



11TH

ANNUAL REPORT

2019-2020



MANOMAY TEX INDIA LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Kailashchandra Hiralal Laddha

Chairman

Maheshchandra Kailashchandra Ladha

Whole Time Director

Kamlesh Kailashchand Ladha

Whole Time Director

Yogesh Laddha

Managing Director

Pallavi Laddha

Whole Time Director

Basant Kishangopal Porwal

Independent Director

Dilip Balkishan Porwal

Independent Director

Shriniwas Shivraj Bhattad

Independent Director

AUDITORS

B. Maheshwari & Company, Bhilwara

BRANCH AUDITORS

S.N.Randar & Associates, Ichalkaranji

COMPANY SECRETARY

Kamesh Shri Shri Mal

CHIEF FINANCIAL OFFICER

Raj Kumar Chechani

CIN NO

L18101RJ2009PLC028647

REGISTERED OFFICE

32, HEERA PANNA MARKET

GANDHI NAGAR, PUR ROAD

BHILWARA-311001 (Raj.)

Ph. 01482-246983

Web:-www.manomaytexindia.com

Email:- manomaytex@yahoo.in

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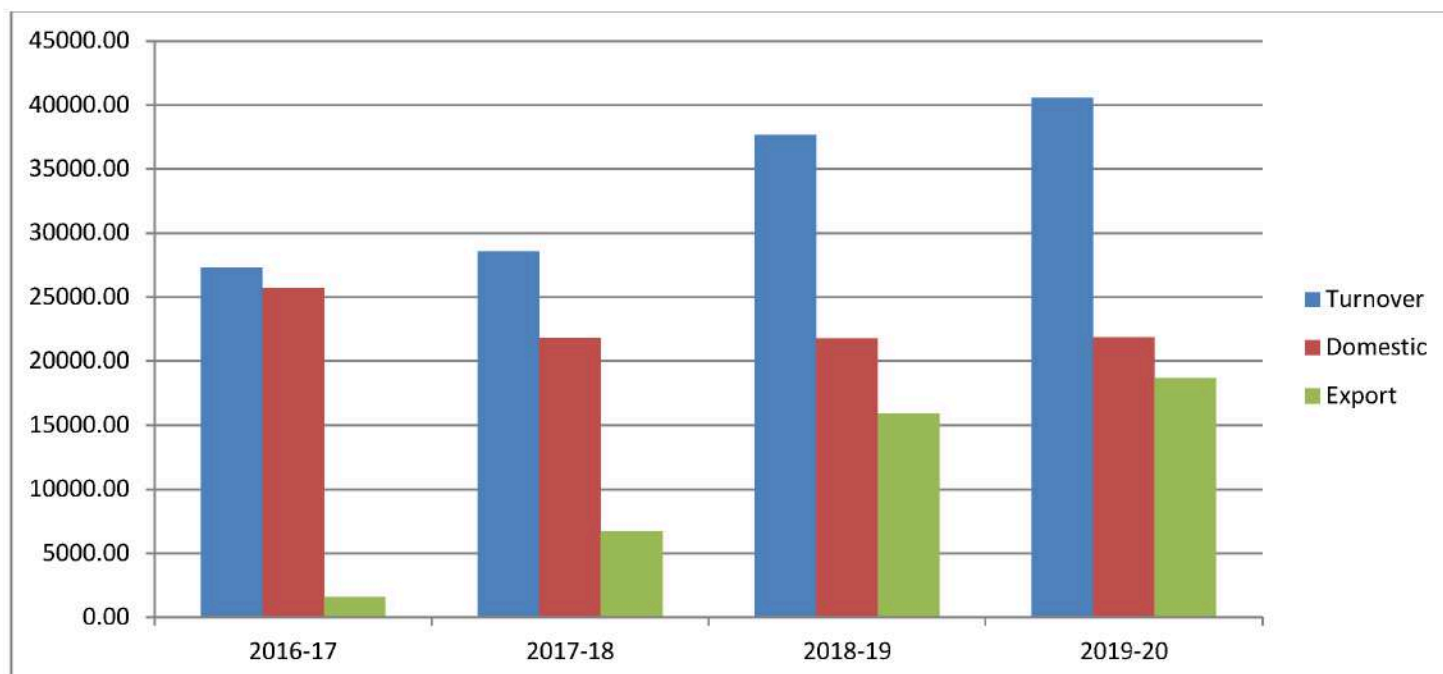
