MOHOTA INDUSTRIES LIMITED

(Formerly Known as 'The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.')
Corporate Office: Post Box No.1, Hinganghat, Dist. Wardha, Maharashtra - 442 301
Regd. Office: Devkaran Mansion, Gate No.2, 3rd Floor, 63, Princess Street, Mumbai – 400002 [M.S.]
Ph.: 07153-244282, 244039 FAX: 244753 Web: www.rsrmm.com E-mail: info@rsrmm.com CIN: L99999MH1946PLC005261

Dated: 21th December, 2017

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: MOHOTAMILL***

Sub: Postal Ballot notice- 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 Postal Ballot Notice and Postal ballot form.

The Postal Ballot Notice along with other documents as required, 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 8th December, 2017 seeking approval of Members for Increase in Authorised Share Capital of the Company and Consequently alteration of clause 'V' of Memorandum of Association of the Company and Issue of Convertible Warrants 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 Friday, December 22, 2017 (9.00 A.M. IST) and shall ends on Saturday, January 20, 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. Friday the 15th December, 2017 shall only be entitled to Vote in the process.

The Above documents are also available on the website of the Company at www.rsrmm.com.

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 Known as 'The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.')

Corporate Office: Post Box No.1, Hinganghat, Dist. Wardha, Maharashtra - 442 301

Registered Office: Block No. 15, 3rd Floor, Gate No. 2, Devkaran Mansion, 63 Princes Street, Mumbai–400 002

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Member of CISQ Federation RINA ISO 2000 : 2008 Certified Quality System

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION THROUGH POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS THEREOF ("LISTING REGULATIONS").

To,
The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Companies Act'), and all other applicable provisions, if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act (including any statutory modification or re-enactment thereof for the time being in force) to the members of **Mohota Industries Limited (Formerly Known as 'The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.')** ('Company') to consider and if found fit, to pass the following resolutions through a postal ballot ('Postal Ballot') or, alternatively, through the electronic voting (e-voting) facility offered by the Company in this regard.

The Resolutions and Explanatory Statement setting out the material facts pertaining to the said Resolutions (pursuant to Section 102 of the Companies Act and the Rules made thereunder) and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration. Also enclosed is a self-addressed, postage prepaid envelope for your use. As per the provisions of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary (Membership No. FCS-5683, CP No. 4119) as the Scrutinizer ('Scrutinizer') for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding Equity Shares of the Company may vote either by way of Postal Ballot or by way of remote e- voting. Members are requested to carefully read the instructions forming part of this Notice and return the Postal Ballot Form (no other form is permitted) duly completed in self-addressed, business reply envelope so as to reach the Scrutinizer **Mr. Dinesh Kumar Deora,** at **C/o Bigshare Services Pvt. Ltd., E - 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072** not later than the close of working hours at 5.00 P.M. on Saturday, January 20, 2018. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received.

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, 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 by Electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to attend and vote at a general meeting of the Company are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through physical form shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced by Monday, January 22, 2018 at 5.00 P.M. at the Corporate Office of the Company at Ram Mandir Ward Hinganghat - 442301. The result will be communicated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website (www.rsrmm.com) and on the website of CDSL (www.cdslindia.com).

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com.

Item of Business requiring consent of shareholders through Postal Ballot:

Item No: 1: To Increase the Authorised Share Capital and Consequent Alteration of Capital Clause in the Memorandum of Association

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

"RESOLVED THAT pursuant to provisions of Section 13, 61(1)(a) read with Section 64 and all 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) and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhsonly) Equity Shares of Rs.10/- (Rupees Ten only) each and 3,00,000 (Three Lakhs only) Non-Cumulative Redeemable Preference Shares of

Rs.100/- (Rupees One Hundred only) each to Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 2,70,00,000 (Two Crore Seventy Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each and 3,00,000 (Three Lakhs only) Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each by creation of additional 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares."

