MOHOTA INDUSTRIES LIMITED

(Formerly known as "The Rai Saheb Rekhchand Mohota Spinning & Weaving Mills Limited)

Corporate Office: Ram Mandir Ward, Hinganghat, Dist. Wardha, Maharashtra - 442 301 Phone: 07153-244282, 244039
Fax: 244753 Web: www.mohotaindustries.com E-mail: info@rsrmm.com CIN: L99999MH1946PLC005261

Dated: 27th February, 2018

The Manager (Listing), *BSE Ltd.,* *Rotunda Building, 1st Floor,* *Dalal Street, Fort,* *Mumbai – 440 001* *Code: 530047*	*The Manager (Listing),* *National Stock Exchange of India Ltd.,* *Exchange Plaza, 5th Floor,* *Bandra Kurla Complex,* *Bandra (East),* *Mumbai – 440 001* *Code: MOHOTAIND*

Sub: Notice Extra Ordinary General Meeting (EGM) - Disclosure under regulation 30 of The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Notice of Extra Ordinary General Meeting.

The Notice of EGM is being sent to all the members whose name appear in the register of members/ Beneficial Owners received from the Registrar and Share Transfer Agent National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 23rd February, 2018 for the purpose of seeking approval of Members for Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013 and Issue of Shares on Preferential Basis as set out in the Notice.

The Company has engaged the services of CDSL for the purpose of providing the E-voting Facility to all its Members. The Voting Through postal ballot and e-voting will commence from Wednesday, March 21, 2018 (9.00 A.M. IST) and shall ends on Friday, March 23, 2018 (5.00 P.M. IST). Person whose name is recorded in the register of members or in the register of beneficial owner maintained by depositories as on cut- off date i.e. Saturday the 17th March, 2017 shall only be entitled to Vote in the process.

The Above documents are also available on the website of the Company at www.mohotaindustries.com at http://www.mohotaindustries.com/pdf/Notice_EGM_24032018.pdf

This is for your kind information and record.

Thanking Your

Yours Faithfully

For Mohota Industries Limited
(Formerly known as the Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.)

Sachin Kanojiya
Company Secretary and Compliance Officer

MOHOTA INDUSTRIES LIMITED

(Formerly 'The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.')

Registered office: Block No. 15, 3rd Floor, Devkaran Mansion Gate, No. 2, 63 Princess Street, Mumbai – 400 002,
CIN: L99999MH1946PLC005261; Ph. No: 07153 244282; Web: www.mohotaindustries.com, Mail Id: info@rsrmm.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF MOHOTA INDUSTRIES LIMITED (FORMERLY THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD.) WILL BE HELD ON SATURDAY, THE 24TH DAY OF MARCH, 2018 AT 10.30 A.M. AT 3RD FLOOR, DEVKARAN MANSION, GATE NO.2, 63 PRINCESS STREET, MUMBAI - 400 002 [M.S.] TO TRANSACT THE FOLLOWING BUSINESS.

SPECIAL BUSINESS

Item No 1. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013:

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

"RESOLVED THAT in supersession of the special resolution passed by the shareholders of the Company, at their 70th AGM held on 27th September, 2017 and pursuant to the provisions of section 186 read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this resolution) to exercise its powers:

(i) to give any loan to any person or other body corporate; and/or
(ii) to give guarantee and /or to provide security in connection with a loan to any other body corporate or person and
(iii) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

in one or more tranches and from time to time, up to the maximum amount of Rs. 500 Crores (Rupees Five Hundred Crores only), outstanding at any point of time notwithstanding that the aggregate amount of all the loans/ guarantees/security/ investments so far made together with the proposed loans/ guarantees/ security/ investments to be made, exceeds the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investment so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Item No: 2. To issue of Equity share on preferential basis:

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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board

A) To create, issue, offer and allot, from time to time in one or more tranches, upto 35,50,678 Equity shares of Rs. 10/- each on preferential basis for consideration other than cash i.e. for dilution of 65% (Sixty Five Percent) partners right in **M/s Armors Developers, Nagpur** and 34.32% (Thirty Four point Three Two percent)partners Right in **M/s Daga Estates, Nagpur** partnership firms with equity shares of the company and based on the valuation report obtained by the Company in accordance with the applicable law, at a price of Rs. 625/- (Six hundred Twenty Five only), being not less than the price determined in accordance with Regulation 76 of Chapter VII of SEBI ICDR Regulations or such higher price as Board of Directors of the Company may decide, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion to following persons (partners of the above partnership firm):

