MOHIT INDUSTRIES LTD.

AN ISO 9001:2015 CERTIFIED COMPANY

Date: 04th September, 2020

To,
Deptt. Of Corporate Service,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
REF: Script Code **531453**

Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, c-1 Block G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400050
REF: Script Code **MOHITIND**

Sub: Notice of 30th Annual General Meeting of the company on the 28th September, 2020

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Copy of Notice of 30th Annual General Meeting of the members of Mohit Industries Limited ("the company") scheduled to be held on **Monday, 28th September, 2020 at 11.30 a.m.** at the Registered Office of the Company at 6th Floor, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat – 395002, Gujarat to consider and approve the business specified in notice convening the 30th Annual General Meeting.

We request you to please take same on record and disseminate to all concerned.

Thanking You
For Mohit Industries Limited

Nikita Pediwal
Company Secretary

Encl: ***As Above***

CIN No. : L17119GJ1991PLC015074
A/601 B, International Trade Centre, Majura Gate, Ring Road, Surat-395 002.
Phone : 2463261, 2463262, 2463263 FAX : +91 - 261 - 2463264
E-mail : contact@mohitindustries.com Visit us : www.mohitindustries.com

NOTICE

NOTICE is hereby given that the **30th Annual General Meeting ("AGM")** of the Members of **MOHIT INDUSTRIES LIMITED (CIN No. L17119GJ1991PLC015074)** will be held on Monday, September 28, 2020 at 11.30 a.m. at 6th Floor, A-601/B, International Trade Centre, Majura Gate, Ring Road Surat- 395002, Gujarat, India 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Manish Narayan Saboo (holding DIN No. 01576187), 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, 2021 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 (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, 2021, amounting to Rs. 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 increase the Authorised Share Capital of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

   RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1.50,00,000 (One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupee ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupee ten) each;

   RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

   V. The Authorised Share Capital of the Company Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupee ten) each.

   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. Narayan Sitaram Saboo (DIN: 00223324) as Managing Director 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, 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 Members of the Company be and is hereby accorded to re-appoint Mr. Narayan Sitaram Saboo as Managing Director of the Company for a period of 5 Years with effect from 01st October, 2020 to 30th September, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Narayan Sitaram Saboo.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. To consider Issuance of equity Shares on Preferential Basis to the Promoter and person belonging to the Promoter Group 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 in accordance with the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations 2011 ("SEBI SAST Regulations") as amended from time to time, and subject to the approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the members of the company be and is hereby accorded to the Board to create, offer, issue and allot, on preferential basis ("Preferential Issue") to Promoter Group ("Proposed Allottee") upto maximum of 25,00,000 (Twenty Five Lakhs) Equity Shares of face value Rs. 10 (Rupees Ten) at Rs. 10 each per equity, aggregating to Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) in one or more tranches, in such manner, at such price not being less than the price as may be arrived at in accordance with SEBI (ICDR) Regulations and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations or other applicable laws in this respect to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of proposed Equities to be allotted
1.	NARESH SITARAM SABOO	7,50,000
2.	NARAYAN SITARAM SABOO	5,00,000
3.	MANISH NARAYAN SABOO	6,50,000
4.	MOHIT NARAYAN SABOO	6,00,000
Total		**25,00,000**

At an exercise price to be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Relevant Date, as per regulation 161 of the SEBI (ICDR) Regulations, for the determination of issue price for Equity Shares to be issued and allotted be and is hereby fixed as Friday, 28th August, 2020 being the date which is 30 (thirty) days prior to the deemed date of passing of this Resolution at Annual General Meeting i.e. on Monday, 28th September, 2020.

