

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of MOHITE INDUSTRIES LIMITED (CIN L40108MH1990PLC058774) will be held on Monday, 28th, September, 2015 at 10.30 a.m. at the Registered Office of the Company, situated at R. S. No. 347, Ambapwadi Phata, NH-4, Vadgaon – 416112, Dist – Kolhapur in the state of Maharashtra, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements as at 31st March, 2015 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri. Neehal M. Pathan, (DIN: 05307518) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and to consider and, if thought fit 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 and the Rules made thereunder, Moreshwar G. Deshpande (Membership No. 124163), Chartered Accountants, Sangli be and is hereby appointed as the Auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149(10),(11),150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Vijay M. Nawandhar (DIN 00218197), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01/10/2015, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149(10),(11),150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Shankar H. Patil (DIN 03198638), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01/10/2015, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149(10),(11),150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ranjeet D. Patil (DIN 02496342), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01/10/2015, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149(10),(11),150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sangramsinh S. Nimbalkar (DIN 02508155), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01/10/2015, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.”

8. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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 Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Abhay S. Bhide (DIN 05307473), as Whole-time Director of the Company for a period of three years with effect from 1st October, 2015

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (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 Articles of Association of the Company and subject to the approval of Central Government or other Government authority/ agency/ board, if any, approval of the Company be and is hereby accorded to pay a remuneration of ₹ 2,50,000/- (₹ Two Lakhs Fifty Thousands Only) per month to Mr. Abhay S. Bhide, Whole-time Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Abhay S. Bhide, Whole-time Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Managerial Remuneration as per provisions of the Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder.”

- 9 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Shri. Sudhakar V. Vhatte, Cost Accountant, Solapur, having Firm Registration No.100280, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the company in respect of 'Electricity from Hydro - Electric Power' and manufacturing of 'Textiles Products' for the financial year ending March 31st, 2016, amounting to ₹ 75000/- (₹ Seventy Five Thousand Only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

For and on behalf of Board of Directors,

Date : 14th August, 2015

Vadgaon : 416 112

SHIVAJI MOHITE

CHAIRMAN & MANAGING DIRECTOR

(DIN 00425441)

Notes :

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts related to each item of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. The proxy, in order to be effective, must be lodged with the Company not less than 48 hours before the meeting. The blank proxy form is enclosed.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from the 22nd September, 2015 to 28th September, 2015 [both days inclusive] for the purpose of Annual Book Closure.
5. Members holding shares in physical form are requested to notify the email ID and the changes in their addresses, if any, at the earliest. Members holding shares in dematerialized form are requested to notify change in their addresses to their Depository Participants.
6. During this year there is no any dividend remained unclaimed / unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund.
7. Details of unclaimed Dividend along with its due date to transfer it to Investor Education & Protection Fund are as below:

| Sr. No | Year Ended | Date of Declaration | Due Date of Transfer to IEPF |
|--------|---------------------|---------------------|------------------------------|
| 1. | 31.03.2011(Interim) | 15.10.2010 | 14.11.2017 |

Please note that, the unclaimed dividend is transferred to Government's Investor Education and Protection Fund, no claims shall lie in respect of such amount against the Company but person entitled to that amount can claim the amount from authority that will be constituted by the Central Government for that purpose as per provisions of the Companies Act, 2013.

8. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 21st September, 2015 are entitled to vote by electronic voting system or Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this Notice.

9. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Second Amendment Rules, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 24th Annual General Meeting of the Company.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i The voting period begins on 25th September, 2015 at 09.00 AM and ends on 27th September, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii The shareholders should log on to the e-voting website www.evotingindia.com.
- iii Click on Shareholders.
- 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 |
|-----------------------|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by 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 sequence number (Default PAN) which is printed on Attendance Slip indicated in the PAN field. |
| 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 for the relevant < Mohite Industries 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the same 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 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 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. 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

In case of members receiving the physical copy:

- i Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- ii The voting period begins on 25th September 2015 at 09.00 AM and ends on 27th September 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Please note the following

- 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 the cut-off date (record date) of 21st September, 2015.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- V. 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.
- VI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of 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.
- VIII Mr. Sachin Bidkar, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- IX The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 make, 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 in writing, who shall countersign the same and declare the result of the voting forthwith to the Chairman.
- X The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mohite.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EXPLANATORY STATEMENT

AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all materials facts relating to the business under item. No. 4 to 9.

