



## MANDHANA INDUSTRIES LIMITED

CIN: L17120MH1984PLC033553

Registered Office: Plot No. C-3, M.I.D.C., Tarapur Industrial Area, Boisar, Dist. Palghar - 401 506.

Tel: +91 2525 605706/272426 • Fax: +91 22 43539358 • E-mail: cs@mandhana.com

Website: www.mandhana.com

### NOTICE OF THE 31ST ANNUAL GENERAL MEETING

To,  
The Members,  
Mandhana Industries Limited

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Mandhana Industries Limited will be held at the premises of the Company at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar - 401 506 on Wednesday, the 30th day of September 2015 at 12.30 p.m., for the purpose of transacting the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for Financial Year 2014-15.
3. To appoint a Director in place of Mr. Purushottam C. Mandhana, (DIN No. 00025633) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Auditors and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members at the Annual General Meeting held on 18th September, 2014, the appointment of M/s. Vishal H. Shah & Associates, Chartered Accountants

(Firm Registration No. 116422W) as the auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting to be held in the calendar year 2017, be and is hereby ratified and that the Chairman and Managing Director in consultation with the Auditors, be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 plus applicable Service Tax and re-imbursement of travelling and out-of-pocket expenses, if any, incurred by them for audit purpose."

#### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ratification of the appointment & remuneration of M/s. Babulal M. Parihar & Co., Cost Accountant, as the Cost Auditor for the FY 2015-16

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s. Babulal M. Parihar & Co., Cost Accountant, as the Cost Auditor of the Company, to audit the cost records maintained by the Company in respect of the products manufactured by the Company, which are covered under the Central Excise Tariff Act, 1985, for the Financial Year 2015-16 on a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Service Tax as applicable, be and is hereby ratified."

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Appointment of Mr. Prashant K. Asher as Non-Executive & Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and subject to Clause 49 of the Listing Agreement, Mr. Prashant Khatau Asher (DIN: 00274409), who was appointed as Additional Director of the Company by the Board of Directors with effect from 3rd November, 2014 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Prashant Khatau Asher as a candidate for the office of a Director of the Company, be and is hereby appointed as an Non -Executive

and Independent Director of the Company for period up to 2nd November, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director of the Company or Company Secretary be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

By Order of the Board of Directors  
for **MANDHANA INDUSTRIES LIMITED**

**VINAY SAMPAT**  
(Vice President – Legal & Company Secretary)

**Registered Office**

Plot No. C-3, M.I.D.C.,  
Tarapur Industrial Area,  
Boisar, Dist. Palghar - 401 506.  
Dated: 13th August, 2015

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**NOTES:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 and 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of person/s seeking appointment/re-appointment as Director/s under Item No. 3 and Item No.6 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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.

In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

3. The Register of Members and Transfer Books of the Company will remain closed from Thursday, 24th day of September, 2015 to Wednesday, 30th day of September, 2015, both days inclusive (Book Closure Dates) for determining the names of the members eligible for final dividend on equity shares, if declared, at the meeting.
4. If the dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Monday, 5th day of October, 2015 as under:

- a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, 23rd day of September, 2015;
  - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company/RTA on or before the close of business hours on Wednesday, 23rd day of September, 2015.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent, M/s. Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited.
- Members holding Shares in physical form are requested to communicate any change in address, immediately to the Company's Registrars and Share Transfer (R&T) Agent, M/s. Link Intime India Private Limited.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  7. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
  8. Members who have not encashed their Interim / Final Dividend for the financial year ended, 31st March, 2010, 31st March, 2011, 31st March, 2012, 31st March, 2013 and 31st March, 2014 are requested to write to the R&T Agent of the Company giving necessary details. Given below is table of dates by which Members can claim the respective unclaimed dividend and dates by which such unclaimed amount shall be transferred to the Investor Education and Protection Fund (IE & PF).