"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 is as under:

V. The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 2,70,00,000 (Two Crore Seventy Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each and 3,00,000 (Three Lakhs only) Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each, with powers to the Company to increase or reduce the capital and to issue any part of its capital original or increased, with or without preference, priority or special privileges or subject to any postponement of rights or to any conditions or restrictions and so that unless the condition of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.**"**

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board"), any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution, and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and desirable, including executing all such documents and writings, as they may in their absolute discretion deem necessary or incidental thereto, including paying such fees and incurring such expenses in relation thereto, and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the foregoing Resolution and to file such documents, forms, etc., as required under the applicable laws, with the regulatory/statutory authorities and authorise the officials of theCompany for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.**"**

Item No.2 : To issue Convertible Warrants 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"), the Foreign Exchange Management Act, 1999 (the 'FEMA') read with Foreign Direct Investment Policy of India('FDI policy'), RBI guidelines issued from time to time, 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 to create, issue, offer, and allot, from time to time in one or more tranches, convertible warrants (hereinafter referred to as the 'Warrants'), each Warrant exercisable for equity shares of the Company having a face value of Rs. 10/- each aggregating to Rs. 1,15,00,00,000 (Rupees One Hundred and Fifteen Crores only), within a period of 18 (Eighteen) months from the date of allotment of Warrants, for cash at a price ("Subscription Price") which shall be Rs. 450/- or such higher price as may be determined as per Regulation 76 of the ICDR Regulations on the basis of the Relevant Date or such higher price as Board of Directors of the Company may decide(hereinafter referred to as "SEBI Minimum price") to following persons (hereinafter referred to as the 'Warrant holder'):

Sr. No.	Name of Applicant alongwith PAN and address	Category	Total amount to be invested (amount in Rs.) (approx.)
1	**VAAIBZ PTE LTD** Add: 1 North Bridge Road, #10-05/06 High Street Centre, Singapore-179094 UEN: 200210825Z	Non Promoter	35,00,00,000/-
2	**Vinodkumar Ranchhoddas Mohota** Add: Ram Mandir Ward Hinganghat -442301, Dist-Wardha [M.S.], India PAN: ACDPM2554L	Promoter	25,00,00,000/-
3	**Krishna Kumar Daga** Add: Bisesar House, Civil Lines, Nagpur-440001 [M.S.] PAN: ABKPD3337J	Non Promoter	25,00,00,000/-
4	**Anand Narayanrao Khobragade** Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] PAN: AJWPK5938Q	Non Promoter	15,00,00,000/-

5	**Sharda Anand Khobragade** Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] PAN: ANPPK4293F	Non Promoter	10,00,00,000/-
6	**Vinay Mohunta** Add: Shora Kothi, Kamptee Road, Nagpur – 440026 PAN: ACCPM5111A	Non Promoter	5,00,00,000/-
		Total	**1,15,00,00,000/-**

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is December 21, 2017. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. January 20, 2018 which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules there under."

"RESOLVED FURTHER THAT the said Warrants 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 Warrants 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 Board be and is hereby authorized to issue and allot such numbers of equity shares as may be required to be issued and allotted upon exercise of option by the Warrant holder and the equity shares so issued on exercise of option 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 without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

(i) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

(ii) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;

(iii) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;

(iv) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form;

(v) The Warrant Holder shall pay an amount equivalent to atleast 25% (Twenty five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance 75% (Seventy Five percent) of the price fixed per Warrant shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares;

(vi) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder:
   (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and
   (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

(vii) The Company shall re-compute the price of the Warrants/ Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;

(viii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;

(ix) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and

(x) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

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 the Warrants and equity shares and utilization of proceeds of the Warrant, 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
MOHOTA INDUSTRIES LIMITED

Sd/-
Vinod Kumar Mohota
Managing Director
(DIN :00247348)

