
NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of members of the company Minaxi Textiles Limited will be held on Friday, 12th day of July, 2019 at 11:00 am at the registered office of the company situated at Plot No. 3311, GIDC, Phase IV, Chhatral, Tal. Kalol 382729.

SPECIAL BUSINESS

1. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS AN ORDINARY RESOLUTION
“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Manghani & Co., Chartered Accountants, Ahmedabad, (Firm Registration No. 022372C) as recommended by the Board of Directors, be and is hereby appointed as Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. Kewlani & Associates, Chartered Accountants.”
“**RESOLVED FURTHER THAT** M/s. Manghani & Co., Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Place : Chhatral
Date : 10/06/2019

By order of the Board
For, Minaxi Textiles Ltd.

Bharatbhai P. Patel
Managing Director
DIN – 00161825

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto as **Annexure -A**.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days between 11 a.m. and 1 p.m. up to the date of meeting.
5. The Notice of General Meeting of the company as circulated to the members will be made available on the Company's website at www.minaxitextiles.com
6. Members are requested to contact M/s. Link Intime India Pvt. Ltd., 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C.G. Road, Navrangpura, Ahmedabad -380009 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact CS Priyanka M. Patel, Company Secretary and Compliance Officer at the Registered Office of the Company.
7. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members / Proxies are requested to bring the duly filled Attendance Slip at the General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Voting through electronic means
Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the business to be transacted at the Extra Ordinary General Meeting (EGM) from a place other than the venue of the EGM through remote e-voting services provided by Central Depository Services Limited (CDSL). The detail procedure / instructions for e-voting is mentioned in **Annexure -B** to the notice.
10. General Instructions for e-voting :
 - i. The e-voting period commences on Tuesday, July 09, 2019 (9.00 a.m. IST) and ends on Thursday, July 11, 2019 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, July 05, 2019 (being the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
 - ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, July 05, 2019.
 - iii. Shri Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS 9939 and COP No. 2662) of Ashok P. Pathak & Co., Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
 - iv. The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make within forty eight hours of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or a person authorized by him in writing who shall countersign the same.

- v. The results of the e-voting of the EGM of the Company held on Friday, July 12, 2019 along with the scrutinizer's report shall be immediately placed on the Company's website www.minaxitextiles.com and on the website of CDSL www.evoting.cdsl.com

Place : Chhatral
Date : 10/06/2019

By order of the Board
For, Minaxi Textiles Ltd.

Bharatbhai P. Patel
Managing Director
DIN – 00161825

ANNEXURE – A TO NOTICE

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS MENTIONED IN THE NOTICE DATED 10/06/2019.

The statements, pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice dtd.10/06/2019 are as follows :

ITEM NO : 1 – AN ORDINARY RESOLUTION

APPOINTMENT OF M/S. MANGHANI & CO., AS STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED DUE TO RESIGNATION OF M/S. KEWLANI & ASSOCIATES

The Auditors of the Company M/s. Kewlani & Associates, Chartered Accountants has resigned as auditors of the Company for the financial year 2019-2020 and onwards vide their letter dated 01/06/2019, on account of contemplating / probable merger with other accounting firm for restructuring of Professional Services, and therefore, they are unable to carry out the Statutory Audit of the company for the financial year 2019-2020 and onwards. M/s. Kewlani & Associates have already audited the accounts of the company for the financial year ended on 31st March, 2019 and issued Unmodified Audit Report for the quarter and year ended on 31st March, 2019 on 27/05/2019.

In response to the company's proposal dtd. 01/06/2019, the Company has received the consent letter from M/s. Manghani & Co., Chartered Accountants, Ahmedabad regarding their willingness to be appointed as auditors of the Company to fill the casual vacancy caused by resignation, and their appointment will be within the limits as prescribed under sub-section 3(g) of Section 141.

The Board of Directors at its Meeting held on 10/06/2019 has accepted and approved the resignation of M/s. Kewlani & Associates, Chartered Accountants, from the post of auditors for the financial year 2019-2020 and onwards w.e.f. 01/06/2019.

Pursuant to Section 139(8)(i) of the Companies Act 2013, the Board of Directors can appoint the Statutory auditor to fill the casual vacancy caused by resignation of auditor subject to the approval of members in the General Meeting convened within three months of the recommendation of the Board and the auditor so appointed shall hold the office till the conclusion of the next annual general meeting held after their appointment.

M/s. Manghani and Co., Chartered Accountant, Ahmedabad is in practice since 2017. The firm have a team of professionals possessing a vast amount of experience and expertise, and offers a wide range of specialized and multi-disciplinary professional services that meet all the needs of clients. The firm has experience in the varied field like Statutory Audit, Tax Audit, Income Tax returns, GST compliances matters of Small and Medium enterprises etc.

The Board of Directors vide resolution passed at its meeting on 10/06/2019 has appointed M/s. Manghani & Co., Chartered Accountants, Ahmedabad (FRN - 022372C) to fill the casual vacancy caused in the office of company's auditor due to resignation of M/s. Kewlani & Associates, Chartered Accountants, to hold office until the conclusion of the next annual general meeting of the company held after their appointment, subject to the approval of the members in their general meeting pursuant to Section 139(8)(i) of the Companies Act, 2013.

The Board of directors has recommended the appointment of M/s. Manghani & Co., Chartered Accountants, Ahmedabad to be appointed as Statutory Auditor of the company to fill the casual vacancy caused in the office of company's auditor due to resignation of M/s. Kewlani & Associates, Chartered Accountants, to hold office until the conclusion of the next annual general meeting of the company held after their appointment. Further, the remuneration to be payable to M/s. Manghani & Co. for the financial year 2019-2020 will remain the same as being paid to the outgoing auditor M/s. Kewlani & Associates for the financial year 2018-2019.

M/s. Manghani & Co., Chartered Accountants will conduct the audit in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed by the Central Government in accordance with Section 143(10) of the Companies Act, 2013.

In view of the provisions of Section 139(8), the consent of members of the Company by way of an ordinary resolution is required to be obtained and as such an Extra Ordinary General Meeting be convened.

Resolution is for the aforesaid purpose and is recommended by the Board to the members for their consideration and sanction.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in this resolution.

Place : Chhatral
Date : 10/06/2019

By order of the Board
For, Minaxi Textiles Ltd.

Bharatbhai P. Patel
Managing Director
DIN – 00161825

ANNEXURE – B TO NOTICE

Procedure / Instructions for e-voting are as under:

A. For shareholders who receive notice of extra ordinary general meeting :

- i. The voting period begins on Tuesday, July 09, 2019 (9.00 a.m. IST) and ends on Thursday, July 11, 2019 (5.00 p.m. IST). 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, July 05, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Shareholder should Log on to the e-voting website <https://www.evotingindia.com>
- iii. Click on "Shareholders" tab to cast your vote.

- 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 the 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. The Sequence Number is printed on Attendance Slip / Address Sticker.
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. • Please enter the DOB or Dividend Bank Details in order to login. 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 (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 (190611003) of Minaxi Textiles 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians.
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - c. 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.
 - d. 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.
 - e. 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.
 - f. Further they are requested to send the scanned copy of the Authority letter to the email id of Scrutinizer (csashokppathak@gmail.com), RTA (ahmedabad@linkintime.co.in) and Company (minaxitx@yahoo.com).
- 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 .
- xxi. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority letter in PDF format in the system for the scrutinizer to verify the same.
- xxii. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer (csashokppathak@gmail.com), RTA (ahmedabad@linkintime.co.in) and Company (minaxitx@yahoo.com).

B. VOTING AT EGM :

- i. The members who have not casted their votes electronically, can exercise their voting rights at the EGM.
- ii. A member who are present at EGM and have not cast their vote by availing the remote e-voting facility can vote at EGM by use of ballot or polling papers.



MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

Regd. Office : Plot No. 3311, GIDC, Phase IV, Chhatral, Tal. Kalol - 382729

Tel. No. +91 02764 234008, +91 02764 234142, Email : minaxitx@yahoo.com Website : www.minaxitextiles.com

ATTENDANCE SLIP

Reg. Folio No. _____ DP Id.* _____ No. of shares held _____ Client Id.* _____

I certify that I/ We am/are a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the Extra Ordinary General Meeting of the company at the registered office of the company Plot No. 3311, GIDC, Phase IV, Chhatral, Tal. Kalol 382729 on Friday, 12th day of July, 2019 at 11:00 a.m.

Shareholder's / Proxy's name
In **BLOCK** Letters

Shareholder's/ Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

*Applicable for investors holding shares in electronic form



MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

Regd. Office : Plot No. 3311, GIDC, Phase IV, Chhatral, Tal. Kalol - 382729

Tel. No. +91 02764 234008, +91 02764 234142, Email : minaxitx@yahoo.com Website : www.minaxitextiles.com

FORM NO. MGT 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the shareholder(s) : _____
Registered address : _____
E-mail ID : _____
Folio No. /DP ID & Client ID* : _____
No. of shares held : _____

* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of _____ shares of MINAXI TEXTILES LIMITED, hereby appoint:

Name : _____ Address : _____
E-mail ID : _____ Or failing him:

Name : _____ Address : _____
E-mail ID : _____ Or failing him:

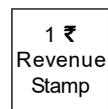
Name : _____ Address : _____
E-mail ID : _____

and whose signature(s) are appended below as my / our proxy to attend and vote (on Poll) for me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 12th day of July, 2019 at 11.00 a.m. at Plot No. 3311, GIDC, Phase IV, Chhatral, Tal. Kalol 382729 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Special Business	FOR	AGAINST
1	Appointment of M/s. Manghani & Co., as Statutory Auditors to fill Casual Vacancy caused due to resignation of M/s. Kewlani & Associates		

Signed this _____ days of _____ 2019

Signature of Share holder _____ Signature of first proxy holder _____
Signature of second proxy holder _____ Signature of third proxy holder _____



Note :- 1. This form of proxy in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.