



MANDHANA INDUSTRIES LIMITED

CIN: L17120MH1984PLC033553

Registered Office: Plot No. C-3, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Corporate Office: Marathon Futorex, Unit A-2402, Mafatlal Mills Compound,
N.M.Joshi Marg, Lower Parel, Mumbai 400013

Tel: 91-22-4353 9191 **Fax:** +91 22 4353 9392 **E-mail:** cs@mandhana.com **Website:** www.mandhana.com

NOTICE OF 35TH ANNUAL GENERAL MEETING

To,

The Members,

NOTICE IS HEREBY GIVEN that the Thirty Fifth Annual General Meeting of the Members of **Mandhana Industries Limited** will be held at Plot No. C-2, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506, on Thursday, the 26th day of September, 2019 at 11:00 a.m. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To consider and approve the appointment of Statutory Auditors of the Company from the conclusion of 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting due to casual vacancy and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. C N K & Associates LLP, Chartered Accountants, Mumbai, with Registration Number 101961W/ W-100036 be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of 35th Annual

General Meeting till the conclusion of the 40th Annual General Meeting due to casual vacancy of M/s. KPND & Co., Chartered Accountants, Mumbai, at a remuneration of Rs. 11,25,000/- (Rupees Eleven Lakh Twenty Five Thousand Only) for financial year 2019-20 to conduct the audit payable in one or more installments plus applicable taxes, out-of-pocket expenses, travelling and other expenses in connection with the work of audit to be carried out by them."

SPECIAL BUSINESS

3. **Appointment of Mr. Piyush Viradia (DIN: 08234863) as Non - Executive Director of the Company liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by Hon'ble National Company Law Tribunal vide its Order dated 30th November, 2018), Mr. Piyush Viradia (DIN:08234863), who was appointed as a Non-Executive Director of the Company w.e.f. 30th January, 2019 by the Board of Directors of the Company in its meeting held on 31st January, 2019



MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose term of office shall be liable to retire by rotation.

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

4. Appointment of Mr. Todd Robinson (DIN: 08306844) as a Non-Executive & Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by Hon'ble National Company Law Tribunal vide its Order dated 30th November, 2018), Mr. Todd Robinson (DIN: 08306844), who was appointed as a Non-Executive Independent Director of the Company w.e.f. 30th January, 2019 by the Board of Directors of the Company in its meeting held on 31st January, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 29th January, 2024.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is

hereby authorized to do all such acts, deeds and things which are necessary to give effect to this resolution."

5. Appointment of Mr. Nimesh Patel (DIN: 08228799) as a Non-Executive Director of the Company liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by National Company Law Tribunal vide its Order dated 30th November, 2018), Mr. Nimesh Patel (DIN:08228799), who was appointed as a Non-Executive Director of the Company w.e.f. 30th January, 2019 by the Board of Directors of the Company in its meeting held on 31st January, 2019 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose term of office shall be liable to retire by rotation.

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

6. Appointment of Ms. Alka Patel (DIN: 08057534) as Non-Executive & Independent Director of the Company

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

"RESOLVED THAT pursuant to the provision of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and

the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by National Company Law Tribunal vide its Order dated 30th November, 2018), Ms. Alka Patel (DIN: 08057534), who was appointed as Non-Executive Director of the Company w.e.f. 30th January, 2019, by the Board of Directors of the Company in its meeting held on 31st January, 2019 and her designation changed to Non-Executive & Independent Director in the meeting of Board of Directors held on 14th February, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 13th February, 2024.

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

7. Appointment of Mr. Chirayu Chhibber (DIN: 07616850) as a Non-Executive & Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from

M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by National Company Law Tribunal vide its Order dated 30th November, 2018), Mr. Chirayu Chhibber (DIN: 07616850), who was appointed as a Non-Executive & Independent Director of the Company w.e.f. 30th January, 2019 by the Board of Directors of the Company in its meeting held on 31st January, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 29th January, 2024.

