

### NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) will be held on Thursday, the 30<sup>th</sup> September, 2021, at 10.00 a.m., at the registered office of the Company situated at 'Sabnam House' Ground Floor, Plot No. A 15 /16, Central Cross Road B, M.I.D.C., Andheri (East), Mumbai-400093, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement including Balance Sheet as at 31<sup>st</sup> March 2021, the statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2021 together with Reports of the Board of Directors and Auditors thereon.
2. To Re-appoint Mr. Ashok Metharam Bhawnani (DIN: 00058344) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by approving the appointment of M/s. JMT & Associates, Chartered Accountants (ICAI Firm Registration No. 104167W) as Statutory Auditors of the Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W).

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. JMT & Associates, Chartered Accountants (ICAI Firm Registration No. 104167W), be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W), who shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting for a period of 5 consecutive years until the conclusion of the Annual General Meeting to be held in the year 2026 on a remuneration of Rs. 75,000 per annum (exclusive of taxes and reimbursement of out-of-pocket expenses at actuals) for the financial year 2021-22 with authority to Board to increase an annual remuneration in consultation with Audit Committee and Statutory Auditor which is in line with the industry standards.”

#### SPECIAL BUSINESS

4. To appoint Ms. Kala Agarwal as an Independent Woman Director for a term of 5 (five) consecutive years and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Kala Agarwal (DIN: 08015576) who was appointed by the Board of Directors as an Additional Independent Woman Director of the Company with effect from August 13, 2021 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 her 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 Ms. Kala Agarwal (DIN: 08015576), 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 Woman Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 13, 2021 to August 12, 2026, be and is hereby approved.

**RESOLVED FURTHER THAT** any Director 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



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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

Place: Mumbai  
Date: 13.08.2021

**Narendra Dalmia**  
**Managing Director**  
**DIN 00071559**

**Ashok M Bhawnani**  
**Director**  
**DIN 00058344**

**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:** [info@omnitex.com](mailto:info@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 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (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, 1<sup>st</sup> 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.
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.

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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 LODR. As on date of this report, the Company does not have any demat suspense account / unclaimed suspense account and hence no information is provided.
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 35<sup>th</sup> 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 casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
  - V. Mr. Shivhari Jalan Practicing Company Secretary (Membership No. FCS 5703, CP NO.4226) 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. 23<sup>rd</sup> September, 2021.
  - 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. 23<sup>rd</sup> September, 2021 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
  - VIII. The voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2021 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 23<sup>rd</sup> September, 2021) 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](http://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. 30<sup>th</sup> September, 2021.  
**The instructions for shareholders voting electronically are as under:**
    - (i) The voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2021 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 (23<sup>rd</sup> September, 2021) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



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- (iii) Click on Shareholders/ Members
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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 sequence number in the PAN field.</li><li>• 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.</li></ul>
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"><li>• 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 (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 <Omnitex Industries (India) Limited> 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.

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(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a 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.

(xviii) Shareholders 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.

### (xix) 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](http://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](mailto: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](mailto: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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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 2021-22 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: 13.08.2021

**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:** [info@omnitex.com](mailto:info@omnitex.com)  
**Tel:** +91 22 4063 5100



## Omnitex Industries (India) Limited

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

#### Item No. 3

M/s. Tembey & Mhatre, Chartered Accountants (FRN – 116359W) were appointed as Statutory Auditors of the Company at the 31<sup>st</sup> AGM held on September 29, 2017 to hold office until the conclusion of the 35<sup>th</sup> AGM.

The Board proposes to appoint M/s. JMT & Associates, Chartered Accountants (FRN - 104167W) as Statutory Auditors of your Company in place of retiring auditors M/s. Tembey & Mhatre, Chartered Accountants (FRN - 116359W) for a period of 5 (Five) years commencing from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the year 2026.

M/s. JMT & Associates have consented to act as statutory auditors of the Company for a period of 5 (Five) years commencing from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the year 2026 and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The proposed fee for the said appointment will be Rs. 75,000/-per annum (exclusive of taxes and reimbursement of out-of-pocket expenses at actuals but includes fees for Limited Review and Certifications) for the financial year 2021-22 with authority to Board to increase an annual remuneration in consultation with Audit Committee and Statutory Auditor which is in line with the industry standards.

The Audit Committee has taken into account the experience and expertise of the auditors and recommended them to the Board for appointment.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

#### Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Kala Agarwal, as an Additional Director of the Company and also an Independent Woman Director, not liable to retire by rotation, for a term of 5 years i.e. from August 13, 2021 to August 12, 2026, be and is hereby approved, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Kala Agarwal shall hold office up to the date of this AGM and is eligible to be 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 Ms. Kala Agarwal to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Ms. Kala Agarwal fulfils the conditions specified in the Act for appointment as Independent Woman Director and is independent of the management of the Company. The terms and conditions of her 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 Ms. Kala Agarwal 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 Ms. Kala Agarwal as an Independent Woman Director is now being placed before the Members for their approval.

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

Except Ms. Kala Agarwal and her 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.

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: 13.08.2021

**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:** [info@omnitex.com](mailto:info@omnitex.com)  
**Tel:** +91 22 4063 5100



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#### ANNEXURE TO NOTICE

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

Sr. No	Particular	Details	Details
1.	Name of Director	Mr. Ashok Metharam Bhawnani	Ms. Kala Agarwal
2.	DIN / PAN	00058344	08015576
3.	Date of Appointment	29-05-2015	13-08-2021
4.	Experience	41 years	21 years
5.	Nature of expertise in specific functional areas	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 41 years of Experience.	Ms. Kala Agarwal is a Fellow Member of Institute of Company Secretaries of India. She is a Practicing Company Secretary since 2003 and has vast experience of more than 21 years.  Her area of service includes Company Law and Secretarial Compliance, RBI & Forex Laws Compliance and Corporate Advisory. She appears before National Company Law Tribunal (NCLT), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Representation before Regional Directors (RD) of multiple regions, Representation before various Stock Exchanges.
6.	No of Shares Held of Company	9,25,380	Nil
7.	Directorship in other Listed Company	Nil	Pranavaditya Spinning Mills Limited
8.	Chairman/Member of Committees in listed Companies including Omnitex Industries (India) Limited	Nil	Omnitex Industries (India) Limited: <b>Member:</b> Audit Committee, Nomination and Remuneration Committee <b>Chairman:</b> Nil Pranavaditya Spinning Mills Limited: <b>Member:</b> Audit Committee, Nomination and Remuneration Committee <b>Chairman:</b> Nil
9.	Qualification	B.com, A.C.A.	B.Com, F.C.S., Insolvency Professional
10.	Disclosure of relationships between directors inter-se:	Promoter of the Company	Not related to other directors and Promoter of Company
11.	Functional Area	Non-Executive Director	Independent Woman Director