



Momai Apparels Ltd.

(Formerly known as Momai Apparels Private Ltd.)

CIN U18109MH2010PLC199178

Regd. Office: Shop No. 305- 309, 3rd Floor, Pacific Plaza, Plot No. 570, TPS IV, Off Bhawani Shankar Road, Mahim Division, Dadr (West), Mumbai- 400 028. Tel: 022-24331551

Factory: Gala No. 201 to 215, D-6, Harihar Compound, Opp. Indian Warehouse, Mankoli Naka, Thane-nasik Highway, Dapode Bhiwandi-421302. Tel: 02522-647401/2/3/4/5/6/7/8.
E-mai: momaiapparels2010@gmail.com Website: www.momaiapparels.com

To,
Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East)
Mumbai-400 051

Ref: MOMAI APPARELS LIMITED

Dear Sir,

Sub: Notice of the Annual General Meeting

We wish to inform you that the Annual General Meeting of our Company, **Momai Apparels Limited** will be held on Saturday, 26th September, 2015 at the Registered Office of the Company.

Please find attached the detailed Notice of the AGM herewith.

Please also find attached the Annual Report for the Year 2014-15.

For Momai Apparels Limited

Bhoomi Mewada
Company Secretary





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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting of the Members of Momai Apparels Limited will be held at the Registered office at 305-309, 3rd Floor, Pacific Plaza, B.S.Road, Mahim Division, TPS IV, Plot No.570, Dadar West, Mumbai- 400 028 on Saturday, 26th September, 2015, at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:-

1. Financial

To consider and to adopt:

Audited Balance sheet as on 31st March, 2015 and the Audited Statement of Profit & Loss and Audited Cash Flow statement for the Financial Year ended on that date together with Auditors Report and Directors Report.

2. Dividend

To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:

"RESOLVED THAT A FINAL DIVIDEND of Rs.0.75 (i.e. 7.5% of FV Rs. 10/-) per equity share on the equity paid up of the company as recommended by the Board be and is hereby declared."

- i. those members whose appear on the Register of Member of the Company on 15th September, 2015 and
- ii. those whose names appears as beneficial owners as at the close of business on 15th September, 2015 as per details to be furnished by the National Securities Depository Limited and Central Depository Services Limited.

3. Re-appointment of Director

To appoint a Director in place of Mr. Dinesh Sodha, (DIN: 02836240) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

To appoint a Director in place of Mr. Hitesh S Punjani (DIN: 03268480), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

4. Ratification of the Appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder and





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pursuant to the recommendations of the Audit Committee of the Board of Directors and the Resolution passed by the members at the Annual General Meeting of the Company held 10th September, 2014 the company do ratifies the appointment of Bagaria & Co LLP, Chartered Accountants (Firm Registration No.113447W/ W-100019), as the statutory Auditors of the Company , to hold office till the Conclusion of the 8th AGM which will be held in the year, 2017 and the Board be and is hereby authorised to fix the remuneration.

RESOLVED FUTHER THAT the board of directors of the company(Including committees thereof) be and is hereby authorised to do all such acts , deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

SPECIAL BUSINESS

5. Regularisation of Additional Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mrs.Anupama Manoj Sharma (DIN : 06974366)**, who was appointed as an Director of the Company pursuant to Section 161 (1) of the Companies Act, 2013 who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for five consecutive years for a term up to 25thSeptember, 2020, not liable to retireby rotation."

RESOLVED FURTHER THAT Mr. Harshad Thakkar be and is hereby authorized to file the necessary forms with the Registrar of Companies.

6. Approval of Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on 29th August, 2015, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out under Item no. 6 of the Explanatory Statement annexed to this Notice.





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FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto."

For Momai Apparels Limited

Bhoomi Mewada
Company Secretary
Date: 1st September, 2015.



Registered Office:
Unit No. 305-309, 3rd Floor, Pacific Plaza,
Plot No. 570, TPS IV, Off Bhawani Shankar Road,
Mahim Division, Dadar (West), Mumbai – 400 028,
Maharashtra, India

NOTES:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 and 6 part of this notice.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON BEHALF OF HIM/ HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can be a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than more than ten (10) percent of the total share Capital of the Company.
- (c) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (d) The Register of Members and Share Transfer Books of the Company will be closed from 16th September, 2015 to 19th September, 2015 (both days inclusive) for the purpose of Annual General Meeting .
- (e) The Company's registrar and transfer agents for its share registry work (Physical and Electronic) are Link Intime India Private Limited having office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai-400078.
- (f) If dividend on Ordinary Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividends will be made on and from 28th September, 2015 to those members whose names are on the Company's Register of Members





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after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before -15th September, 2015. In respect of Ordinary Shares held in electronic form, the dividend will be paid to the beneficial owners of shares at the end of business hours on 15th September, 2015, as per details furnished by the Depositories for this purpose. Shareholders are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

- (g) In accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2014-15 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.