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

8. Appointment of Mr. Piyush Vrajilal Doshi (DIN: 07597924) as Director liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof) and the letter dated 30th January, 2019 received from M/s. Formation Textiles LLC (pursuant to the Resolution Plan as approved by National Company Law Tribunal vide its Order dated 30th November, 2018), Mr. Piyush Vrajilal Doshi (DIN: 07597924), who was appointed as a Non-Executive & Independent Director of the Company w.e.f. 30th January, 2019 by the Board of Directors of the Company in its meeting held on 31st January, 2019 and who holds office up to the date of this Annual



MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

General Meeting of the Company and appointed as a Managing Director of the Company with effect from 14th February, 2019, be and is hereby appointed as Managing director of the Company, whose term of office shall be liable to retire by rotation.

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

9. Appointment of Mr. Piyush Vrajlal Doshi (DIN: 07597924) as Managing Director of the Company

To consider and, if thought fit, to pass, the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and provisions contained under Article of Association of the Company, the Nomination and Remuneration Policy of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such permissions and consent, if any, from the Statutory Authorities, the members of the Company hereby accord its approval for the appointment of Mr. Piyush Vrajlal Doshi (DIN: 07597924) as the Managing director of the Company for a period of 3 (three) years with effect from 14th February, 2019 at a remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only) per month and on such terms and conditions as may be mutually agreed between Mr. Piyush Vrajlal Doshi and any one of the other Director of the Company.

RESOLVED FURTHER THAT Mr. Piyush Vrajlal Doshi shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to alter and vary the aforesaid terms and conditions as may be allowed by the law and agreeable to Mr. Piyush Vrajlal Doshi.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to sign and issue the Letter of appointment as the Managing Director of the Company with effect from 14th February, 2019 to Mr. Piyush Vrajlal Doshi.

RESOLVED FURTHER THAT any of the Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

10. Appointment of Mr. Ashok Kumar Das (DIN: 08419056) as Director of the Company liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and based on the Nomination and Remuneration Policy of the Company, Mr. Ashok Kumar Das (DIN: 08419056), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 23rd May, 2019 and whose term of office as Additional Director expires at this Annual General Meeting, be and is hereby appointed as director of the Company, whose term of office shall be liable to retire by rotation.

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

11. Appointment of Mr. Ashok Kumar Das (DIN: 08419056) as Executive Director of the Company

To consider and, if thought fit, to pass, the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(94), 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and provisions contained under Article of Association of the Company, the Nomination and Remuneration Policy of the Company and subject to such permissions and consent, if any, from the Statutory Authorities and the approval of the Nomination and Remuneration Committee, the members of the Company hereby accord its approval for the appointment of Mr. Ashok Kumar Das (DIN: 08419056) as the Executive Director of the Company for a period of 3 (Three) years, effective from 23rd May, 2019 at a remuneration of Rs. 97,500/- (Rupees Ninety Seven Thousand Five Hundred only) per month on such terms and conditions may be mutually agreed between Mr. Ashok Kumar Das and any one of the other Directors of the Company.

RESOLVED FURTHER THAT Mr. Ashok Kumar Das shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to alter and vary the aforesaid terms and conditions as may be allowed by the law and agreeable to Mr. Ashok Kumar Das.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute the Letter of Appointment for the appointment of Mr. Ashok Kumar Das as the Executive Director of the Company.

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

12. Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s C. B. Modh & Co., Cost Accountants, be and are hereby appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2019-20, be paid a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-five Thousand Only) plus Goods and Service Tax, as applicable."

For **MANDHANA INDUSTRIES LIMITED**

Vinay Sampat

Vice President -Legal & Secretarial

Registered Office:

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

Place: Mumbai

Date: 13th August, 2019



MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

NOTES:

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 3 to 12 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') of person/s seeking appointment/re-appointment as Director(s) forms part of this notice.
2. A Member entitled to attend and vote at the Annual General Meeting ('AGM' / 'Meeting') is entitled to appoint a proxy to attend and vote instead of himself/herself/itself 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 commencement of 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 paid-up share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid-up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2019 to Thursday, 26th September, 2019 (both days inclusive), both days inclusive, ('Book Closure period') for the purpose of holding Annual General Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring the duly filled in attendance slips alongwith self-attested copy of a valid identity proof such as PAN Card, Passport, AADHAAR Card or Driving License, to enter the AGM Hall. Members/Proxies/Authorised Representatives are also requested to carry original of such Identity Proof for verification purposes. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution/POA authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. 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, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited. Members holding shares in physical form are requested to communicate any change in address immediately to the Company's RTA.

