 without any remuneration at present.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion as it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Narendra Kumar Dalmia, Managing Director, including remuneration payable to him.”

By Order of the Board of Directors,

Place: Mumbai
Date: 29th May, 2015

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, 2015 to 11th September, 2015 (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. Ashok M Bhawnani, Mr. Narendra Kumar Dalmia and Mr. Durgaprasad S Sabnis is annexed to this.
9. 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 29th 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. Mr. NIRAJ TRIVEDI proprietor Company Secretaries (Membership No.FCS 3844, CP NO.3123) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (both Remote e-voting and ballot voting)
 - V. The voting right of shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 4th September, 2015
 - VI. 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. 4th September 2015 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
 - VII. The voting period begins on 8th September 2015 9.00 a.m. and ends on 10th September 2015 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 (4th September, 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - VIII. The Scrutinizer shall within a period not exceeding two (2) working days from conclusion of the Meeting, after scrutinizing the votes cast at the meeting and through Remote e-voting, make a

consolidated Scrutinizer's Report and submit the same to the Chairman. 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.

- IX.** 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. 11th September, 2015.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 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 members ID or folio number in the dividend bank details field as mentioned in instruction III.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 also to be 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



Omnitex Industries (India) Limited

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **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 User should be created using the admin login and password. The 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.
- (xviii) 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.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office 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.
11. The Company’s Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2015-16 has been paid.

By Order of the Board of Directors,

Place: Mumbai
Date: 29th May, 2015

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

The Board of Directors of the Company at their meeting held on 29th May 2015 has appointed Mr. Ashok M Bhawnani, as Additional Director, pursuant to Section 161, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Such appointment as Additional Director shall be upto forthcoming annual general meeting. The brief resume of Mr. Ashok M. Bhawnani is annexed to this notice.

The Company has received a Notice in writing from a member proposing the candidature of Mr. Ashok M Bhawnani for the Office of Director of the Company under the provisions of Section 160 of the Act.

The Board commends the resolution for your approval.

None of the Directors except Mr. Ashok M Bhawnani are concerned or interested directly or indirectly financially or otherwise in the resolution.

Item No 5 and 6

The Board of Directors of the Company has appointed Mr. Narendra Kumar Dalmia, as Additional Director, pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Such appointment as Additional Director shall be upto forthcoming Annual General Meeting. The brief resume of Mr. Narendra Kumar Dalmia is annexed to this notice.

Further in compliance with the requirements of the Companies Act, 2013 company being a listed company supposed to have one Managing Director as KMP. In compliance with the same, the Board of Directors in the same meeting also appointed him as Managing Director of the company for a tenure of 5 (five) years with effect from 29th May, 2015 . Mr. Narendra Kumar Dalmia will not take any remuneration. He will be working honorary mainly due to the present financial conditions of the Company.

The terms of appointment of Mr. Narendra Kumar Dalmia has been confirmed by the Remuneration and Nomination Committee and based on the recommendation of the said committee the board subject to approval of the members have appointed him as Managing Director of the Company.

The Company has received a Notice in writing from a member proposing the candidature of Mr. Narendra Kumar Dalmia for the Office of Director of the Company under the provisions of Section 160 of the Act.

The Board commends the resolutions for your approval.

None of the Directors except Mr. Narendra Kumar Dalmia are concerned or interested directly or indirectly financially or otherwise in the resolution.



Omnitex Industries (India) Limited

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. Ashok M Bhawnani	13-3-1951	29-05-2015	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 35 years of Experience. He is also Director of Strata Geosystems (India) Pvt Ltd., and Sun-N-Sand Hotels Pvt. Ltd.	B.Com A.C.A.	NIL	8,28,770
Mr. Narendra Kumar Dalmia	05-06-1955	29-05-2015	Mr. Narendra Kumar Dalmia is having more than 32 years of Experience in polyester industry and is part of promoter group, He is also Director of Strata Geosystems (India) Pvt Ltd., and Saanwaria Polyesters Pvt Ltd.	B.Tech	NIL	6,04,590
Mr. Dugaprasad S Sabnis	14-11-1981	30-05-2013	Mr. Durgaprasad S Sabnis has in the past worked with a leading full service law firm based in Mumbai for a year and gained valuable experience. He is presently pursuing his independent practice and has diverse experience in advising clients in fields of Dispute Resolution, Real Estate and Corporate and Commercial Law. He advises several corporate clients in transactional matters and represents them in various Courts.	B.L.S, Govt Law College, Mumbai University LL.B, Govt Law College, Bombay University Solicitor Supreme Court of India	NIL	NIL

By Order of the Board of Directors,

Amit R. Dalmia
Chairman
(DIN 00210919)

Place: Mumbai
Date: 29th May, 2015

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J R Boricha Marg,
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