RESOLVED FURTHER THAT the issue and allotment of equity shares to the Proposed Allottees, shall be on the following terms and conditions:

a) The equity shares shall be allotted within a period of 15 days from the date of passing of Special Resolution;

b) Pursuant to Regulation 170 of the SEBI ICDR Regulations, the equity shares to be allotted, shall only be made in dematerialised form and shall, subject to receipt of necessary approvals, be listed and traded on the respective Stock exchange;

c) The equity share shall be allotted to Proposed Allottees at a not being less than the price calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations;

d) The 100% of the price of the equity shares to be allotted shall be paid prior to the allotment date;

e) The consideration for allotment of equity shares shall be paid to the Company from the Bank Account of the Proposed Allottees;

f) The equity shares allotted on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations; and

g) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval granted by the Stock Exchange for the equity shares allotted as specified under Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be allotted by board shall rank pari passu in all respect (including as to entitlement to voting powers and dividend) with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price, reduction of the size of the issue as it may deem expedient, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company pursuant to the aforesaid preferential allotment shall be issued in dematerialized form within a period of 15 days from the date of passing of this resolution, provided that where the issue and allotment of the equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the existing holding of proposed allottee along with Equity Shares to be so allotted shall be subject to lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulation relating to Preferential Issue;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Date : 28th August, 2020
Place : Surat

By order of the Board
For Mohit Industries Limited

Sd/-
Nikita Pediwal
(Company Secretary)

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, or with the physical presence after obtaining permissions from the relevant authorities to conduct the meeting in its registered office. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through physical presence of member after taking all the necessary precautions and approvals from the necessary authorities required for the said purpose.

2. 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.

3. **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 30TH ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED.**

4. **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, 24TH SEPTEMBER, 2020 TO MONDAY, 28TH SEPTEMBER, 2020 (BOTH DAYS INCLUSIVE) for purpose of 30th 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 2019-20 the Company has transferred the unpaid and unclaimed dividend amount, pertaining to Financial Year 2011-12 (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, 2020 on the website of the Company (www.mohitindustries.com). The details of unclaimed dividends for the financial year 2015-16 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, 2020	Due Date for transfer to IEPF
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 2019-20 the Company has transferred 7,453 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. Further, in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.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. 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.

20. The details of the directors seeking appointment/re-appointment at the 30th 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.

21. A route map showing directions to the venue of the 30th 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 30th 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, 24th September, 2020 (9:00 am) and ends on Sunday, 27th September, 2020 (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, 21st September, 2020, 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, 21st September, 2020.

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 21st September, 2020, 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, 2021.

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

The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each. Post the issue of Equity Sahres of the Company, the Paid-up Capital of the Company will increase to Rs. 16,65,75,750/- therefore required to altered the Authorised Capital in order to raise further Capital by the Company. In order to avoid any delay in raising fund during any unforeseen exigencies on account of breach of Authorised Capital limit, it is proposed to raise the limit upto which the Company can issue further equity, by enhancing the Authorised Capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The resolution is therefore proposed at Item No. 4 of the Notice to increase the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

The Directors recommend the resolution at Item No.4 of the accompanying Notice for the approval of the Members of the Company.

Item No. 5

On 25th Annual General Meeting of the company, the Members had appointed Mr. Narayan Saboo as the Managing Director of the Company for a period of five years w.e.f. 01.10.2015 and his term as the Managing Director would be expiring on 30.09.2020. Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications, experience and contribution of Mr. Narayan Saboo, the Board in its meeting held on 24th August, 2020, has decided to re-appoint him as Managing Director for a further period of 5 years w.e.f. 01st October, 2020, subject to the approval of members at the Annual General Meeting of the Company at the following remuneration fixed by the Nomination and Remuneration Committee for a period of 5 years from the date of his re-appointment:

1. Salary: Rs. 50,000/- Per Month

2. Perquisites : Mr. Narayan Saboo will be entitled to; - allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/ or any other allowance; - perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities; -commission / incentive;

3. In the event of absence or inadequacy of profits in any financial year, Mr. Narayan Saboo, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and rules made there under or any statutory modification or re-enactment thereof.

4. Mr. Narayan Saboo will undertake such travel in and outside India as may be necessary from time to time in relation to the business of the Company.
5. Mr. Narayan Saboo shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
6. No sitting fee shall be paid to Mr. Narayan Saboo as Managing Director for attending the meetings of the Board of Directors or any Committee/s thereof.
7. Mr. Narayan Saboo will be subject to all other service conditions as applicable to any other employee of the Company.
8. 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 as a Special Resolution for approval of the members

Except Mr. Narayan Saboo 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 of the accompanying Notice of the AGM.

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.

Item No. 6

The Company needs funds to meet its working capital requirements. It was therefore thought expedient to raise the funds through issue of equity shares to Person/entities forming part of the Promoter and Promoter group of the Company on Preferential basis.

The Board of Directors of the Company at its meeting held on August 28, 2020 has decided to issue, offer allot equity shares of face value Rs.10/- (Rupees Ten Only) each of the company at a Rs. 10/- (Rupees Ten only) each equity shares on preferential basis to Person/ entities forming part of the Promoter and Promoter group of the Company in accordance with Chapter V of the SEBI ICDR Regulations, 2018 subject to approval of shareholders.

Equity shares shall be allotted within 15 days from the date of passing of special resolution.
Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, preferential allotment of equity shares needs to be approved by the shareholders by passing special resolution. In terms of Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the following disclosures are made.

The disclosures under Resolution No. 6 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:

1. **A. The objects of the preferential issue:**

   The object of the issue is to will be utilized to finance the growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for General corporate purposes.

   B. Maximum number of specified securities to be issued and pricing of Preferential Issue:

   The resolution set out in the accompanying Notice authorizes the Board to issue upto 25,00,000 (Twenty five Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each of the Company at Rs. 10/- (Rupees Ten Only) per Equity shareto be issued to persons/ entities belonging to Promoter and promoter Group on preferential basis.

   C. The class or class of persons to whom the allotment is proposed to be made

   The allotment is proposed to be made to Promoter and Promoter Group Category.

   D. Proposal of the Promoters/ Directors/ Entities/Key Management Persons to subscribe to the offer

   None of Director/ Key managerial personnel/ Entities except Mr. Narayan Saboo (Managing Director), Naresh Saboo (Director), Manish Saboo (Director & CFO) and Mohit Saboo, belongs to promoter group intends to subscribe to any equity shares. No other Directors and Key Managerial Personnel of the issuer is intending to subscribe the shares.

   E. Shareholding Pattern of the company before and after the Preferential Issue

   The shareholding pattern before and after the allotment of 25,00,000 Equity Shares would be as under:

S. No.	Category	Pre- Issue As on 30TH June, 2020		Post – Issue #	
(A)	Shareholding of Promoter/ Promoter Group	No of shares	Percentage of Holding	No of Share	Percentage of Holding
1)	**Indian**	--	--	--	--
a	Individuals/ Hindu Undivided Family	--	--	--	--
b	**Bodies Corporate**	**5598112**	**39.54**	**5598112**	**33.61**
	Mask Investments Ltd	1428881	10.09	1428881	8.58
	Mohit Overseas Ltd	1598622	11.29	1598622	9.60
	Mohit Yarns Ltd	1970609	13.92	1970609	11.83
	Mohit Exim Pvt Ltd	600000	4.24	600000	3.60
c	Financial Institutions/ Banks	--	--	--	--
d	Any Others				
	Director's Relatives	**1746431**	**12.33**	**4246431**	**25.49**
	Madhu Narayan Saboo	431359	3.05	431359	2.59
	Sonia Naresh Saboo	60000	0.42	60000	0.36
	Sitaram Nandlal Saboo	240021	1.70	240021	1.44
	Ayushi Manish Saboo	60000	0.42	60000	0.36
	Mohit Narayan Saboo	162836	1.15	762836	4.58
	Narayan Sitaram Saboo HUF	27866	0.20	27866	0.17
	Sitaram Nandlal Saboo HUF	30100	0.21	30100	0.18
	Directors				
	Narayan Sitaram Saboo	580385	4.10	1080385	6.49
	Manish Narayan Saboo	75440	0.53	725440	4.36
	Naresh Sitaram Saboo	78424	0.55	828424	4.97
	Sub Total(A)(1)	7344543	51.87	9844543	59.10
2	**Foreign**				
a	Individuals (NRI/ Foreign Individuals)	-	-	-	-
b	Bodies Corporate	-	-	-	-
c	Institutions	-	-	-	-
d	Any Other	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)				
B)	**Public shareholding**				
B1	**Institutional Investors**				
a	Mutual Funds	-	-	-	-
b	Venture Capital Funds	-	-	-	-
c	Alternate Investments Funds	-	-	-	-
d	Foreign Venture Capital Investors	-	-	-	-
e	Foreign Portfolio Investors	-	-	-	-
f	Financial Institutions/Banks	597	0.00	597	0.00
g	Insurance Companies	-	-	-	-
h	Provident Funds / Pension Funds	-	-	-	-
i	Any Other	-	-	-	-
	Sub-Total (B)(1)	**597**	**0.00**	**597**	**0.00**
B2	**Non-institutional Investors**				
a	Indian Bodies Corporate	1069170	7.55	1069170	4.62
b	Resident Individuals	5687915	40.18	5687915	24.56
c	Clearing Member	2977	0.02	2977	0.01
d	NRI	31355	0.22	31355	0.14
e	Trust	5001	0.04	5001	0.02
f	Investor Education And Protection Fund	16017	0.11	16017	0.07
	Sub-Total (B)(2)	**6812435**	**48.13**	**6812435**	**40.90**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**6813032**	**48.13**	**6813032**	**40.90**
	TOTAL (A)+(B)	**1,41,57,575**	**100.00**	**16657575**	**100.00**