Place: Hinganghat
Date: 13.12.2017

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms a part of this Notice.
2. The Notice of postal ballot has been sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, December 8, 2017.
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on Postal Ballot.
4. Corporate /Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
5. Relevant documents referred to in the accompanying Notice of Postal Ballot 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 declaration of Results.
6. The postal ballot notice has been placed on the website of the Company i.e. www.rsrmm.com and will remain on such website until the last date of receipt of the postal ballot from members.
7. The voting period begins on Friday, December 22, 2017 at 09.00 AM and ends on Saturday, January 20, 2018 at 05.00 PM (inclusive of both the days). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i. e. Friday, December 15, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
8. A resolution which is assented to by the requisite majority of the members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the members convened in that behalf.
9. The date of dispatch will be announced through advertisement in relevant newspapers.
10. The postage will be borne and paid by the Company however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
11. The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on Saturday, January 20, 2018 i.e the last date specified for receipt of duly completed Postal Ballot forms or e-voting.
12. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form is permitted. Also attached is a self-addressed, business reply envelope.
13. In terms of the provisions of the Companies Act, 2013, Mr. Dinesh Kumar Deora, [Membership No. FCS-5683, CP No. 4119], Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the Postal Ballot and e- voting process in a fair and transparent manner.
14. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of postal ballot along with physical form through post/courier. Members who have received Notice of postal ballot by e- mail and who wish to vote through physical Form may indicate their option to receive the physical form from the Company's RTA by sending an email at bhagwan@bigshareonline.com or alternatively download the Form from the Company's website www.rsrmm.com .
15. The Company has entered into an arrangement with Central Depository Services (India) Limited [CDSL] for facilitating e-voting for Postal Ballot.
16. The result declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.rsrmm.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).
17. The instructions for Members for e-voting are as under:

    (i) The voting period begins on 22nd December, 2017 at 09.00 AM and ends on 20th January 2018 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15th December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on "Shareholders" tab and select the "Mohota Industries Limited." (Formerly Known as The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd) from the drop down menu

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

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	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 in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN of "Mohota Industries Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

Item No.1

The existing authorised share capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided Into 150,00,000 (One Crore Fifty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each, 3,00,000 (Three Lacs only) Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only)

It is necessary to increase the authorised share capital of the Company as the present authorized capital is not sufficient for additional issue.

In view of the above, the Board of Directors have decided that the authorised share capital of the Company be increased to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided Into 270,00,000 (Two Crore Seventy Lacs Only) Equity Shares of Rs.10/- (Rupees Ten only) each and 3,00,000 (Three Lacs only) Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each by creation of additional 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

The proposal for increase in authorised share capital and consequent alteration in the Clause V of the Memorandum of Association will require approval of Members of the Company.

Therefore, the Board of Directors recommends the said resolution, as set out in Item No. 1 for approval of Members by **Ordinary Resolution.**

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

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 needs 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 Warrants in accordance with the provisions of the Companies Act, 2013 and the rules made there under, 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 Warrants and details of utilization of proceeds:
The proceeds of aforesaid preferential issue, inter-alia, will be utilized to meet the long term working capital requirements, support the future growth plans of the company, general corporate purpose and such other purpose as the Board may decide.

b. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:
None of the, Directors or Key Management Personnel of the Company intends to apply this preference issue, Except Mr. Vinod Kumar Mohota, Managing Director and promoter of the Company, who has shown his intention to subscribe convertible warrants up to Rs. 25,00,00,000/- (RupeesTwenty Five crores only) of the company in the present issue.

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

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	30,30,112	17.67
	Bodies Corporate	36,46,588	24.99	36,46,588	21.27
	Sub Total (A)	**61,21,144**	**41.96**	**66,76,700**	**38.94**
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	83,499	0.57	83,499	0.49
vii	Insurance Companies	-	-	-	-
viii	Provident Funds / Pension Funds	-	-	-	-
ix	Any Other (Specify)	-	-	-	-
	Sub Total (B)(1)	**84,199**	**0.58**	**84,199**	**0.49**
2	**Central Government / State Government(s) / President of India**	-	-	-	-
	Sub Total (B)(2)	-	-	-	-
3	**Non-Institutions**				
i	Individual	44,08,614	30.22	56,30,836	32.84
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	7,70,246	5.28	7,70,246	4.49
	Non Resident Indians	1,01,522	0.70	1,01,522	0.59
	Clearing Member	17,12,131	11.74	17,12,131	9.99
	Bodies Corporate	13,88,789	9.52	21,66,567	12.60
	Sub Total (B)(3)	**83,84,102**	**57.47**	**1,03,84,102**	**60.57**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**84,68,301**	**58.04**	**1,04,68,301**	**61.06**
	Grand Total (A+B)	**1,45,89,445**	**100.00**	**1,71,45,001**	**100.00**

