The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.

Regd. Office : Block No.15, Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, Mumbai – 400002
Corporate Office : Post Box No.1, HINGANGHAT – 442 301; Dist. Wardha (M.S.) Ph.:07153-244282/244039
CIN: L99999MH1946PLC005261 ; Website: www.rsrmm.com ; E-Mail : info@rsrmm.com

Dated: 30/08/2017

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: Notice of 70th Annual General Meeting, E-voting and Book Closure

Dear Sir/Madam,

This is to inform that 70th Annual General Meeting (AGM) of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. is scheduled to be held on **Wednesday the 27th day of September, 2017** at 10.30 A.M. (IST) at the Registered Office of the Company at Devkaran Mansion, Gate No.2, Block No.15, 3rd Floor, 63 Princess Street, Mumbai - 400 002 to transact the business as set forth in Notice of AGM (enclosed herewith).

Further in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, 2015, The company shall provide its Members the facility to exercise their votes electronically for transacting the items of the business, as set out in the Notice convening AGM. Company has fixed **September 20, 2017** as cut-off date pursuant to rule 20(4)(vii) of the Companies (Management and Administration) Rule, 2014, to determine the entitlement of voting rights of members for e-voting.

Pursuant to Regulation 42(2) of SEBI Listing Regulation 2015 and Section 91 of the companies Act, 2013, the Share Transfer Register will remain closed from **20th September 2017 to 27th September, 2017** (both days inclusive), for the purpose of AGM and determining the names of Members eligible for Dividend, if declared at the Annual General Meeting.

This is for your information and record.

Thanking you

Yours faithfully
For The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd

Sachin Kanojiya
Company Secretary and Compliance Officer
Mo. 9049754940

Encl. Notice of 70th AGM

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting of the Members of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. will be held on Wednesday the 27th day of September, 2017 at 10.30 A.M. at the Registered Office of the Company at Devkaran Mansion, Gate No.2, Block No.15, 3rd Floor, 63 Princess Street, Mumbai - 400 002 to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare dividend on Equity Shares.

3. To appoint a Director in place of Shri Vinod Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment.

4. To appoint a Director in place of Shri Vinay Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment.

5. To Appoint the Auditors and fix their remuneration and for this purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s M.M. Parikh & Co., Chartered Accountants, Mumbai (Firm Registration Number: 107557W) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 75th (Seventy Fifth) AGM of the Company to be held in the year 2022 (Subject to ratification by the members at every AGM) on such remuneration plus GST, out of pocket and traveling expenses etc., as may be Fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

6. **Approval of Cost Auditor's Remuneration:**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s G.R.Paliwal & Co. Cost Accountants, (Firm Registration No.: 100058), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company's Textile manufacturing units at Hinganghat and Burkoni, be paid a remuneration, for the Financial Year ending 31st March, 2018, amounting to Rs.30,000/- plus GST as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid Audit."

7. **Authority for Borrowing Powers to the Board of Directors- Section 180 (1) (c):**

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

   "RESOLVED THAT pursuant to the provisions of Section 180(1)(C) and all 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 (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time all such sums of monies as they may deem necessary for the purpose of business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the Paid-up-Capital of the Company and its free reserves i.e. to say reserves not set apart for any specific purpose (apart from temporary loans as defined in the said provisions of the Act obtained from the Company's Bankers in the ordinary course of business) provided that the total amount upto which monies to be borrowed by the Board of Directors shall not exceed the aggregate of Rs. 400 Crores (Rupees Four hundred Crores only)."

8. Mortgaging / Creating Charge over assets of the Company-Section 180(1) (a):

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

"RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all or any of the movable and/or immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non - convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 400 Crores (Rupees Four hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements with Banks/ Financial Institutions as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

9. Issue of Secured/Unsecured, Redeemable, Convertible/Non-Convertible Debentures/Bonds on Public Issue/Private Placement/Preferential basis:

