



Date: 30.08.2018

To
The Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

NSE Symbol: MHHL

Sub: Notice of Book Closure and Annual General Meeting.

Dear Sir/ Ma'am,

Pursuant to the provision of section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that:

- (1) 9th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 25, 2018. A copy of the notice of the 9th AGM is enclosed herewith.
- (2) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Tuesday, 25th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

You are requested kindly to take the same on record and inform your members accordingly.

Thanking You

For MOHINI HEALTH & HYGIENE LIMITED
(Formerly Known as MOHINI FIBERS LIMITED)


Shweta Bham
Company Secretary & Compliance Officer

Encl. :- As above.

CIN NO. L17300MP2009PLC022058

Registered Office & Manufacturing Unit : Plot no 109, Sector no 3, Industrial Area, Pithampur, Dist. Dhar - 454774 (M.P.) INDIA
+91-7292-426665, 426666 customercare@mohinihealthandhygiene.com www.mohinihealthandhygiene.com



**NOTICE OF THE ANNUAL GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)**

Notice is hereby given that the Ninth Annual General Meeting of the company will be held on Tuesday the 25th day of September, 2018 at the registered office of the company situated at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774 at 11.00 a.m. to transact the following business:-

ORDINARY BUSINESSES

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditor's thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditor's thereon, as circulated to the Members, be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the report of the Auditor thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Director in place of Mr. Avnish Sarvapriya Bansal (DIN: 02666814) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Avnish Sarvapriya Bansal (DIN: 02666814), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To approve the expenses for service of documents to Shareholders and in this regard 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 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company

be and is hereby accorded to the charge from Shareholder(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such Shareholder(s) for delivery of such document(s) to him/her through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

“RESOLVED FURTHER THAT Board of director and/or any person authorized by the Board be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

**By Order of the Board of Directors
MOHINI HEALTH & HYGIENE LIMITED
(Formerly Known as MOHINI FIBERS LIMITED)**

**Sd/-
SHWETA BHAMARE
Company Secretary &
Compliance Officer
ACS 47983**

DATE: 17.08.2018

PLACE: PITHAMPUR (M.P.)

NOTES:-

1. A MEMBER ENTITLED TO ATTEND A MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE COMPLETED INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE REACHED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

A person can act as proxy on behalf of the members not exceeding fifty (50) holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

2. Corporate members intending to send their authorized representative to attend the Meeting under Section 113 of the Companies Act, 2013 are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
3. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.

4. The explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect of all the items of the businesses of the meeting as indicated in the notice are enclosed herewith.
5. Electronic copy of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 24th August, 2018 at the email id's registered with the Company/ RTA/ DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 24th August, 2018 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being send to them in the permitted mode. We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you in permitted mode.
6. Pursuant to provisions of Section 91 of the Companies Act, 2013, and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Tuesday, 25th September, 2018 (both days inclusive).
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting at the AGM Venue; a route map for easy location of the venue is given on back of the Attendance slip attached to this Notice.
8. Members of the Company had approved the appointment of M/S N.K. Dafria & Co., Chartered Accountants as the Statutory Auditors of the Company which is valid till tenth AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
9. The Company has appointed M/s. Link Intime India Private Limited., as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as MOHINI HEALTH & HYGIENE LIMITED
10. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is INE450S01011.
11. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI(ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on NSE Emerge – the SME Platform of National Stock Exchange of India Limited. Therefore Company is not providing e-voting facility to its shareholders.
12. All documents as are mentioned either in Notice containing draft resolution or in explanatory statement attached to the Notice are open for inspection at the Registered Office during the business hours on all working days up to the date of this Annual General Meeting.
13. Notice of this Annual General Meeting, Audited Financial Statements for 2017-18, along with Directors' Report and Auditors' Report will also be available on the website of the Company- www.mohinihealthandhygiene.com.

14. As a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors’ Report, Directors’ Report etc. to the members through e-mail.

15. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the meeting.