* As on December 08, 2017

** Assuming 25,55,556 (Twenty Five Lacs Fifty Five Thousand Five Hundred Fifty Six only) equity shares are allotted on exercise of Warrants at price of Rs. 450/-(Rupees Four Hundred Fifty only) being price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

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

As required under the SEBI ICDR Regulations, the preferential issue of Warrants 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 concerning authorities.

e. The Identity of the natural persons who are the ultimate beneficial owners of the shares / Warrants 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 shares/Warrants 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 amount of warrants 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
VAAIBZ PTE LTD Add: 1 North Bridge Road, #10-05/06 High Street Centre, Singapore-179094 UEN: 200210825Z	Non Promoter	35,00,00,000/-	i. Alok Kumar Sarda ii. Anjana Sarda	-	-	7,77,778	4.54
Vinodkumar Ranchhoddas Mohota Add: Ram Mandir Ward Hinganghat -442301, Dist-Wardha [M.S.], India PAN: ACDPM2554L	Promoter	25,00,00,000/-	Vinodkumar Ranchhoddas Mohota	-	-	5,55,556	3.24
Krishna Kumar Daga Add: Bisesar House, Civil Lines, Nagpur-440001 [M.S.] PAN: ABKPD3337J	Non Promoter	25,00,00,000/-	Krishna Kumar Daga	-	-	5,55,556	3.24
Anand Narayanrao Khobragade Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] PAN: AJWPK5938Q	Non Promoter	15,00,00,000/-	Anand Narayanrao Khobragade	-	-	3,33,333	1.94
Sharda Anand Khobragade Add: Plot No. 590, Near Swastik School, Nava Nakasha, Lashkaribaug, Dr. Ambedkar Marg, Nagpur- 440017 [M.S.] PAN: ANPPK4293F	Non Promoter	10,00,00,000/-	Sharda Anand Khobragade	-	-	2,22,222	1.30
Vinay Mohunta Add: Shora Kothi, Kamptee Road, Nagpur – 440026 PAN: ACCPM5111A	Non Promoter	5,00,00,000/-	Vinay Mohunta	-	-	1,11,111	0.65
					Total	**25,55,556**	**14.91**

*Assuming 100% conversion of warrants at Rs 450/- per warrant

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

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

g. Lock-in-period

(i) The warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the ICDR Regulations.

(ii) The entire pre-preferential shareholding of Warrant 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 shall be Rs. 450/-(Rupees Four Hundred and Fifty 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 the Warrants / Equity Shares issued on conversion of Warrants 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 Warrants / 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, December 21, 2017 being the date which is the 30 (thirty) days prior to the deemed date of passing of the special resolution by the members of the Company through Postal Ballot to approve the proposed preferential issue of Warrants, in accordance with the SEBI (ICDR) Regulations.

l. Terms of Warrants to be issued to the allottee:

(i) Warrant(s) may at the option of the holder, be exercised for equity shares of the Company at any time prior to the expiry of 18 (Eighteen) months from the date of allotment of Warrants (the "Warrant Exercise Period") at a price calculated on the basis of 'para h' above.

(ii) Upon exercise of one or more of the Warrants by the Warrant holder, the Board (or a committee authorised by the Board) shall allot such number of equity shares of face value of Rs. 10/- each as may be required to be issued and allotted, as would be calculated on the basis of an price as determined above.