Equity Dividend for Financial year	Date of Declaration of Dividend	Dividend	Date by which unclaimed dividend can be claimed	Proposed date of transfer of Unclaimed Equity Dividend to IE & PF
2009-10	27th September, 2010	7.5%	1st November, 2017	2nd November, 2017
2010-11	29th September, 2011	20%	3rd November, 2018	4th November, 2018
2011-12	20th February, 2012	10%	26th March, 2019	27th March, 2019
2011-12	24th September, 2012	10%	30th October, 2019	31st October, 2019
2012-13	19th September, 2013	20%	25th October, 2020	26th October, 2020
2013-14	18th September, 2014	20%	21st October, 2021	22nd October, 2021

9. Pursuant to the provisions of Sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send the documents like Notices, Annual Reports, etc. in electronic form to its Members, whose email addresses are registered with the Company / RTA / Depositories. Accordingly, this Notice of the 31st AGM along with the Annual Report for FY 2014-15 is being sent by electronic mode to those shareholders whose email addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy. For Members who have not registered their email address, the physical copies are being sent by permitted mode of dispatch.
10. We hereby request the Members to note that the documents viz. Annual Report, Notice, etc. will be uploaded on the website of the Company viz. [www.mandhana.com](http://www.mandhana.com) and made available for inspection at the Registered Office of the Company during the business hours. However, in case a Member wishes to receive a physical copy of the said documents, he / she is required to send a letter or an e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) duly quoting his / her DP ID & Client ID or Folio number, as the case may be, and the said documents will be dispatched to the Members free of cost.
11. (I)Voting through electronic means:
  - i) In compliance with the provisions of Section 108 of

the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited.

- ii) The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper. Based on the shareholding position (either in physical form or in dematerialized form) as on the cut-off date of 23rd September, 2015, a member shall be entitled to vote by way of remote e-voting or at the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Sunday, 27th September, 2015 (10:00 am) and ends on Tuesday 29th September, 2015 (5:00 pm).

During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**The instructions for e-voting are as under:**

- (i) Open your web browser and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID

- For NSDL: Alphabet IN followed by 6 digits DP ID and 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and then Click on "Login".
  - (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:
    - a) 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 when prompted by the system while e-voting (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 sequence number which is printed on the Attendance Slip, in the PAN field. For Members to whom the Notice of the AGM has been sent through e-mail, the sequence number has been provided in the body of the e-mail.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio no. 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/folio number.

\*Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or the Company, please enter the User ID/Folio Number in the Dividend Bank details field as mentioned in instruction no. (iii).

- b) After entering these details appropriately, click on **"SUBMIT"** tab.
  - c) 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 can also be used by the demat accountholders for voting on resolutions of any other company on which they are eligible to vote, provided that such 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.
  - d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Now, select the Electronic Voting Sequence Number(EVSN) for "MANDHANA INDUSTRIES LIMITED". This will take you to the voting page.
- (viii) 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.
- (ix) If you wish to view the entire Resolutions, click on the **"Resolutions File Link"**.
- (x) After selecting the resolution you have decided to vote, 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.
- (xi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xiii) If Demat account holder has forgotten the changed password, then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- (xiv) Note for Non - Individual Shareholders and Custodians
- Non - Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xv) In case you have any queries or issues/grievance regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). In this regard, you may also write an e-mail to the Company Secretary & Compliance Officer at [cs@mandhana.com](mailto:cs@mandhana.com).
- II. Shri Nitin R. Joshi, Practising Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to Udyog Shetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400080) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Scrutinizer's email address is: [n\\_r\\_joshi@yahoo.com](mailto:n_r_joshi@yahoo.com).
- III. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 23rd day of September, 2015.
- V. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at [helpdesk.evoting@](mailto:helpdesk.evoting@)

cdslindia.com or to the Company at cs@mandhana.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, then you can reset your password by using 'Forgot User Details/Password' option available on helpdesk.evoting@cdslindia.com or contact CDSL at its toll free no.: 18002005533.

- VI) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII) The Chairman shall, at the AGM, at the end of discussion on all the resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the "remote e-voting" facility.
- IX) The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall submit, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if

any, to the Chairman or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.

- X) The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mandhana.com and on the website of CDSL and immediately after the declaration of results by the Chairman or a person authorized by him / her in writing. The voting results shall also be forwarded to the BSE Limited & the National Stock Exchange of India Limited.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:30 am to 2.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors  
for **MANDHANA INDUSTRIES LIMITED**

**VINAY SAMPAT**  
(Vice President – Legal & Company Secretary)

**Registered Office**  
Plot No. C-3, M.I.D.C.,  
Tarapur Industrial Area,  
Boisar, Dist. Palghar - 401 506.  
Dated: 13th August, 2015



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

### Item No. 3:

#### Brief Resume of Mr. Purushottam C. Mandhana seeking re-Appointment as Director at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement

Mr. Purushottam C. Mandhana has been non-retiring director in terms of the applicable provisions under the erstwhile Companies Act, 1956. However, in view of the provisions of the new Companies Act, 2013, Mr. Purushottam C. Mandhana as Director of the Company is now liable to retire by rotation. He being eligible, offers himself for re-appointment.