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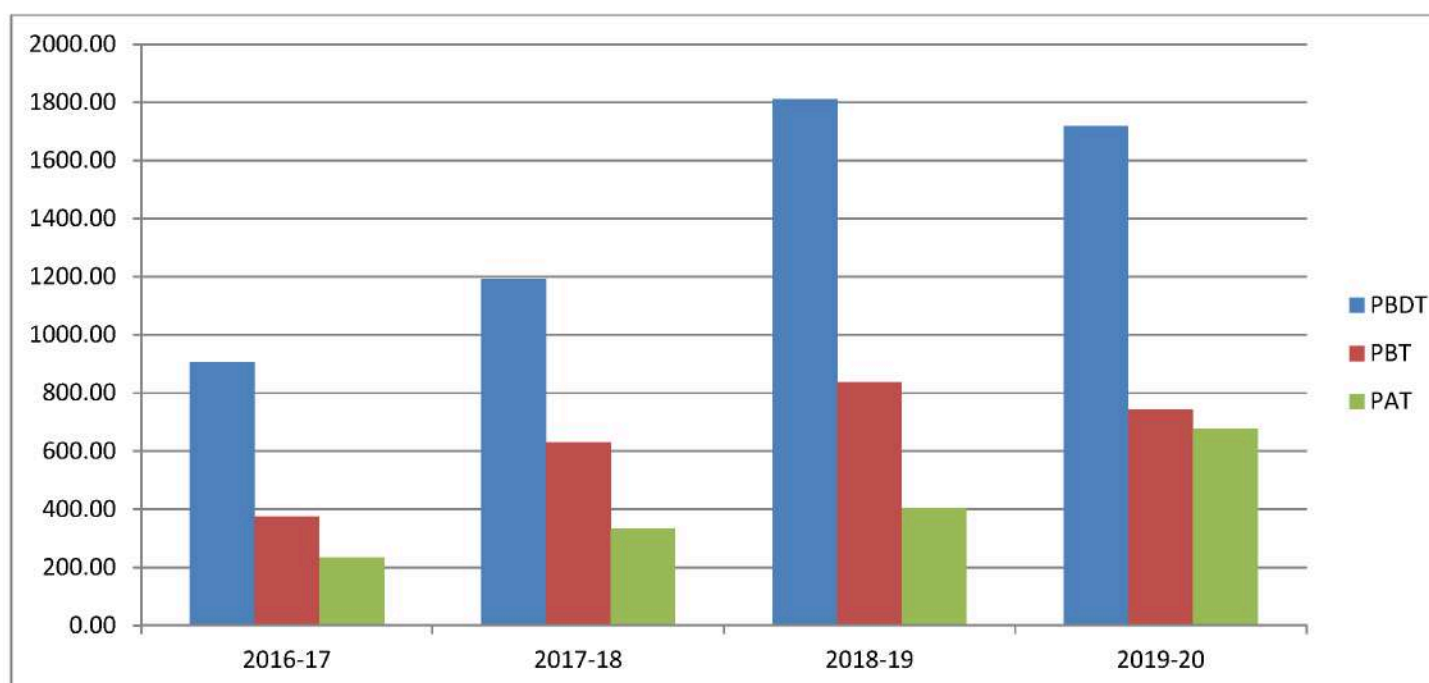
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NOTICE

Notice is hereby given that the 11TH Annual General Meeting of the Shareholders of the M/s **Manomay Tex India Limited** will be held on Saturday 26.09.2020 at 12:30 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM"), to consider and transact the following business:-

ORDINARY BUSINESS:-

1. To receive consider and adopt the Director's Report and the Audited Statement of Accounts together with Auditor's Report thereon for the financial year ended 31st March 2020.
2. To Appoint Directors in place of Mr. Kailashchandra Hiralal Laddha [DIN: 01880516] who is liable to retire by rotation and is being eligible, offer himself for re- appointment.
3. To Appoint Directors in place of Mr. Maheshchandra Kailashchandra Ladha [DIN: 02333125] who is liable to retire by rotation and is being eligible, offer himself for re- appointment.