Note:-

1. The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

f. Proposed time within which the preferential shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

g. Identity of the natural persons/entities who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

Name of Proposed Warrant Allottees	Category	Pre Issue Shareholding		Proposed Allotment	Post issue *		Details of Ultimate Beneficial Owners
		No. of Equity Shares	%	No. of Equity shares	No. of Equity Shares	%	
Narayan Sitaram Saboo	Promoter	580385	4.10	500000	1080385	6.49	Narayan Sitaram Saboo
Naresh Sitaram Saboo	Promoter	78424	0.55	750000	828424	4.97	Naresh Sitaram Saboo
Manish Narayan saboo	Promoter	75440	0.53	650000	725440	4.36	Manish Narayan saboo
Mohit Narayan Saboo	Promoter	162836	1.15	600000	762836	4.58	Mohit Narayan Saboo

h. The Company hereby undertakes that, It would re-compute the price of the equity shares mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;

i. The Company hereby undertakes that, if the amount payable on account of re-computation of the price is not paid by the Proposed Allottees within the time specified under SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

j. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations.

a. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.

b. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

2. Valuation for consideration other than cash: Not applicable.

3. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

4. The proposed securities on preferential basis shall be issued in cash to the proposed allottee of Persons/entities forming part of the Promoter and Promoters group of the Company at a price to be determined in accordance with the SEBI (ICDR) Regulations, 2018.

h. Lock in Period

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock–in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

i. Pricing of the issue and Relevant Date

The issue price will be determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations. The issue of equity shares on preferential basis shall be made at a price not less than higher of the price derived in terms of chapter V of SEBI (ICDR) Regulations.

The Equity Shares of the Company are infrequently traded as per SEBI (ICDR) Regulations. The Preferential issue price has been

derived after considering the book value, comparable traded companies multiples and such other parameters as decided by the Board of the Company.

The "Relevant Date" as per the SEBI (ICDR) Regulations, for the determination of the offer, issue and allotment of the Equity Shares by way of preferential issue, for determination of minimum price for the issue od said equity shares is Friday, 28th August, 2020 being the date which is 30 (thirty) days prior to the deemed date of passing of special Resolution in the Annual General Meeting i.e. on Monday, 28th September, 2020.

j. Auditor's Certificate

A copy of the certificate from Mr. Jigar P. Shah, Company Secretary, and registered valuer certifying that the proposed preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018, shall be available for inspection at the Registered Office of the Company during office hours on all working days upto the last date Annual General Meeting i.e. on Monday, 28th September, 2020.

k. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2019 till date of this Notice, the Company has not offered, issued and allotted any Equity shares on preferential basis to person/entities forming part of the promoter and promoter group of the Company.

l. Terms of Issue of the Equity Shares, if any.