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The Instructions For Shareholders Voting Electronically Are As Under:

Pursuant to the provisions of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the listing agreement, the company is pleased to provide remote e-voting facility to its members in respect of the business(es) to be transacted at the 6th Annual General Meeting of the Company scheduled to be held on Saturday on 26th September, 2015.

The company has engaged Central Depository Services Limited (CDSL) as authorised agency to provide remote e-voting facility.

The Remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	9.00 AM Wednesday 23th September , 2015
End of remote e-voting	5.00 PM Friday 25th September, 2015

The cut-off date/ record date for the purpose of remote e-voting is 19th September, 2015

This Communication is an integral part of the Notice dated 1st September, 2015 for the Annual General Meeting scheduled to be held on Saturday, 26th September, 2015.

The Notice of the Annual General Meeting and this communication are also available on the Website of the Company at www.momaiapparels.com

The instruction for members for voting electronically are as under:

In case of members receiving email:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. 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.





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(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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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.
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"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

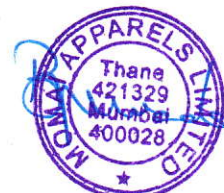
(vii) After entering these details appropriately, click on "SUBMIT" tab.

(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 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.

(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 **Momai Apparels Limited** on which you choose to vote.

(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.





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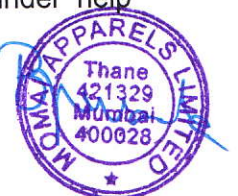
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- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same 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 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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





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The remote e-voting commences on Wednesday 23rd September, 2015 (IST 9.00 A.M.). and ends on Friday-25th September, 2015 (IST 5.00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. 19th September, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently

i. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 19th September, 2015 may follow the same instructions as mentioned above for remote e-voting.

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

iii. Jaiprakash Singh & Associates , Practicing Company Secretary have been appointed as the Scrutinizer and Alternate scrutinizer to scrutinize the remote e-voting process and voting through Ballot paper in the meeting, in a fair and transparent manner.

iv. The Scrutinizer, after scrutinising the votes cast at the meeting through ballot paper and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

v. In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.

vi. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 6th Annual General Meeting of the Company scheduled to be held on Saturday, 26th September , 2015. The Results shall be declared within three days from the conclusion of the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website, www.momaiapparels.com and on CDSL's website, www.cdslindia.com within three days of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.





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

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos.

ITEM NO. 5

Mrs. Anuapama Manoj Sharma was appointed as the Additional Directors on the Board of the Company by the Board of Directors at their Respective meeting, in accordance with the provisions of Section 161 (1) of the Companies Act, 2013, and Article 130 of the Articles of Association of the Company and shall hold office only till the date of the subsequent Annual General Meeting.

The SEBI has amended Clause 49 of the listing agreement inter alia stipulating the conditions for the appointment of independent directors by the listed company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Anuapama Manoj Sharma being eligible and offering themselves for appointment, are proposed to be appointed as Independent Director(s) for five consecutive years for a term up to 25th September, 2020.

In the opinion of the Board, Mrs. Anuapama Manoj Sharma fulfils the conditions specified in section 149 (6) and not disqualified as per section 164 the Companies Act, 2013, and rules made there under for their appointment as Independent Director(s) of the Company, and are independent of the management. Copy of the draft letter for appointment of Mrs. Anuapama Manoj Sharma as an Independent Director setting out the 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 on any working day, excluding Saturday.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Anuapama Manoj Sharma as Independent Director.

The Board recommends resolution presented under item no. 5 of this Notice in relation to appointment of Mrs. Anuapama Manoj Sharma as Independent Director, be adopted and passed as ordinary resolution.

None of the Directors of the Company (along with their relatives), except Mrs. Anuapama Manoj Sharma are in any way concerned or interested in passing of the resolutions.





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ITEM NO.6

Information/ particulars of the above mentioned transaction, as required under section 188 read with Rule 15(3) of the Companies (Meeting of Board and its powers) Rules, 2014(as amended), are as under:

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Maximum Value of Transactions to be entered during FY 2015-16
Ashapura Intimates Fashion Limited	1. Harshad Thakkar 2.Dinesh Sodha 3.Hitesh Punjani	COMMON DIRECTOR	SALE	Rs. 250 crore

The transaction is Related Party Transactions and in terms of Section 188 of the Companies Act, 2013 and the applicable rules thereunder require approval of the Shareholders by passing Special Resolution.

None of the directors, key managerial personnel of the company except that Mr. Harshad Thakkar and Mr. Dinesh Sodha and Mr.Hitesh Punjani as Managing Director , Director and Director of both the Company respectively and neither their relatives are concerned or interested, financially or otherwise, in the resolution.

Further, in terms of Section 188 of the Companies Act, 2013, ASHAPURA INTIMATE FASHION LIMITED, the Company being a shareholder holding 20.03% interested party will not vote on this resolutions as shareholders of the Company. The Board of Directors recommends the passing of this Resolution by special resolution.

For Momai Apparels Limited

Bhoomi Mewada
Company Secretary

Date: 1st September, 2015.



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