Sr. No.	Name of Applicant Along with PAN and address	Category	Equity shares to be allotted (Not Exceeding)
1	**Krishna Kumar Daga** Add: Bisesar House, Civil Lines, Nagpur-440001 [M.S.] **PAN: ABKPD3337J**	Non Promoter	11,96,200
2	**Anand Narayanrao Khobragade** Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] **PAN: AJWPK5938Q**	Non Promoter	14,12,925
3	**Sharda Anand Khobragade** Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] **PAN: ANPPK4293F**	Non Promoter	1,53,581
4	**Harsh Vardhan Bhagat** Add: 17 Raja Santosh Road, Alipore P O Calcutta -440001, West Bengal **PAN: AHRPB2192C**	Promoter	7,87,972
		Total	**35,50,678**

B) To create, issue, offer and allot, from time to time in one or more tranches, upto 2,35,294 Equity shares of Rs. 10/- each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores) on preferential basis for Cash at a price Rs. 425/-(Four hundred Twenty Five) (subscription Price) being not less than the price determined in accordance with Regulation 76 of Chapter VII of SEBI ICDR Regulations or such higher price as Board of Directors of the Company may decide, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion to following persons:

Sr. No.	Name of Applicant Along with PAN and address	Category	Equity shares to be allotted (Approx)	Total amount to be invested (amount in Rs.) (approx.)
1	**Vinodkumar Ranchhoddas Mohota** Add: Ram Mandir Ward Hinganghat - 442301, Dist-Wardha [M.S.], India **PAN: ACDPM2554L**	Promoter	1,17,647	5,00,00,000/-
2	**Vinay Mohunta** Add: Shora Kothi, Kamptee Road, Nagpur – 440026 [M.S.], India **PAN: ACCPM5111A**	Non Promoter	1,17,647	5,00,00,000/-
Total			**2,35,294**	**10,00,00,000/-**

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations the minimum price is **Rs. 328.71**. The "Relevant Date" for the purpose of determining the minimum issue price for the issue of equity shares is **February 22, 2018.** The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. **March 24, 2018** which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules thereunder.

RESOLVED FURTHER THAT the said Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said 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 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the equity shares to be allotted shall be subject to the Memorandum and Articles of

Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contacts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of equity shares and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

For and On behalf of the Board

Sd/-
Vinod Kumar Mohota
DIN:00247348
Managing Director

Place: Hinganghat
Date: 24.02.2018

NOTES:

1. The Explanatory Statements as required under Section 102 of the Companies Act, 2013 in respect of the Special Business are annexed hereto and forms a part of this Notice.

2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The instrument appointing a proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested tofill in their folio number/Client ID and DP ID, sign the attendance slip and hand it over at the gate of the venue of the Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. An electronic copy of the EGM notice is being sent to all the members, whose e-mail IDs are registered with the Company/ Depository participant(s) for communication purposes. For members, who have not registered their email address, physical copies of the EGM notice are being sent in the permitted mode. Members may also note that EGM notice will also be available on the Company's website for their download.

6. Members are informed that in case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

7. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

8. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.

9. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a Body Corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.

10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 10.00 a.m. to 1.00 p.m. up to the date of this Extra Ordinary General Meeting.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.

12. Members are requested to notify the Company/Registrar and Share Transfer Agent of their email address and

any change in the correspondence address.

13. Route Map for the location of the aforesaid meeting is enclosed.

14. Voting through Electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015,the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the EGM) to exercise their right to vote at the Extra ordinary General Meeting (EGM) by Electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through ballot/polling paper, shall be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be eligible to exercise their voting rights at the meeting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

1. The voting period begins on **21st March, 2018 (9.00 A.M.)** and ends on **23rd March, 2018 (5.00 P.M.).** During this period shareholders of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date i.e. 17th March, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 23rd March, 2018.

2. Shareholders who have already voted through remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to voting at the meeting venue.

3. The Shareholders should Log on to the e-voting website www.evotingindia.com

4. Click on "Shareholders" tab.

5. Now, select the " Mohota Industries limited formerly-The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. (RSRM)" from the drop-down menu and click on "SUBMIT"

6. **i) Now Enter your User ID**
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

   ii) Next enter the Image verification as displayed and click on Login.