ITEM No.4, 5, 6 & 7

Shri. Vijay Madanlal Nawandhar, Shri Ranjeet Dinkarrao Patil, Shri. Sangramsinh Subhashrao Nimbalkar & Shankar Hindurao Patil were appointed as Independent Directors of the Company on 27th September, 2014 by the Members of the Company for term of 2 years. But as the term of two years of Independent directors ends on 31/03/2016. Board wants the service all of them as Independent director for further period of 5 years .

In terms of Section 149 (10), (11) of Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall holds office for not more than two consecutive terms of five years and the tenure of an independent director on the date of commencement of this act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not applicable to Independent Directors.

So to comply with relevant provisions of Companies Act, 2013, all Independent Directors needs to be re-appointed on non rotational basis and up to five years at a time. In the opinion of the Board, all Independent Directors of the Company fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that they all possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director. The Board has also received declaration from all the Independent Directors that they meet the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has also received notices along with requisite deposit under section 160 of the Companies Act, 2013 proposing the candidature for the office of Independent Director in respect of all four above mentioned directors.

Brief resume of the Independent Directors proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with BSE Limited are given in the annexure to the Notice. As per Section 149(10) of the Companies Act, 2013 Special Resolution is required for reappointment of Independent Director. Hence the Board recommends the Resolutions as set out at item Nos. 4,5,6 & 7 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than appointees themselves in their respective case, are in any way concerned or interested, financially or otherwise, in these Resolutions.

ITEM No. 8

Mr. Abhay S. Bhide was appointed as Whole-time Director of the company with effect from 29th September 2012 for five years. Meanwhile from 01st January 2013 his remuneration was increased upto ₹ 2,50,000/- (₹ Two Lakhs Fifty Thousands only) per month for period of three years and that term of three years is going to be expired on December 2015.

He has excellent grasp and thorough knowledge and experience of Textile Industry. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Abhay S. Bhide, should be available to the Company for a further period.

So it is proposed to make re-appointment of Mr. Abhay Bhide in this Annual General meeting as Whole-time Director not liable to retire by rotation for period of three years.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Abhay S. Bhide, Whole Time Director: -

Salary ₹ 2,50,000/- (₹ Two Lakhs Fifty Thousands Only) per month subject to the overall cap of Managerial Remuneration as per provisions of the Section 197, Schedule V and other applicable provisions of the Companies Act 2013 and rules made thereunder Accordingly the Board recommends the passing of the special resolution as set out in the item no. 8 of the Notice.

Except Mr. Abhay Bhide being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment of Shri. Sudhakar V. Vhatte, Cost Accountant, Solapur, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 at a remuneration of ₹ 75,000/- (₹ Seventy Five Thousand Only) plus service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

Your Directors recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in these Resolutions

For and on behalf of Board of Directors,

Date : 14th August, 2015

Vadgaon : 416 112

SHIVAJI MOHITE

CHAIRMAN & MANAGING DIRECTOR
(DIN 00425441)

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

Details of the Directors retiring by rotation and seeking re-appointment (in pursuance of Clause 49 of the Listing Agreement).