1. The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.
2. The Proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.
3. Price of Equity shares would be calculated at the price which is computed as per pricing formula specified under regulation 164 of SEBI ICDR Regulations.
4. 100% of consideration amount shall be payable before the allotment of Equity shares.
5. Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot equity share of Rs. 10/- each which shall be adjusted towards equity share capital and balance amount paid against each share towards share premium.
6. The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

m. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulation 160 of SEBI (ICDR) Regulations, 2018 a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions as set out in Item No. 6 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the ICDR Regulations including any amendment, modification, variation or reenactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No.61 of this Notice, for the approval of the Members.

None of the directors, Key managerial personnel or any relative of any of the directors or key managerial personnel of the Company or entities is, in anyway, concerned or interested in the above resolution except Mr. Naresh Saboo, Narayan Saboo, Mohit Saboo and Mr. Manish Saboo and their relatives.

By order of the Board
For Mohit Industries Limited
Sd/-
Nikita Pediwal
(Company Secretary)

Date : 28 August, 2020
Place : Surat

ANNEXURE A TO THE NOTICE

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. Narayan Sitaram Saboo	Mr. Manish Saboo
Date of Birth	12/12/1961	13/11/1984
Date of First Appointment	18/02/1991	29/09/2011
Expertise in Specific General Functional Area	• He has 34 years of Experience in management and operations of Textile Business and 10 years of experience in AAC Block Business. • Providing industry wise leadership and management strategy are his key area of expertise. • He is Co-founder of Mohit Industries Limited and has invaluable contribution in the growth of Company. • He is actively associated with various social welfare and charitable trusts. He is also member of Surat Textile Association.	• Rich experience in Finance and Management • 9 years of experience in export of textile products • Expertise in dealing with International companies and agencies and having knowledge of international exposure for variety of Businesses.
Qualification	B. COM & LLB	MBA in finance from Nottingham University, London
Directorship held in other public limited Companies	• Mohit Industries Limited, • Bigbloc Construction Limited, • Mask Investment Limited, • Soul Clothing Private Limited, • Mohit Overseas Limited, • Mohit Exim Private Limited, • Starbigbloc Building Material Private Limited (Formerly known as 'Hilltop Concrete Private Limited')	• Mohit Industries Limited, • Bigbloc Construction Limited, • Mohit Overseas Limited, • Starbigbloc Building Material Private Limited (Formerly known as 'Hilltop Concrete Private Limited')
Membership/ Chairmanship of Committees of other Public Companies	Nil	Nil
No. Of Shares held in the company	5,80,385	75,440
Relationship between Directors/ KMP inter-se	Mr. Narayan Saboo is Brother of Mr. Naresh Saboo, Director of the Company and Father of Mr. Manish Saboo, Director & CFO of the Company.	Mr. Manish Saboo is a Son of Mr. Narayan saboo, Managing Director of the company

Route MAP to the Venue of the 30th Annual General Meeting of Mohit Industries Ltd to be held on September 28, 2020 at at 11.30 a.m. at 6th Floor, A-601/B, International Trade Centre, Majura Gate, Ring Road 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 30th Annual General Meeting of the Company being held at 601-B, "A" WING, INTERNATIONAL TRADE CENTRE, MAGURAGATE CROSSING, RING ROAD, SURAT GJ 395002 IN on **Monday, the 28th September, 2020 at 11.30 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*

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

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 30th Annual General Meeting of the Company to be held at 601-B, "A" WING, INTERNATIONAL TRADE CENTRE, MAGURAGATE CROSSING, RING ROAD, SURAT GJ 395002 IN on **Monday, the 28th September, 2020 at 11.30 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	Vote (*Optional)	
Ordinary Business		**For**	**Against**
1.	Ordinary Resolution for Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Manish Narayan Saboo (DIN NO. 01576187) 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, 2021.		
4.	Special Resolution for re-appointment of Mr. Narayan Sitaram Saboo (DIN: 00223324) as a Managing Director of the Company.		
5.	Special Resolution for Increase the Authorized Share Capital of the Company and Alteration of Memorandum of Association.		
6.	Special Resolution for Issuance of Equity Shares on Preferential basis to the Promoter Group on Preferential basis.		

Signed this _____day of _____September, 2020

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 30th 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.