A brief profile of proposed director liable to retire by rotation, including nature of his expertise, is as follows:

Name of the Director	Mr. Purushottam C. Mandhana
Director Identification Number	00025633
Date of joining Board	1st October, 1993
Profile of Director	Mr. Purushottam Mandhana, aged 60 years, is one of the subscribers to the Memorandum of Association of the Company. He holds a bachelors degree in Commerce and has over 34 years of experience in the textile industry. He is well versed with different textile technologies like dyeing and processing. He has successfully set up the weaving unit and has also played a pivotal role in the modernization of process unit. Under his administrative supervision, our Company's export division has performed consistently. He currently overseas the overall management of all the divisions of our Company.
No. of Shares held in Company	20,93,081 equity shares of Rs. 10/- each as of 31st March, 2015.
Directorships and Committee memberships in other Companies (excluding Foreign and Private Companies)	Mandhana Retail Ventures Limited Mandhana - WD Limited Breakbounc India Ltd.

The other terms and conditions of his appointment as Chairman & Managing Director, as approved by the members at the Annual General Meeting held on 19th September, 2013 will remain unaltered for the remainder of his tenure.

The Board recommends the re-appointment of Mr. Purushottam C. Mandhana for members' approval.

None of the directors or Key Managerial Personnel or their relatives except Mr. Purushottam C. Mandhana himself, Mr. Biharilal C. Mandhana, Mr. Manish B. Mandhana and Mrs. Sangeeta M. Mandhana, is concerned or interested in the said resolution.

### Item No. 5:

#### Appointment of the Cost Auditor

The Board of Directors, at its meeting held on 13th August, 2015, has appointed M/s. Babulal M. Parihar & Co., Cost Accountant, as the Cost Auditor of the Company for the FY 2015-16 at remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Taxes at actuals, as may be applicable, on recommendation of the Audit Committee, subject to the ratification by the Members at the Annual General Meeting, pursuant to Section 148 of the Companies Act 2013 & Rule 14 of the Companies (Audit & Auditors) Rules 2014. The resolution at Item No. 5 of the Notice is set out as an Ordinary Resolution for ratification by the members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

### Item No. 6:

#### Appointment of Mr. Prashant K. Asher as Non-Executive & Independent Director

The Board of Directors had appointed Mr. Prashant Khatau Asher with effect from 3rd November, 2014 as an Additional Director in terms of Section 161 of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of

Mr. Prashant Asher as Non-Executive and Independent Director.

Name of the Director	Mr. Prashant K. Asher
Director Identification Number	00274409
Date of joining Board	3rd November, 2014
Profile of Director	Mr. Prashant Asher, aged 49 years, holds bachelor's degree in Law and has been admitted to the Bar Council of Maharashtra & Goa. He is a partner of M/s. Crawford Bayley & Co. since the year 2000, one of the oldest and amongst the leading Law firm in Mumbai, India.
No. of Shares held in Company	Nil
Directorships and Committee memberships in other Companies	ICC International Agencies Ltd. Hinduja Ventures Ltd. Sharp India Limited Hinduja Group Limited Hinduja Realty Ventures Ltd.

The Board of Directors proposes the appointment of Mr. Prashant Asher as the Non-Executive & Independent Director and recommends the resolution as set out in Item No. 6 for the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Prashant K. Asher himself, is concerned or interested in the proposed Ordinary Resolution as set out in Item No. 6 of this Notice.