| | | |
|----|---------------------|---|
| 1) | Name : | Mr. Vijay Madanlal Nawandhar |
| | Age: | 56 Years |
| | Qualifications : | B.Com (Hons.), LLB. (Spl.), F.C.A |
| | Experience : | He was partner with M/s P.D.Kunte and Company, Mumbai until 1985. Since 1985 he started his independent practice as Chartered Accountant at Sangli. He is one of the leading Chartered Accountant of Western Maharashtra. |
| | Other Directorship: | 1) Vyankatesh Nagari Sahakari Patsanstha Maryadit. Sangli, a leading co-operative patsanstha from Sangli 2) Mantri Metallics Private Limited 3) Navandhar Properties Pvt. Ltd. |
| 2) | Name : | Mr. Shankar Hindurao Patil |
| | Age: | 54 Years |
| | Qualifications : | B.A, G D C & A, |
| | Experience : | Shri. Shankar H. Patil is one of the successful people in banking, Construction and hotel Industry in Kolhapur region since more than 21 years. He has keen interest in agriculture also. He was felicitated with various awards by different Organizations in respective fields. |
| | Other Directorship: | 1) SHP Properties Private Limited 2) SHP Farms Private Limited |
| 3) | Name : | Mr. Ranjeet Dinkarrao Patil |
| | Age: | 50 Years |
| | Qualifications : | B. A. |
| | Experience : | He is one of the successful businessman in Earth Moving Business and Dozer ripper since more than 21 years and also having experience of construction of Irrigation Projects. |
| | Other Directorship: | N A |
| 4) | Name : | Mr. Sangramsinh S. Nimbalkar |
| | Age: | 43 Years |
| | Qualifications : | D. C. E. |
| | Other Directorship: | Nimbalkar Developers And Builders Private Limited, |
| | Experience : | He is one of the successful businessmen in Construction Business since more than 19 years. |
| 5) | Name : | Mrs. Abhay Shamrao Bhide |
| | Age : | 43 Years |
| | Qualifications : | B Tech |
| | Experience : | He has more than 19 years vast experience in spinning industry especially cotton. Besides this he is well versed with erection and implementation of spinning project. He has got training at Ritter in Europe and at USA for cotton. |
| | Other Directorship | N.A |

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]

MOHITE INDUSTRIES LIMITED

- (CIN : L40108MH1990PLC058774)
■ Regd. Office: R. S. No. 347, Ambapwadi Phata, NH-4, Vadgaon – 416112, Dist – Kolhapur
■ website : www.mohite.com ■ email : mohitex@bsnl.in
■ Tel : 0230-2471230 ■ Fax : 0230-2471229

Name of the member(s)

Registered Address

Email ID

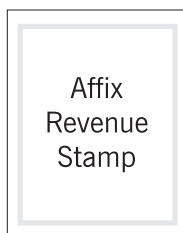
Folio No./ Client ID

DP ID

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

| 1 | 2 | 3 |
|----------------------------------|----------------------------------|-------------------|
| Name : | Name : | Name : |
| Address : | Address : | Address : |
| Email ID : | Email ID : | Email ID : |
| Signature : or failing him | Signature : or failing him | Signature : |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 24th Annual General Meeting of the members of MOHITE INDUSTRIES LIMITED (CIN L40108MH1990PLC058774) to be held on Monday, 28th September 2015 at 10.30 a.m. at the Registered Office of the Company, situated at R. S. No. 347, Ambapwadi Phata, NH-4, Vadgaon, Dist-Kolhapur-416112, and at any adjournment thereof in respect of such resolutions as are indicated below:



Signed this day of 2015

Signature of shareholder:

Signature of Proxy holder(s) :

Note:

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. It is optional to indicate your Preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

| No | Resolution | Vote | | |
|-------------------------|---|------|---------|---------|
| | Ordinary Business | For | Against | Abstain |
| 1. | To adopt Financial Statements as at 31 st March, 2015 together with the Directors' Report and Auditors' Report thereon. | | | |
| 2. | To appoint a Director in place of Shri. Neehal M. Pathan, (DIN: 05307518) who retires by rotation, and being eligible offers himself for re-appointment | | | |
| 3. | To appoint Auditors and to fix their remuneration. | | | |
| Special Business | | | | |
| 4. | To re-appoint Mr. Vijay Madanlal Nawandhar (DIN 00218197) as the Independent Director. | | | |
| 5. | To re-appoint Mr. Shankar H. Patil (DIN 03198638) as the Independent Director | | | |
| 6. | To re-appoint Mr. Ranjeet D. Patil (DIN 02496342), as the Independent Director. | | | |
| 7. | To re-appoint Mr. Sangramsinh S. Nimbalkar (DIN 02508155), as the Independent Director. | | | |
| 8. | To re-appoint Mr. Abhay Bhide (DIN 05307473) as Whole time Director . | | | |
| 9. | To approve remuneration of cost auditor appointed by Board. | | | |