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

"**RESOLVED THAT** in terms of Section 42, Section 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital & Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008; and other applicable SEBI regulations and guidelines, the provisions of Articles of Association of the Company, provisions and notifications issued by the Reserve Bank of India from time to time and subject to consent, approval, permission of all other concerned statutory and regulatory authorities as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), to exercise the powers including the powers conferred by this Resolution for making offer(s) or invitation to subscribe, issue, and allot, on private placement/public issue/preferential basis, with or without a green shoe or option to retain over subscription, in one or more tranches, Secured/Unsecured, Redeemable, Rated/Unrated, Convertible/ Non-Convertible Debentures, Bonds or such other securities/instrument, to be listed in India/abroad/unlisted, including but not limited to subordinate bonds, foreign currency bonds, rupee denominated bonds (Masala bonds) or any other debt security, to any eligible investors through issue of requisite offer documents, for an aggregate amount not exceeding the overall borrowing limits of the Company, as approved by the Members, on such terms and conditions as the Board may determine and consider proper and most beneficial to the Company from time to time, including without limitation, as to when the said instrument/ securities are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental there to within a period of one year from date of passing this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize with investors and trustees; the documents for creating mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalize and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the above Issue by the Company and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to this Resolution."

10. To change the name of the Company to "Mohota Industries Limited":

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

"**RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from "The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd" to "Mohota Industries Limited" or any other name as may be approved by the Central Government, Registrar of Companies, Maharashtra Mumbai and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is 'Mohota Industries Limited'.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

11. To make Loan and Investment by the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 read with rules framed thereunder 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 (which term shall be deemed to include any Committee thereof) 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 ₹ 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.

RESOLVED FURTHER THAT the Board or any person authorized by the Board 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."

By the order of the Board
For, The Rai Saheb Rekhchand Mohota
Spg. and Wvg. Mills Ltd.

Sd/-

Vinod Kumar Mohota
Managing Director

Place: HINGANGHAT
Date: 14.08.2017

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. 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 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 to sign the attendance slip and hand it over at the gate of the venue of the Meeting.

4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as 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.

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

6. 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.

7. A statement giving the details of the Directors seeking re-appointment under Item Nos. 3 and 4 of the accompanying Notice, as required under Listing Regulations is annexed herewith.

8. 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 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2017 to 27th September, 2017 (both days inclusive), for the purpose of AGM and determining the names of Members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.

10. The dividend on Equity Shares, if declared at the Annual General Meeting, will be payable on or after 28th September, 2017 to those Members:

    (a) Whose names appear as Members in the Register of Members of the Company after giving effect to the valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on 19th September, 2017; and

    (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 19th September, 2017 furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

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 bring their copy of the Annual Report to the Meeting. Since practice of distribution of copy of Annual Report at the venue of AGM has been discontinued.

13. Members are requested to send their queries, if any, in writing at least 10 days in advance of the day of the meeting at the Registered Office of the Company.

14. **Nomination Facility:**
    As per the section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

15. **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 Listing Regulation, the Members are provided with the facility to cast their vote electronically through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through poll shall be made available at the venue of the 70th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

In case of members receiving e-mail:

1. The voting period begins on 24.09.2017 (9.00 A.M.) and ends on 26.09.2017 (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. 20.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 26.09.2017.
2. Shareholders who have already voted prior to the meeting date would not be entitled for 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 **"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 AGM.

13. Click on the EVSN of "The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. (RSRM)" 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 on or after 30th June 2017. 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 Corporate.
- 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 of 20th September, 2017.

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, Practicing 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, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VI. The report 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).

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 :

Particular	Shri Vinod Kumar Mohota	Shri Vinay Kumar Mohota
DIN	00247348	00247340
Date of Birth & Age	27th October, 1961 (56 Years)	6th September, 1967 (50 Years)
Qualification	B.Com.	B.E., M.B.A.
Date of first Appointment on the Board	16th August, 1994	01st April, 2006
Experience & Expertise	More than 30 years of experience in the field of Administration, Finance and Purchase.	More than 20 years of experience in the field of Project Administration and Production
No of Board Meeting attended during the year	6 out of 6	6 out of 6
Directorship held in other Companies	Nil	Nil
Chairman/ Member of Committee of the other Companies	Nil	Nil
Shareholding in the Company	Nil	2,35,194
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Shri Ranchhoddas Mohota and Brother of Shri Vinay Kumar Mohota	Son of Shri Ranchhoddas Mohota and Brother of Shri Vinod Kumar Mohota
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Nomination and Remuneration policy of the Company and Terms approved by the Members at 69th Annual General Meeting	As per the Nomination and Remuneration policy of the Company and Terms approved by the Members at 69th Annual General Meeting

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s G. R. Paliwal & Co., Cost Accountants, to conduct the Audit of the Cost records of the Company's Textile manufacturing Units at Hinganghat and Burkoni for the Financial Year ending 31st March, 2018.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018, as set out in the Resolution for the aforesaid services to be rendered by them.

