

NOTICE

NOTICE is hereby given that the **29th Annual General Meeting (“AGM”)** of the Members of **MOHIT INDUSTRIES LIMITED (CIN No. L17119GJ1991PLC015074)** will be held on Monday, September 30, 2019 at 10.00 a.m. at 204, 2nd Floor, Jay Sagar Complex, Behind J.K Tower, Near Sub-Jail, Khatodara, Surat 395002, Gujarat to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Naresh Saboo (holding DIN No. 00223350), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Nainesh Kantliwala & CO., Cost Accountants (Firm Registration No. 001303) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company pertaining to Textile Product for the financial year ending 31st March, 2020, amounting to ₹. 50,000/- (Rupees Fifty Thousands only) plus applicable service tax and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all necessary acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

4. To consider the re-appointment of Mr. Sachinkumar Pramod Jain (DIN: 01634303) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sachinkumar Pramod Jain (DIN: 01634303) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2024.”

RESOLVED FURTHER THAT Mr. Narayan Saboo, Managing Directors and/or Mr. Manish Narayan Saboo, Director & CFO, and/or Mr. Naresh Saboo, Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.”

5. To consider the re-appointment of Mr. Jayesh Rasiklal Gandhi (DIN: 01588775) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jayesh Rasiklal Gandhi (DIN: 01588775) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2024.”

RESOLVED FURTHER THAT Mr. Narayan Saboo, Managing Directors, and/or Mr. Manish Narayan Saboo, Director & CFO, and/or Mr. Naresh Saboo, Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard."

6. To consider the re-appointment of Mrs. Pragya Memani (DIN 06846968) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Pragya Memani (DIN 06846968) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2024."

RESOLVED FURTHER THAT Mr. Narayan Saboo, Managing Directors, and/or Mr. Manish Narayan Saboo, Director & CFO, and/or Mr. Naresh Saboo, Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard."

Date : July 23, 2019

Place : Surat

**By order of the Board
For Mohit Industries Limited**

Regd. Office:

Mohit Industries Limited

L17119GJ1991PLC015074

A-601/B, 06th Floor, International Trade Centre,
Majura Gate, Ring Road, Surat-395002, Gujarat

Sd/-
Nikita Pediwal
(Company Secretary)

NOTES:

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 3 to 6 set above in this Notice to be transacted at the AGM is annexed hereto.
- The Company statutory auditors, M/s. Rajendra Sharma & Associates, Chartered Accountants registered with the Institute of Chartered Accountants of India vide registration no. 108390W, were appointed as statutory auditors of the Company for a period of five (5) consecutive years at the Annual General Meeting (AGM) of the members held on 07th August, 2017.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on 07th August, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 29TH ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED.**
- A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP Id and client id for identification.
6. Members/Proxies/Authorized Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued/ available at the venue of the meeting.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Pursuant to provisions of section 91 of the Companies Act, 2013. The Register of Members and share Transfer Book shall remain closed from THURSDAY, 26TH SEPTEMBER, 2019 TO MONDAY, 30TH SEPTEMBER, 2019 (BOTH DAYS INCLUSIVE) for purpose of 29th AGM of the company.
9. Brief profile and other relevant information about Directors seeking appointment / re-appointment, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice forming part of the Annual Report.
10. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transmission or transposition of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
11. The Company and the RTA has been mandated by Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 for submission of Permanent Account Number (PAN) by every participant in securities market to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder and Aadhaar Card to the Company/RTA.
12. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with M/s Adroit Corporate Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
13. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/ contact numbers etc., to the Adroit Corporate Services Pvt. Ltd., 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Tel : +91- 22-28596060/ 28594060.
14. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/ bank account details/ e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.
15. Pursuant to the provisions of Section 124 of the Act and IEPF Rules 2016, the amount of dividend not encashed or claimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government.

Accordingly, during the financial year 2018-19 the Company has transferred the unpaid and unclaimed dividend amount, pertaining to Financial Year 2010-11 (Final Dividend) to the IEPF. Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of said dividend amount to the IEPF. Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2019 on the website of the Company (www.mohitindustries.com). The details of unclaimed dividends for the financial year 2011-12 onwards and the last date for claiming such dividends are given below:

Financial Year	Date of Declaration of Dividend	Unclaimed Amount as on 31st March, 2019	Due Date for transfer to IEPF
2011-2012 (Final Dividend)	28/09/2012	₹ 299,914.50	27/10/2019
2015-2016 (Final Dividend)	23/08/2016	₹ 59,781.00	22/09/2023

It may be noted that no claims shall lie against the Company in respect of any amount of dividend remaining unclaimed/unpaid after period of seven (7) years from the dates of they become due for payment.

16. Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires Company to transfer the equity shares on which the dividend has not been encashed or unclaimed for a continuous period of seven years or more to designated demat account of Investor Education and Protection Fund Authority ('IEPF Demat Account'). Accordingly, during financial year 2018-19 the Company has transferred 5,265 Equity Shares of Rs. 10/- each to the IEPF Account on which the dividends had remained unpaid or unclaimed for seven consecutive years or more after following the prescribed procedure. Details of these shares are available in the Company's website and can be viewed at www.mohitindustries.com. The Statement of Unclaimed Dividend amount for 7 consecutive years or more and Shares due for transfer to IEPF Demat Account is placed on the website of the Company at www.mohitindustries.com. The said Shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF rules.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with rules made there under, Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the company or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Company's website: www.mohitindustries.com.
18. To support the "Green Initiative" and for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, company requests those members who have not yet registered their e-mail address, to register the same along with the contact numbers directly with their DP, in case shares are held in electronic form or with the company by sending details to investor_relations@mohitindustries.com or with Adroit Corporate Services Pvt. Ltd. at info@adroitcorporate.com.
19. For Members who have not registered their e-mail addresses, physical copies of the Annual Report along with the AGM Notice inter alia indicating, the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.
20. Members Seeking any information relating to the Accounts may write to the company at least 7 days before the date of the Meeting, so as to enable the Company to keep the information ready, at following address: Accounts Department, Mohit Industries Limited, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002 Ph: +91-261-2463261/62/63 Fax: +91-261-2463264 or contact@mohitindustries.com.
21. The details of the directors seeking appointment/re-appointment at the 29th Annual General Meeting are provided at Annexure A to this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
22. A route map showing directions to the venue of the 29th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

E-VOTING FACILITY

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

1. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. **The remote e-voting period commences on Thursday, 26th September, 2019 (9:00 am) and ends on Sunday, 29th September, 2019 (5:00 pm).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 23rd September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. Members desiring to vote through remote e-voting may refer to the following steps :

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: How to log in to the NSDL e-voting website?

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- IV. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- V. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'.
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: How to cast your vote electronically on the NSDL e-voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- II. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 - III. Select “EVEN” of “Mohit Industries Limited”.
 - IV. Now you are ready for e-Voting as the Voting page opens.
 - V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - IX. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mohitindustries@drdcs.net with a copy marked to evoting@nsdl.co.in.
 6. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting Website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. +91-22-24994600/24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email ID: investor_relations@mohitindustries.com or contact at telephone no. 0261-2463261.
 8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of Monday, 23rd September, 2019.
 9. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice of AGM and holds shares as of the cut-off date i.e 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at investor_relations@mohitindustries.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 10. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper. A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.
 11. Mr. Dhiren R Dave., Practicing Company Secretaries, FCS 4889, CP No. 2496, has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
 12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 13. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mohitindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013**Item No. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Nainesh Kantliwala & CO., Cost Accountants (Registration No. 001303) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

Your Board recommends the resolution at Item No. 3 as on Ordinary Resolution for approval of the members.

None of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4, 5 & 6

The members at their meeting held on 29th September, 2014, had passed an ordinary resolution and appointed Mr. Sachinkumar Pramod Jain, Mr. Jayesh Rasiklal Gandhi and Mrs. Pragya Memani as an Independent Non- Executive Director of the Company to hold the office for five (5) consecutive years for a term upto the conclusion of 29th Annual General Meeting i.e 30th September, 2019. Mr. Sachinkumar Pramod Jain (DIN: 01634303) is an Independent Non-executive Director of the Company and Chairman of Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company. Mr. Jayesh Rasiklal Gandhi (DIN: 01588775) is an Independent Non-executive Director of the Company and Chairman of Stakeholders Relationship Committee & Mrs. Pragya Memani (DIN 06846968) as an Independent Non- Executive Director of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Sachinkumar Pramod Jain, Mr. Jayesh Rasiklal Gandhi and Mrs. Pragya Memani, who are eligible for re-appointment as an Independent Director.

A brief profile of independent Directors to be appointed, including nature of their expertise and other disclosure as required under clause 49 of listing agreement, is provided at Annexure A of this Notice.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company.

Your Directors recommend Resolution at Item No. 4 to 6 as a Special Resolution for approval of the members

Except Mr. Sachinkumar Pramod Jain, Mr. Jayesh Rasiklal Gandhi and Mrs. Pragya Memani, and their relatives being an appointee, none of the Directors and/ or any Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, 5 & 6 of the accompanying Notice of the AGM.