16. Brief Profile of Directors Seeking Appointment / Re-Appointment at the 09th Annual General Meeting of the Company

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India is as below:

| | |
|--|---|
| Name of Director | Mr. Avnish Sarvapriya Bansal |
| DIN | 02666814 |
| Date of Birth | 31/05/1985 |
| Date of Appointment | 24/06/2009 |
| Relationship Between Directors <i>inter se</i> | Son of Mr. Sarvapriya Bansal |
| Expertise in Specific functional area | Finance & Marketing |
| Qualification | B.Com |
| Other Board Membership* | Nil |
| Committee Membership in other public companies | Nil |
| Number of Shares held in the Company | 10115736 equity shares as on 31 st March, 2018 |

* Pvt. Companies excluded



Annexure to the Notice

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

Item No. 3:

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any Shareholder by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of section 20 states that a Shareholder may request for delivery of any document through a particular mode, for which Shareholder shall pay such fees in advance as may be determined by the company by ordinary resolution. Accordingly, the Board of Directors has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any Shareholder for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery as may be decided by the Board or the authorized person from time to time.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution.

**By Order of the Board of Directors
MOHINI HEALTH & HYGIENE LIMITED
(Formerly Known as MOHINI FIBERS LIMITED)**

**Sd/-
SHWETA BHAMARE
Company Secretary &
Compliance Officer
ACS 47983**

**DATE: 17.08.2018
PLACE: PITHAMPUR (M.P.)**

PROXY FORM – Form No. MGT -11

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

CIN : L17300MP2009PLC022058
Name of the Company : Mohini Health & Hygiene Limited
Registered Office : Plot No 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

| | |
|-------------------------------|--|
| Name of Member | |
| Registered address | |
| Folio No./ DP ID / Client No. | |
| Email Id | |

I / We, being the member(s) of _____ shares of the above named company, hereby appoint the person named below at Sr. No. 1

| Sr.No. | Name of Proxy | Address & Email Id | Signature |
|--------|---------------|--------------------|-----------|
| 1 | | | |

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **9th Annual General Meeting** of the Company to be held on **Tuesday, September 25, 2018 at 11.00 a.m.** at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | | Vote (optional, see Note 2) | |
|----------------|--|-----------------------------|---------|
| | | For | Against |
| 1. | Consider and adopt Audited Financial Statement, reports of Board of Directors and Auditor for the year ended 31 st March, 2018. | | |
| 2. | Re-appointment of Mr. Avnish Sarvapriya Bansal who is liable to retire by rotation. | | |
| 3. | Approval of the expenses for service of documents to members | | |

Signed this _____ day of _____ 2017

Signature of Proxy holder(s)

Signature of Shareholder

| |
|---------------------------|
| Affix revenue stamp |
|---------------------------|

Notes:

- 1.The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
- 2.It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Form No. MGT-12
Polling Paper

[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 | | Mohini Health & Hygiene Limited | | | |
| Registered Office | | CIN: L17300MP2009PLC022058 Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774 Ph: +91-07292-426666 / +91-07292-426677 Email:- sourabh@mohinifibers.com Website: www.mohinihealthandhygiene.com | | | |
| Sr. No | Particulars | Details | | | |
| 1 | Name of the First Named Shareholder (In Block Letter) | | | | |
| 2 | Postal Address | | | | |
| 3 | Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) | | | | |
| 4 | Class of Share | Equity Shares | | | |
| <p>I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.</p> | | | | | |
| Resolutions: | | Nature of Resolution | No. of shares held by me | I assent to the resolution | I dissent to the resolution |
| 1. | Receive, consider and adopt: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditor's thereon; and b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the | Ordinary | | | |

| | | | | | |
|----|---|----------|--|--|--|
| | Auditors thereon. | | | | |
| 2. | Re- Appointment of Mr. Avnish Sarvapriya Bansal who is liable to retire by rotation | Ordinary | | | |
| 3. | Approval of the expenses for service of documents to members | Ordinary | | | |

Place:

(Signature of the Shareholder)

Date:

ATTENDANCE SLIP

9th Annual General Meeting of Mohini Health & Hygiene Limited held on Tuesday, September 25, 2018 at 11.00 a.m. at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

Folio No./DPID/Client ID:

Mr./Mrs./Miss :

.....

(Shareholders' name in block letters)

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

I/We hereby record my/our presence at the 9th Annual General meeting of the company held on Tuesday, 25th day of September, 2018 at 11.00 A.M. at **Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774**

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