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

The Board of Directors recommends the Resolution as set out at Item No. 6 of the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 7 & 8

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company.

Keeping in view the Company's existing and future financial requirements to support its business operations, expansion the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto ₹ 400 crores (Rupees Four Hundred Crores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Accordingly, consent of the Members is sought by way of Special Resolution set out in Item Nos. 7 and 8 of the accompanying Notice.

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.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

Item No. 9

As per Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the rules and regulations thereunder, as amended from time to time, a Company offering or making an invitation to subscribe to securities on private placement and/or public issue basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval can be obtained once a year for all offers and invitations proposed to be made for such securities. The Reserve Bank of India (RBI) issued guidelines to enable Indian Corporate to raise external Commercial borrowing through issuance of Rupee Denomination Bonds.

Accordingly, it is proposed to offer or invite subscriptions for issue and allotment, on private placement/public issue basis, with or without a green shoe or option to retain over subscription, in one or more tranches, Secured/Unsecured, Redeemable, Rated/Unrated Convertible/Non Convertible, Debentures/Bond on such other Debentures/ Bonds, Non-Convertible Debentures, including but not limited to subordinate bonds, foreign currency bonds, rupee denominated bonds in foreign exchange (Masala bonds) or any other debt security, to any eligible investors through issue of requisite offer documents, within the overall borrowing limits of the Company of ₹400 crores, and with the authority to Board of Directors to determine the terms and conditions for the issue, as it may deem expedient and to do all such other acts, deeds, matters and things in connection therewith or incidental thereto.

Considering the Company's existing and future financial requirements to support its business operations, expansion plans and general corporate purpose or for other purposes, as may be required for day to day operations of the Company, in compliance with applicable laws, rules and regulations, consent of the Members is sought by way of Special Resolution set out in Item Nos. 9 of the accompanying Notice.

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.

The Board recommends the Special Resolution as set out in this Notice for approval by the Members.

Item No. 10

The Board of Directors of the Company in its meeting held on 14th August, 2017 decided to change the name of the Company from "The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd" to "Mohota Industries Limited" in the last name (Surname) of founder member "Raisaheb Rekhchand Mohota" by cutting short the existing name with the new precise one and the Board considered the same as an propitious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name "Mohota Industries Limited" has been duly approved and made available for changing the name by the Registrar of Companies, Mumbai vide its name approval letter dated 04th August, 2017 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any."

The Board of Directors recommends the Resolution as set out at Item No. 10 of the accompanying Notice for approval by the Members as Special Resolution.

Item No. 11

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 passed 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.

As a measure of achieving business objectives, permission of the shareholders is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give power 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 ₹ 150 crores 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 concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Resolution as set out at Item No. 11 of the accompanying Notice for approval by the Members as Special Resolution.

By the order of the Board
For, The Rai Saheb Rekhchand Mohota
Spg. and Wvg. Mills Ltd.

Sd/-

Vinod Kumar Mohota
Managing Director

Place: HINGANGHAT
Date: 14.08.2017

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 : 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.

Name of the Member(s):

Registered address:

E-mail Id:
Folio No/ Clint 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 the 70th Annual General Meeting of members of the Company, to be held at registered office of the company at Block No.15, 3rd Floor, Devkaran Mansion, Gate No.2, 63 Princess Street, Mumbai – 400002 on Wednesday, the 27th September, 2017 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1	Adoption of Financial Statements for the Financial Year ended 31st March, 2017, reports of Board and auditor thereon.
2	Declaration of Dividend.
3	Re-appointment of Shri Vinod Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment
4	Re-appointment of Shri Vinay Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment
5	Appointment of M/s M.M. Parikh & Co., Chartered Accountants, Mumbai as Statutory Auditors.
6	Approval of Cost Auditor's Remuneration
7	Authority for Borrowing Powers to the Board of Directors- Section 180 (1) (c) (Special Resolution)
8	Mortgaging / Creating Charge over assets of the Company-Section 180(1) (a) (Special Resolution)
9	Issue of Secured/Unsecured, Redeemable, Convertible/ Non-Convertible Debentures/ Bonds on Public Issue/Private Placement/ Preferential basis. (Special Resolution)
10	To change the name of the Company to Mohota Industries Limited. (Special Resolution)
11	To make Loan and Investment by the Company (Special Resolution)

Signature of Shareholder_____ Signed this ….. day of…..… 2017

Affix Revenue Stamp

Signature of Proxy holder(s) _____

Note: 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.