The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA, Link Intime India Private Limited.
8. 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.

9. SEBI had vide Notification No. SEBI/LAD-NRO/GN/2018/24 8th June, 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 read with BSE circular no. list/comp/15/2018-19 dated 5th July, 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. Accordingly, Shareholders holding securities in physical form were separately communicated by the Link Intime India Pvt. Ltd. (our RTA) vide letters sent (by Speed/ Registered Post), at their registered address. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, members are requested to consider dematerialization of shares held by them in physical form. Members may note that, Transfer deed(s) once lodged prior to 1st April, 2019 and returned due to deficiency in the document may be re-lodged even after the 1st April, 2019 with the office of RTA, Mumbai.
10. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its 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.
11. 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 35th AGM along with the Annual Report for FY 2018-19 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.
12. 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 and made available for inspection at the Registered Office as well as the Head Office/ Corporate Office (viz. Marathon Futurex, Unit No. A-2402, Mafatlal Mills Compound, N.M.Joshi Marg, Lower Parel, Mumbai 400013) of the Company during the business hours. However, in case a Member wishes to receive a physical copy of the said documents, he/she/it is required to send a letter or an e-mail to cs@mandhana.com or rnt.helpdesk@linkintime.co.in by duly quoting his/her/its DP ID & Client ID or Folio number, as the case may be, and the said documents will be dispatched to the Members.
13. 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 Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 35th 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 ('CDSL'). In addition, the facility for voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
14. During the year under review, the Company has credited Rs.25,506/- to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act, 2013. In accordance with the



MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

provisions of Companies Act, 2013 the Company was required to transfer 720 Equity Shares of Rs. 10/- each, to the credit of IEPF Authority in respect of which dividend had not been paid or claimed by the Members for seven consecutive years or more. However, due to lock-in period for reduction of capital the said shares were not transferred.

15. Members who have not encashed their Interim / Final Dividend for the financial year ended 31st March, 2012, 31st March, 2013, 31st March, 2014 and 31st March, 2015 are requested to write to the RTA 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
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
2014-15	30th September, 2015	20%	27th October, 2022	28th October, 2022

16. 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 35th AGM along with the Annual Report for FY 2018-19 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.
17. Based on the shareholding of the Members, whose names appear in the Register of Members / List of beneficial owners, received from National Securities Depository Limited ('NSDL') / CDSL as on close of the business hours on Friday, 20th September, 2019 ('cut-off date'), 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.
18. 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.
19. The remote e-voting period commences on Monday, 23rd September, 2019 (9.00 a.m.) (IST) to and ends on Wednesday, 25th September, 2019 (5.00 p.m.)(IST). The e-voting module shall be disabled by CDSL for voting thereafter.
20. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019, 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.
21. The instructions for remote e-voting are as under:
- Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.
 - Click on "Shareholders" tab.
 - 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.
- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided as follows:</p> <ul style="list-style-type: none"> a) 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; b) For Members to whom the Notice of the AGM has been sent physically, the sequence number has been provided on the cover page of the Annual Report 2018-19.
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 the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction no. (iii).*

- c) After entering these details appropriately, click on "SUBMIT" tab.
 - d) 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 can also be used by the demat account holders for voting on 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.
 - e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ii) Click on the EVSN of Mandhana Industries Limited.
- (iii) 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.
- (iv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (v) 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.



MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

- (vi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (vii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (viii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (ix) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (x) 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 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.
 - 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 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.
 - (xi) 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. In this regard, you may also write an e-mail to the Company at cs@mandhana.com.
22. Mr. Nitin R. Joshi, Practicing Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to UdyogShetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400 080) has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. Scrutinizer's email address is: n_r_joshi@yahoo.com.
23. 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).
24. 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 Friday, 20th September, 2019.
25. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Friday, 20th September, 2019, may obtain the login ID and password by sending a request at 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