7. 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.

8. If you are a first time user follow the steps given below:

9. Now, fill up the following details in the appropriate boxes.

	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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form) in the PAN field. • In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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. 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 6.

10. After entering these details appropriately, click on "SUBMIT" tab.

11. Members holding shares in physical form will then reach directly 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.

12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of EGM.

13. Click on the EVSN of "Mohota Industries Limited -The Rai Saheb Rekhchand Mohota Spg. &Wvg. Mills Ltd." on which you choose to vote.

14. 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.

15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

16. 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.

17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

19. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

20. Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The **m-Voting** app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

21. Note for Institutional Shareholders and Custodians.

    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
    - After receiving the login details they have to create a compliance user who would be able to link the account(s) 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.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

22 I. 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

II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date i.e.**17th March, 2018.**

III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).

IV. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS 5683 CP No. 4119), as the Scrutinizer, to scrutinize the e-voting process (including poll at the meeting), in a fair and transparent manner.

V. The Scrutinizer shall immediately 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 submit, not later than Twenty Four hours of

the conclusion of the EGM i.e. 26th March, 2018 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.

VI. The result declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.mohotaindustries.com and on the website of CDSL 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 BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

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

The following explanatory statements set out all material facts relating to the business mentioned in the Notice convening the EGM, as required under Section 102(1) of the Companies Act, 2013.

Item No.1

Pursuant to the provisions of section 186 of the Companies Act, 2013 read with rules framed thereunder, the company is required to obtain prior approval of shareholders/members by way of special resolution at the general meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

The Members of the Company had, at the 70th Annual General Meeting held on 27th September, 2017, authorized the Board of Directors (which term shall be deemed to include any Committee of the Board) to give any loan to any person or other body corporate; and/or to give guarantee and /or to provide security in connection with a loan to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in one or more tranches and from time to time, up to the maximum amount of 150 Crores (Rupees One Hundred and Fifty Crores only), outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees / security/ investments so far made together with the proposed loans/ guarantees/ security/ investments to be made, exceeds the limits prescribed under section 186 of the Companies Act, 2013.

As a measure of achieving business objectives, proposed future plan towards infrastructure activity and investment in the proposed partnership firm, the permission of the shareholders is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to increase the power given to the Board of Directors, for acquiring by way of subscription, purchase or otherwise securities of any Body Corporate and/ or to give loan to any Body Corporate or person and/or to give guarantee or provide security in connection with a loan to any other Body Corporate or person in one or more tranches and from time to time, upto the maximum amount of Rs. 500 crores (Five Hundred Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/ guarantees/security/ investments so far made together with the proposed loans/ guarantees/ security/investments to be made, exceeds the limits prescribed under section 186 of the Companies Act, 2013.

None of the Director or Key Managerial Personnel of the Company or their relatives are,in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Resolution as set out at Item No. 1 of the accompanying Notice for approval by the Members as Special Resolution.

Item No. 2

In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI (ICDR) Regulations, any preferential allotment of securities need to be approved by the shareholders by way of a special resolution.

The investment will be subject to customary conditions precedent including the execution of definitive documents and receipt of Shareholders approval and applicable governmental and regulatory approvals.

The consent of the shareholder is being sought by a special resolution to enable the Board to issue the equity shares in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, SEBI ICDR Regulations, as amended, Listing Regulations and any other applicable laws.

Further in terms of Regulation 73 of SEBI (ICDR) Regulations, the following disclosures are required to be made in the Explanatory Statement to the notice:

a. Object of the preferential issue of Equity Shares and details of utilization of proceeds:

1. The object of the preferential issue is to acquire 65% (Sixty Five Percent) of the partners Right in the **M/s. Armors Developers** and 34.32% (Thirty Four point three two Percent) of the partners Right in **M/s Daga Estate,** partnership firms and increase the capital structure.