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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	**THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD.** 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**

I/We hereby exercise my/our vote in respect of Resolutions set out in the Notice of the Annual General Meeting (AGM) of the Company to be held on Wednesday the 27th Sept., 2017 by sending my/our assent or dissent of the said Resolutions by placing the tick (√) in the appropriate boxes given below -:

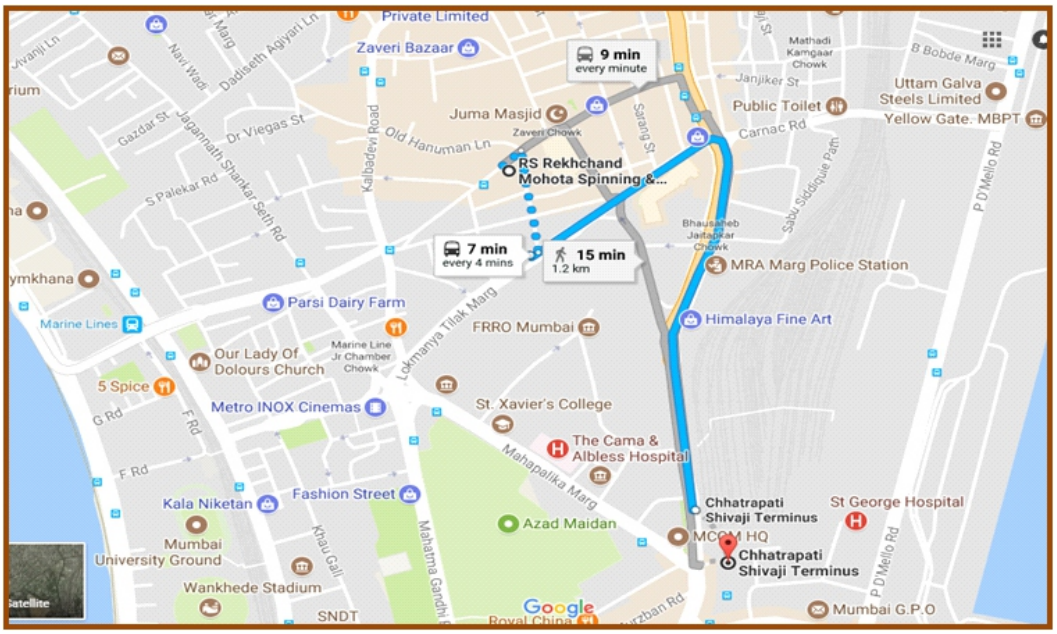
No.	Item No.	No. of Shares held by me	I Assent to the Resolution (√)	I Dissent from the Resolution (√)
1.	Adoption of Financial Statements for the Financial Year ended 31st March, 2017, reports of Board and auditor thereon.			
2.	Declaration of Dividend.			
3.	Re-appointment of Shri Vinod Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment			
4.	Re-appointment of Shri Vinay Kumar Mohota, who retires by rotation and being eligible offer himself for re-appointment			
5.	Appointment of M/s M.M. Parikh & Co., Chartered Accountants, Mumbai as Statutory Auditors.			
6.	Approval of Cost Auditor's Remuneration			
7.	Authority for Borrowing Powers to the Board of Directors- Section 180 (1) (c) (Special Resolution)			
8.	Mortgaging / Creating Charge over assets of the Company-Section 180(1) (a): (Special Resolution)			
9.	Issue of Secured/Unsecured, Redeemable, Convertible/ Non-Convertible Debentures/ Bonds on Public Issue/Private Placement/ Preferential basis. (Special Resolution)			
10.	To change the name of the Company to Mohota Industries Limited. (Special Resolution)			
11.	To make Loan and Investment by the Company (Special Resolution)			

Place:
Date:

Signature of the shareholder(s) / Proxy Holder

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Route Map: Registered office of **The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills ltd.**



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

D.P. ID.*	
Client ID.*	

L.F. No.	
No of Shares	

ATTENDANCE SLIP

I/ We hereby record My/our presence at the 70th ANNUAL GENERAL MEETING of the company held at the Registered Office of the Company at Block No. 15, 3rd Floor, Devkaran Mansion Gate, No. 2, 63, Princess Street, Mumbai – 400 002 on Wednesday, the 27th September, 2017 at 10.30 A.M.

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) If you intend to appoint a proxy to attend the Meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.