By Order of the Board of Directors  
for **MANDHANA INDUSTRIES LIMITED**

**VINAY SAMPAT**

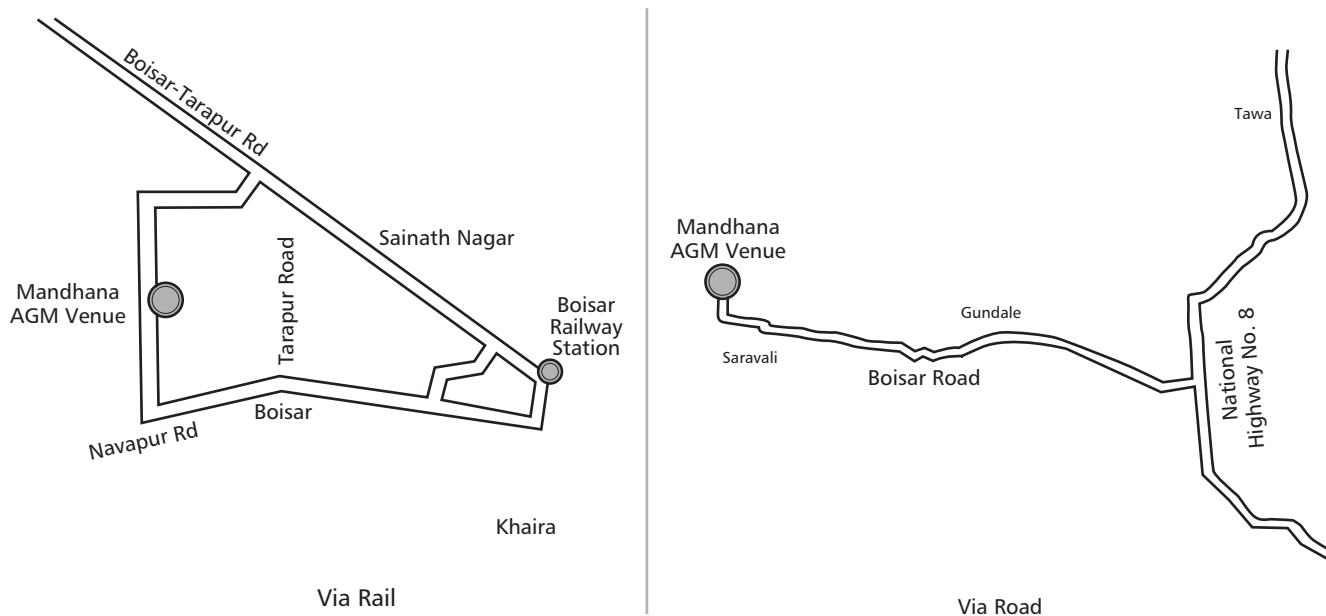
(Vice President – Legal & Company Secretary)

**Registered Office**

Plot No. C-3, M.I.D.C.,  
Tarapur Industrial Area,  
Boisar, Dist. Palghar - 401 506.

Dated: 13th August, 2015

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING







## MANDHANA INDUSTRIES LIMITED

CIN: L17120MH1984PLC033553

Registered Office: Plot No. C-3, M.I.D.C., Tarapur Industrial Area, Boisar, Dist. Palghar - 401 506.

Tel: +91 2525 605706/272426 • Fax: +91 22 43539358 • E-mail:cs@mandhana.com

Website: www.mandhana.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 member (s)	
Registered address	
E-mail Id	
Folio No.	
DP ID & Client Id	

I/We, being the member(s) of ..... Shares of the above named company, hereby appoint:

1.	Name:	Email ID
	Address:	Signature

or failing him

2.	Name:	Email ID
	Address:	Signature

or failing him

3.	Name:	Email ID
	Address:	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company, to be held on the on Wednesday, the 30th day of September, 2015 at 12:30 p.m. at the premises of the Company at Plot No. C-2, M.I.D.C, Tarapur Industrial Area, Boisar, Dist. Palghar - 401 506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional*	
		For	Against
	<b>Ordinary Business</b>		
1.	Ordinary resolution for adoption of Audited Financial Statements for the financial year ended 31st March, 2015		
2.	Ordinary resolution to declare dividend on equity shares for the financial year ended 31st March, 2015		
3.	Ordinary resolution for appointment of a Director in place of Mr. Purushottam C. Mandhana, (DIN No. 00025633) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment		
4.	Ordinary resolution for ratification of appointment of M/s. Vishal H. Shah & Associates, Firm Registration No. 116422W as Statutory Auditors at the Annual General Meeting held on 18th September, 2014 to hold office till the conclusion of the 33rd Annual General Meeting to be held In the calendar year 2017 and fixing of their remuneration		
	<b>Special Business</b>		
5.	Ordinary Resolution for ratification of the appointment and remuneration of M/s. Babulal M. Parihar & Co., Cost Accountant, as the Cost Auditor for the FY 2015-16		
6.	Ordinary Resolution for appointment of Mr. Prashant K. Asher as Non-Executive & Independent Director		

\*It is optional to put a (v) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Signature of Member (s)

\_\_\_\_\_  
Signature of Proxy holder (s)

Affix  
Re.1  
Revenue  
Stamp

#### Notes:

1. 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.**
2. A proxy need not be member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
4. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.