Mr. Sachinkumar Pramod Jain, Mr. Jayesh Rasiklal Gandhi and Mrs. Pragya Memani is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

**By order of the Board
For Mohit Industries Limited**

Sd/-

Nikita Pediwal

(Company Secretary)

Date : July 23, 2019

Place : Surat

DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM

Particulars	Mr. Naresh Saboo	Mr. Sachin Jain	Mr. Jayesh Gandhi	Mrs. Pragya Memani
Date of Birth	14/11/1973	03/12/1974	23/02/1960	05/11/1987
Date of First Appointment	10/03/1998	26/08/2005	21/11/1994	22/03/2014
Expertise in Specific General Functional Area	<ul style="list-style-type: none"> More than 22 years of rich experience in Textile Business 7 years of experience in export of Textile products Vast experience in providing strategic direction in selection of technology and machineries in setting up new manufacturing facilities, improvement of production processes and new ventures Wide experience in dealing with international companies and agencies 	Rich Experience in the Field of Textile, Marketing, Production.	<ul style="list-style-type: none"> Wide Experience in the field of textile Industry and Operational Management. 	<ul style="list-style-type: none"> More than 3 years of experience in Textile Fashion Designing
Qualification	Under Graduate	Bachelor Of Management Science	Bachelor of Commerce	Bachelor of Design
Directorship held in other public limited Companies	<ul style="list-style-type: none"> Bigbloc Construction Ltd. Mask Investments Ltd. 	<ul style="list-style-type: none"> Mask Investments Ltd. 	Nil	Nil
Membership/ Chairmanship of Committees of other Public Companies	Member of Audit Committee and Stake holder Relationship Committee of Bigbloc Construction Ltd.			
No. Of Shares held in the company	78,424	Nil	414	Nil
Relationship between Directors/KMP inter-se	Mr. Naresh Saboo is a Brother of Mr. Narayan Saboo, Managing Director of the Company.	Nil	Nil	Nil

Route MAP to the Venue of the 29th Annual General Meeting of Mohit Industries Ltd to be held on September 30, 2019 at 204, Jay Sagar Complex, 2nd Floor, Behind J. K. Tower, Near Sub-Jail, Khatodara, Surat 395002, Gujarat



MOHIT INDUSTRIES LIMITED

CIN NO. L17119GJ1991PLC015074

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: Contact@mohitindustries.com Website: www.mohitindustries.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Folio No./DP ID/ Client ID#	
No. of Equity Shares Held	

I hereby record my presence at the 29th Annual General Meeting of the Company being held at 204, 2nd Floor, Jay Sagar Complex, Behind J.K Tower, Near Sub-Jail, Khatodara, Surat 395002, Gujarat on Monday, the 30th September, 2019 at 10.00 a.m.

Name of Shareholder (In Block letter)	
Name of proxy/ Authorized Representatives attending* (In Block letter)	

* Strike out whichever is not applicable

#Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of the attending Shareholder/
Proxy/Authorised Representative*

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Form No. MGT- 11 - (PROXY FORM)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	

I/We _____ being member(s) of above named company, hereby appoint

1. Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him:

2. Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him:

3. Name: _____ Address: _____

Email Id: _____ Signatures: _____ or falling him:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held at 204, 2nd Floor, Jay Sagar Complex, Behind J.K Tower, Near Sub-Jail, Khatodara, Surat 395002, Gujarat on Monday, the 30th September, 2019 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	Vote (*Optional)	
		For	Against
Ordinary Business			
1.	Ordinary Resolution for Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Naresh Sitaram Saboo (DIN NO. 00223350) as a Director of the Company, who retires by rotation.		
Special Business			
3.	Ordinary Resolution for ratification of the remuneration of the Cost Auditor(s) for the financial year ending 31st March, 2020.		
4.	Special Resolution for re-appointment of Mr. Sachinkumar Pramod Jain (DIN: 01634303) as an Independent Director of the Company		
5.	Special Resolution for re-appointment of Mr. Jayesh Rasiklal Gandhi (DIN: 01588775) as an Independent Director of the Company		
6.	Special Resolution for re-appointment of Mrs. Pragma Memani (DIN 06846968) as an Independent Director of the Company		

Signed this _____ day of _____ September, 2019

Signature of Shareholder _____ Signature of Proxy holder _____

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29th AGM.
3. Please complete all details including details of member(s) in above box before submission.

* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.