2. Proceeds of the issue of shares for consideration in cash will be utilized for repayment of secured/unsecured loan, short term working capital and other general corporate purposes.

b. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any: None of the, promoter/ Directors or Key Management Personnel of the Company intends to apply this preference issue except Shri Vinod Kumar Mohota promoter and Harshvardhan Bhagat immediate relatives of promoters who intends to apply to the issue.

c. The shareholding pattern of the Company before and after the preferential issue of Equity Shares:

Sr. no	Category of Investors	Pre-issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
A	**Promoters and Promoters Group**				
1	**Indians:**				
	Individual	24,74,556	16.96	33,80,175	18.40
	Bodies Corporate	36,46,588	24.99	36,46,588	19.84
	Sub Total (A)	**61,21,144**	**41.96**	**70,26,763**	**38.24**
B	**Non Promoters holding**				
1	**Institution**				
i	**Mutual Fund**	-	-	-	-
ii	**Venture Capital Funds**	-	-	-	-
iii	**Alternate Investment Funds**	-	-	-	-
iv	**Foreign Venture Capital Investors**	-	-	-	-
v	**Foreign Portfolio Investor**	700	0.00	700	0.00
vi	**Financial Institutions / Banks**	90711	0.62	90711	0.49
vii	**Insurance Companies**	-	-	-	-
viii	**Provident Funds / Pension Funds**	-	-	-	-
ix	**Any Other (Specify)**	-	-	-	-
	Sub Total (B)(1)	**91,411**	**0.63**	**91,411**	**0.50**
2	**Central Government / State Government(s) / President of India**	-	-	-	-
	Sub Total (B)(2)	-	-	-	-
3	**Non-Institutions**				
i	**Individual**	3908166	26.78	67,88,519	36.94
ii	**NBFCs registered with RBI**	2,800	0.02	2,800	0.02
iii	**Employee Trusts**	-	-	-	-
iv	**Overseas Depositories(holding DRs) (balancing figure)**	-	-	-	-
v	**Any Other (Specify)**				
	Trusts	-	-	-	-
	Hindu Undivided Family	6,80,496	4.66	6,80,496	3.70
	Non Resident Indians	73,329	0.50	73,329	0.40
	Clearing Member	18,93,988	12.98	18,93,988	10.31
	Bodies Corporate	18,18,111	12.46	18,18,111	9.89
	Sub Total (B)(3)	**83,76,890**	**57.41**	**1,12,57,243**	**61.26**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**84,68,301**	**58.04**	**1,13,48,654**	**61.76**
	Grand Total (A+B)	**1,45,89,445**	**100.00**	**1,83,75,417**	**100.00**

* As on Feb 09, 2018

d. Proposed time within which preferential issue of Equity Shares shall be completed:

As required under the ICDR Regulations, the preferential issue of equity shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concern authorities.

e. The Identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

The identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name, Address& PAN of Allottee	Category	Total Equity shares proposed to be allotted	Category Natural persons who are the ultimate beneficial owners	Pre-issue Shareholding		Post-issue Shareholding*	
				No of shares held	% of shares	No of shares held	% of shares
Krishna Kumar Daga Add: Bisesar House, Civil Lines, Nagpur-440001 [M.S.] **PAN: ABKPD3337J**	**Non Promoter**	1196200	**Krishna Kumar Daga**	0	0	1196200	6.51
Anand Narayanrao Khobragade Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] **PAN: AJWPK5938Q**	**Non Promoter**	1412925	**Anand Narayanrao Khobragade**	0	0	1412925	7.69
Sharda Anand Khobragade Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] **PAN: ANPPK4293F**	**Non Promoter**	153581	**Sharda Anand Khobragade**	0	0	153581	0.84
Harsh Vardhan Bhagat Add: 17 Raja Santosh Road, Alipore P O Calcutta -440001, West Bengal **PAN: AHRPB2192C**	**Promoter**	787972	**Harsh Vardhan Bhagat**	0	0	787972	4.29
Vinodkumar Ranchhoddas Mohota Add: Ram Mandir Ward Hinganghat -442301, Dist-Wardha [M.S.], India **PAN: ACDPM2554L**	**Promoter**	117647	**Vinodkumar Ranchhoddas Mohota**	0	0	117647	0.64
Vinay Mohunta Add: Shora Kothi, Kamptee Road, Nagpur – 440026 **PAN: ACCPM5111A**	**Non Promoter**	117647	**Vinay Mohunta**	0	0	117647	0.64
						3785972	20.61

f. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of equity shares on a preferential basis, there will be no change in the control of the Company.

g. Lock-in-period

(i) The equity shares allotted on a preferential basis shall be subject to 'lock-in' in accordance with the ICDR Regulations.

(ii) The entire pre-preferential shareholding of Proposed Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

h. Basis or justification of Price

The SEBI Minimum Price is Rs. 328.71/-(Rupees Three Hundred and Twenty Eight Rupees and Seventy one paise only) i.e. price as arrived in the accordance with the Regulation 76 provisions of SEBI ICDR Regulations which is higher of the following:

(i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or

(ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

i. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

(i) It shall re-compute the price of Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to do so.

(ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

j. Certificate from the statutory auditors

The Certificate from M/s. M. M. Parikh & Co, Chartered Accountants, statutory auditors of the Company, to the effect that the present preferential offer is being made in accordance with the requirement contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between10:00 a.m. and 5:00 p.m. till the date of passing of the special resolution.

k. Relevant Date

The relevant date for the purpose of pricing shall be Thursday, February 22, 2018 being the date which is the 30 (thirty) days prior to the date of passing of the special resolution by the members of the Company at Extra ordinary General meeting to approve the proposed preferential issue of Shares, in accordance with the SEBI (ICDR) Regulations.

l. Terms of Equity Shares to be issued to the allottee:

(i) The equity shares issued shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including with respect to dividend, with the then fully paid –up equity shares of the Company.

m. Other Disclosures

(i) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter.

(ii) The Board, in its meeting held on February 14, 2018 has approved the issuance of Equity shares on preferential basis to the proposed allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

(iii) None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.
The Board recommends the special resolution mentioned at Item No. 2 of the notice for approval by the members.

For and On behalf of the Board

Sd/-
Vinod Kumar Mohota
DIN :00247348
Managing Director

Place: Hinganghat
Date: 24.02.2018

Form No. MGT-12
Polling Paper

Sr. No._____

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014*]*		
Name of the Company	:	**Mohota Industries Limited** CIN : L99999MH1946 PLC005261
Registered office	:	Block No.15, 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400 002.

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	**Equity Shares**

I/We hereby exercise my/our vote in respect of Resolutions set out in the Notice of the **Extra ordinary General Meeting (EGM)** of the Company to be held on **Saturday the 24hMarch., 2018** by sending my/our assent or dissent of the said Resolutions by placing the tick **(√)** in the appropriate boxes given below:

No.	Item No.	No. of Shares held by me	I Assent to the Resolution (√)	I Dissent from the Resolution (√)
	SPECIAL BUSINESS			
1.	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013: (Special Resolution)			
2.	To issue Equity Shares on preferential basis. (Special Resolution)			

Place: Date:	**Signature of the shareholder(s) / Proxy Holder**

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]*

CIN: L99999MH1946 PLC005261
Name of the Company: Mohota Industries Limited
Registered office: Block No.15, 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400 002.

Name of the Member(s):
Registered address:

E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We being the member(s) of .....shares, of the above named Company hereby appoint

1. Name: _____ Address:_____
E-mail Id:_____ Signature:_____, or failing him;

2. Name: _____ Address:_____
E-mail Id:_____ Signature:_____, or failing him;

3. Name: _____ Address:_____
E-mail Id:_____ Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra ordinary General Meeting of members of the Company, to be held at 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400002 on Saturday, the 24th March, 2018 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For (√)	Against (√)
SPECIAL BUSINESS			
1	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013. (Special Resolution)		
2	To issue Equity Shares on preferential basis. (Special Resolution)		

Signature of Shareholder_____ Signed this ..... day of..... 2018

Affix Revenue Stamp

Signature of Proxy holder(s) _____

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. **Signature of member should be across a Revenue stamp of Re. 1/-.**

MOHOTA INDUSTRIES LIMITED

(Formerly known as The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.)
Registered office: Block No. 15, 3rd Floor, Devkaran Mansion Gate, No. 2, 63 Princess Street, Mumbai – 400 002, Web: www.mohotaindustries.com, Mail Id: info@rsrmm.com

D.P. ID.*	
Client ID.*	

L.F. No.	
No of Shares	

ATTENDANCE SLIP

I/ We hereby record my/our presence at the EXTRA ORDINARY GENERAL MEETING of the company held at 3rd Floor, Devkaran Mansion Gate, No. 2, 63, Princess Street, Mumbai – 400 002 on Saturday, the 24th March, 2018 at 10.30 A.M.(I.S.T.)

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

*Applicable for investors holding shares in Electronic Form.

Note:
1) You are requested to sign and hand over this slip at the Meeting Venue.
2) Members are requested to bring their copy of EGM Notice for reference at the Meeting.

✂.....

Route Map: EGM Venue of the Mohota Industries Limited