(iii) The Warrant Holder shall pay an amount equivalent to at least 25% (Twenty five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance 75% (Seventy Five percent) of the price fixed per Warrant shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares.

(iv) The equity shares issued pursuant to an exercise of the Warrant(s) will 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 willful defaulter.

(ii) The Board, in its meeting held on December 13, 2017 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated herein above, 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 except Mr. Vinodkumar Mohota, Mr. Vinay Kumar Mohota and Mr. Ranchhoddas Mohota.

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
MOHOTA INDUSTRIES LIMITED

Sd/-
Vinod Kumar Mohota
Managing Director
DIN :00247348

Date: 13.12.2017
Place: Hinganghat

Encl: Postage pre-paid Envelope



MOHOTA INDUSTRIES LIMITED

(Formerly Known as 'The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.')
Registered Office: Block No. 15, 3rd Floor, Gate No. 2 Devkaran Mansion, 63 Princes Street, Mumbai – 400 002.
Corporate Office: Post Box No.1, Hinganghat, Dist. Wardha, Maharashtra - 442 301 Ph.: 07153-244282, 244039 FAX: 244753
Web: www.rsrmm.com E-mail: info@rsrmm.com CIN: L99999MH1946PLC005261

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.

1. Name & Registered Address of the Sole/ First named Shareholder :

2. Names of the Joint Holder(s) (if any):

3. Registered folio No. /DP ID No. /Client IDNo.*:
(*Applicable to investors holding shares in dematerialized form)

4. Number of Equity share(s) held:

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Special Business stated in the notice dated December 13, 2017 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below.

No	Description	No. of shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1	Ordinary Resolution - To Increase the Authorised Share Capital of the Company and alteration in Clause V of the Memorandum of Association. .			
2	Special Resolution - To issue Convertible Warrants on Preferential Basis.			

Place:

Date:

_____
(Signature of the Shareholder)

E - VOTING PARTICULARS

If desirous of E voting, please read the instructions given in the Postal Ballot Notice before exercising the same.

EVSN (Electronic Voting Sequence Number)	User Id	Password
171216004		

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

Commencement of e-voting:	December 22, 2017 at 9:00 AM
End of e-voting:	January 20, 2018 at 5:00 PM

Notes: 1) If the Voting rights are exercised electronically, there is no need to use this form.
2) Last date for receipt of Postal Ballot form by scrutinizer January 20, 2018 5.00 P.M.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the company. However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding. The Shareholders can vote for their entire voting rights as per their discretion.
3. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
4. The self-addressed postage pre-paid envelope contains the name and address of the scrutinizer appointed by the Board of Directors.
5. This form should be completed and signed (as per the specimen signature registered with the Company) by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
6. Consent must be accorded by placing a tick mark [√] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark[√] in the column, 'I dissent to the resolution'
7. The votes of a Member will be considered invalid on any of the following grounds if:
   a. A form other than one issued by the Company has been used;
   b. It has not been signed by or on behalf of the Member;
   c. Signature on the postal ballot form doesn't match the specimen signatures with the Company;
   d. It is not possible to determine without any doubt the assent or dissent of the Member;
   e. Neither assent nor dissent is mentioned;
   f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
   g. The envelope containing the postal ballot form is received after the last date;
   h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   i. It is received from a Member who is in arrears of payment of calls;
   j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
   k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
8. Duly signed Postal Ballot Form should reach the Company not later than the close of working hours on 20.01.2018. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 8 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. December 15, 2017.
11. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
12. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
13. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited [CDSL] for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

BUSINESS REPLY ARTICLE

Postage will be paid by addressee

B.R. Permit No. MH/BYNE/BR/283/2017-2018
Sakinaka Post Office, Mumbai - 400 072

No Postage Stamp Necessary if posted in India

To,
Mr. Dinesh Kumar Deora
Scrutinizer
C/o Bigshare Services Pvt.Ltd.
Unit: Mohota Industries limited
E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E),
Mumbai - 400072.