SPECIAL BUSINESS:-

Item No. 4:- Ratification of Remuneration of Cost Auditors for the Financial Year 2020-21:

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

"RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory, modification or re-enactment thereof for the time being in force) and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST and re-imbursement of out-of-pocket expenses payable to M/s Avnesh Jain & Co., Cost Accountants (Firm Reg.No.101048) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2020-21."be and is hereby ratified and approved.

"FURTHER RESOLVED THAT anyone director of the company be and is hereby authorised to submit the necessary intimation in Form CRA-2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts as may be necessary from time to time to make the Resolution effective."

Item No. 5:- Approval for Re-appointment of Mr. Yogesh Laddha as Managing Director:-

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Yogesh Laddha [DIN : 02398508] S/o Sh. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Managing Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Yogesh Laddha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Yogesh Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 6:- Approval for Re-appointment of Mr. Kailashchandra Hiralal Laddha as Whole Time Director:-

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Kailashchandra Hiralal Laddha [DIN : 01880516] S/o Late Sh. Hiralal Bhagwan Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Kailashchandra Hiralal Laddha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Kailashchandra Hiralal Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 7:- Approval for Re-appointment of Mr. Kamlesh Kailashchand Ladha as Whole Time Director:-

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Kamlesh Kailashchand Ladha [DIN : 03520135] S/o Sh. Kailashchand Hiralal Ladha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Kamlesh Kailashchand Ladha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Kamlesh Kailashchand Ladha, in the event of loss or inadequacy of profit in any financial year.

Item No. 8:- Approval for Re-appointment of Mrs. Pallavi Laddha as Whole Time Director:-

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this

regard, the company hereby approve the Re-appointment and terms of remuneration of Mrs. Pallavi Laddha [DIN: 06856220] W/o Mr. Yogesh Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mrs. Pallavi Laddha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mrs. Pallavi Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 9:- ALTERATION IN ARTICLE OF ASSOCIATION:-

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 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Article 151 of the Articles of Association of the Company be and is hereby altered by substituting the Article 151 as reproduced here under:-

151. “The Common seal of the company shall not be affixed to any instrument except by the authority of the resolution of the board or of a committee of the board authorized by it in that behalf and except in the presence of a director or a secretary or such other person as the board may appoint for the purpose, and that director or a secretary or such other person aforesaid shall sign every instrument to which the common seal of the company is so affixed in their presence.”

“RESOLVED FURTHER THAT anyone Director of the company be and are hereby authorised to take all necessary action in the matter.

Dated : 31/08/2020
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

SD/-
YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR

Note:-

1. The Company is listed with BSE on SME platform.
2. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (**‘MCA’**) followed by General Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (**‘AGM’**) venue is not required and Annual General Meeting be held through video conferencing (**‘VC’**) or other audio visual means (**‘OAVM’**). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (**“Act”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and above mentioned MCA General Circulars, the Annual General Meeting of the Company is being held through VC / OAVM, Without the Physical Presence of the Members at a Common venue .
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somanics@gmail.com with a copy marked to evoting@nsdl.co.in.
8. The register of the Members and share Transfer book of the company shall remain closed from 20.09.2020 to 26.09.2020 (both days inclusive)
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.manomaytexindia.com/>. (Annual Report Link) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/cs@manomaytexindia.com>.
12. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@manomaytexindia.com. Replies will be provided in respect of such written queries received only at the meeting.
13. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
14. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.

15. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
16. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
17. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
18. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
19. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2019-20 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
20. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

E-voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<u>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</u>	<u>Your User ID is:</u>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password: