



Frenchie



Eminence

LEADER

iners



Inners – the innerwear studio by Maxwell Industries Ltd., showcases brands like VIP, Frenchie, Feelings, Eminence and Brat. The company has already opened 7 stores in 3 cities and intends to open many more stores across the country. It's a step towards creating new, unique and holistic product experience for consumers at the retail level in this category.

The store offers a complete range of product for the family.



& many more to come...



More than 40 years ago the brand name was coined keeping the common man in sight. The idea then and now is to make him feel privileged. Over the time VIP has graduated and has gained several descriptors. Today it additionally stands for quality, Value for money and innovation. VIP, one of the pioneers in the category, has handled the subject with tact and élan and has developed an intimate relationship with the consumer.

The continuous endeavour to provide the consumer the best has given the brand 'Super Brand' Status in this category. Today the brand touches millions of consumers across the country and abroad with its wide range of product offering. The brand offerings are

#### Adult

- Innerwear
- Loungewear
- Thermal wear
- Socks
- Handkerchief

#### Kids

- Innerwear
- Thermal Wear
- Socks



 [www.facebook.com/VIP.Innerwear](https://www.facebook.com/VIP.Innerwear)

 [www.twitter.com/VIP.Innerwear](https://www.twitter.com/VIP.Innerwear)





*Savoir-faire d'exception depuis 1944*

**Eminence**  
FRANCE

Outstanding expertise since 1944

Eminence inherits rich legacy of quality, style, comfort, modern fabric and exceptional craftsmanship from Eminence SA, France. Eminence France has already gained accolades with international press labeling its product generation using modal and microfiber meryl as "softwear".

Our collection has carried forward this legacy and Eminence has made rapid strides in India in a short span of 4 years performing robustly with continuous expansion and innovation in product portfolio and addition of new channels of distribution. The brand has seen a heartwarming response in Modern trade channels of E-commerce platform (shopping websites) and Exclusive Brand outlet "Inners". This year the brand has increased its product range by addition of new products with innovative design and colors in men's briefs, trunks and vest.

Continuing its market expansion spree, Eminence in FY 2014-15 added northern India markets to make its presence PAN India, added prominent key accounts to E-commerce platform. The brand launched new products in FY 2014-15 in men's briefs and trunks in neon color range having stylish outer elastic band with a fashion quotient of French heritage. This trendy briefs and trunks will strike a chord with young Indian men.

As a part of continuous product expansion the brand will increase its men's product portfolio with the expected launch of Men's lounge wear (track pants, Bermudas, Jamaican (Capri pants) and tees) to cater to men's leisure wear market. It also expects to launch women's inner wear products with panties (hipsters, Bikini's and Boy legs) in FY 2014-15. Eminence with product and market expansion strategy coupled with international brand heritage will look forward to deliver and maintain its robust journey.

#### Products Portfolio:

Brief	Trunk
Vest	Tee
Boxer Shorts	Gym. Vest
Socks	

[www.twitter.com/Eminence\\_india](https://www.twitter.com/Eminence_india)

[www.facebook.com/Eminence.India](https://www.facebook.com/Eminence.India)

## Corporate Information

## Board of Directors

Jaykumar K. Pathare	Chairman & Whole Time Director
Sunil J. Pathare	Vice Chairman & Managing Director
Kapil J. Pathare	Whole Time Director
Dr. Arvind Kulkarni	Director
Gopal Sehgal	Director
Chetan Sheth	Director
Robin Banerjee	Director

## C.F.O. &amp; C.O.O.

R. Venkataraman

D.G.M. Finance &  
Company Secretary

Ashish Mandaliya

## Auditors

Attar & Company  
Chartered Accountants

## Internal Auditors

Sharp & Tannan Associates  
Chartered Accountants

## Bankers

State Bank of India  
IDBI Bank Limited  
HDFC Bank Limited  
Kotak Mahindra Bank Limited

## Plant Location

Knitting Unit	: 360/13, Ganesh Industrial Estate, Village Kachigam, Nani Daman, Daman - 396210
Processing House	: 13-15, SIPCOT, Perundurai, Erode, Tamil Nadu - 638052 C-119, TTC Industrial Area, MIDC, Pawane Village, Navi Mumbai, Maharashtra - 400703
Stitching Units	: 92/94, New GIDC, Umbergaon, Gujarat - 396171 : SF-125/126/127, Appachimarmadam, Thingalur, Erode, Tamil Nadu - 638055

## Registered Office

C-6, Road No.22, MIDC,  
Andheri (East),  
Mumbai 400 093.  
Phone : + 91 22 28257624/27/33,40209000  
Fax : + 91 22 28371023/24  
E-mail : investor.relations@viporg.com  
Website: http://www.maxwell.in  
CIN : L18101MH1991PLC059804

## Registrar &amp; Transfer Agents

Link Intime India Pvt. Ltd.,  
C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg,  
Bhandup (West),  
Mumbai 400 078.  
Phone : + 91 22 25946970  
Fax : + 91 22 25946969  
Email : rnt.helpdesk@linkintime.co.in

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24<sup>th</sup> ANNUAL GENERAL MEETING

Day	: Thursday
Date	: 25 <sup>th</sup> September, 2014
Time	: 11.00 a.m.
Venue	: <b>The All India Plastics Manufacturers'</b> <b>Association Auditorium</b> , Plot No. A-52, Road No.1, MIDC, Marol, Andheri (East), Mumbai - 400093

## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of Maxwell Industries Limited will be held on Thursday, 25<sup>th</sup> day of September, 2014 at 11.00 a.m. at “**The All India Plastic Manufacturers' Association Auditorium**”, Plot No.A-52, Road No.1, MIDC, Marol, Andheri (East), Mumbai - 400 093 to transact the following business;

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss for the financial year ended on 31<sup>st</sup> March 2014, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee of the Company M/s. Attar & Co., (Registration No.112600W) Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remunerations fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Robin Banerjee as Independent Director

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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, Mr. Robin Banerjee (DIN : 00008893), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

#### 6. Appointment of Mr. Gopal Sehgal as Independent Director

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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, Mr. Gopal Sehgal (DIN : 00175975), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

#### 7. Appointment of Mr. Chetan Sheth as Independent Director

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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, Mr. Chetan Sheth (DIN : 00202723), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice

in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**8. Appointment of Mr. Arvind Kulkarni as Independent Director**

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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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, Mr. Arvind Kulkarni (DIN : 01603917), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**9. Mr. Sunil J. Pathare – change in residual term to retiring by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** further to the resolution passed by the shareholders at the 23<sup>rd</sup> Annual General Meeting held on 14<sup>th</sup> August, 2013, approving the re-appointment of Mr. Sunil J. Pathare (DIN: 00192182) as a Vice Chairman & Managing Director of the Company for a period of three year as commencing from 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2016, not liable to retire by rotation, and pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of Companies Act, 2013, and the Rules prescribed thereunder, it is hereby approved that during the residual term of his office Mr. Sunil J. Pathare shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**10. Mr. Kapil J. Pathare – change in residual term to retiring by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** further to the resolution passed by the shareholders at the 23<sup>rd</sup> Annual General Meeting held on 14<sup>th</sup> August, 2013, approving the re-appointment of Mr. Kapil J. Pathare (DIN : 01089517) as a Whole-time Director of the Company for a period of three year as commencing from 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2016, not liable to retire by rotation, and pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of Companies Act, 2013, and the Rules prescribed there under, it is hereby approved that during the residual term of his office Mr. Kapil J. Pathare shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**11. Re-appointment of Mr. Jaykumar Pathare as a Whole-time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby approves the re-appointment of Shri. Jaykumar K. Pathare (DIN : 00203211) as a Chairman & Whole-time Director of the Company for the further period of 3 (Three) years w.e.f. 1<sup>st</sup> October, 2014 to 30<sup>th</sup> September, 2017, liable to retire by rotation, and approve payment of remuneration to him on the terms and conditions as set out in the explanatory statement annexed hereto, as a minimum remuneration, in case the Company, has in any financial year no profit or if its profits are inadequate with the liberty to the Board of Directors including any Committee thereof (the "Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to revise, amend, alter and vary the terms and conditions of his remuneration, in such manner, as may be permitted in accordance with the provisions of Schedule V to the Companies Act, 2013, and as may be agreed to by and between the Board and Mr. Jaykumar K. Pathare.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."



**12. Borrowing / Financial Assistance**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Act') and the applicable rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include its Committee(s) constituted / to be constituted for the purpose) to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, Funds and/or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issues of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work-in-progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the paid-up share capital of the Company and its free reserves provided that the total amounts so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorised to execute/cause to execute such agreement, debenture trust deeds, indentures of mortgage, deeds of hypothecation/charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants and to do/ cause to do all acts, deeds, matters and things in this regards as the Board may think fit and proper.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**13. Creation of charge for Borrowings / Financial Assistance availed**

To consider and, if through fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board', which term shall include its Committee(s) constituted for the purpose) to create mortgages/charges on all or any of the movable and/or immovable properties and assets, both present and future, or on the whole or substantially the whole of the undertaking or undertakings of the Company, exclusively or ranking pari-passu with or second or subservient or subordinate to the mortgages/charges, if any, already created or to be created in future by the Company, for securing any loans and/or advances and/or guarantees and/or any financial assistance or obligations obtained/undertaken/made by the Company and/or any one or more of its subsidiary / group companies, both present and that which may be established or acquired by the Company in future, in India or abroad, with power to take over the management, business and undertaking of the Company in certain events of default, on such terms and conditions and at such things and in such form and manner as the Board may deem fit, so that the total outstanding amount at any time so secured shall not exceed the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(c) of the Companies Act, 2013 or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, costs, charges, expenses, remuneration and other monies payable in connection therewith AND THAT this consent shall also be the consent of the members under and as contemplated by Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable rules made thereunder;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing and to vary and/or alter the terms and conditions of the security created/to be created as it may deem fit and generally to do and/or cause to do all acts, deeds, matters and things as may be necessary, proper expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By order of the Board of Directors  
For **Maxwell Industries Limited**

Place: Mumbai  
Date: 23<sup>rd</sup> July, 2014

Registered Office  
C-6, Road No. 22, MIDC  
Andheri (East), Mumbai – 400093.

**Ashish Mandaliya**  
DGM – Finance &  
Company Secretary



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. The Proxy form duly completed must reach the Registered Office of the Company not later than forty eight hours before the time appointed for holding the meeting.
3. The Register of members and the share transfer books of the Company will remain closed from 18<sup>th</sup> September, 2014 to 25<sup>th</sup> September, 2014 (both days inclusive).
4. The Company will be transferring the final and interim unclaimed dividend for the financial year ended on 31<sup>st</sup> March, 2007 on or before 28<sup>th</sup> January, 2015. The Members can claim the said dividend on or before 27<sup>th</sup> December, 2014. The Company has transferred the unclaimed dividend upto the financial year ended on 31<sup>st</sup> March, 2006 to the Investors Education and Protection Fund (IEPF) of the Central Government. The Members who have not claimed their dividend for the financial year 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 and 2012-13 are requested to claim it from the Company immediately.
5. Members are requested to notify any change in their address to the Company at its Registered Office or to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078.
6. Members desirous of obtaining any information concerning accounts of the Company are requested to address their queries to the Company Secretary at least Seven days before the date of the meeting, to enable the information required to be made available at the meeting, to the extent possible.
7. Members may be aware, that the Equity Shares of the Company have been subdivided from one equity shares of ₹ 10/- each to 5 equity shares of ₹ 2/- each, in terms of Resolution passed by the Shareholders of the Company at the Extra Ordinary General Meeting of the Company held on 1<sup>st</sup> February, 2006. The Members who are yet holding their share certificate of Rs.10/- each of the Company need to exchange the same with new equity shares of ₹ 2/- each by sending the same to the Company's Registrar & Transfer Agent, M/s. Link Intime India Private Limited since the old share certificate of ₹ 10/- each are no longer tradable.
8. Members/proxies are requested to bring the attendance slip duly filled in for attending the Meeting and copy of the Annual Report 2013-14.
9. Members are requested to note that in case of transfers, deletion of name of the deceased shareholder, transmission and transposition of names in respect of share held in physical form, the submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transaction, is now mandatory.
10. Section 72 of the Companies Act, 2013, provides for **Nomination** by the Shareholders of the Company in the prescribed forms which are available on the website of the Company "www.maxwell.in" shareholders requested to avail this facility.
11. Members are requested to bring their valid photo ID proof at the time of the meeting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DP IDs for receiving all communication including Annual Report, Notice, Circulars etc., from the Company electronically. Members holding share in electronic form are requested to register their email address / update the same with their respective depository participant.
13. **Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rule 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

**The instructions for voting electronically by members are as under:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number – "EVS" along with "COMPANY NAME" from the drop menu and click on "SUBMIT"
- (iv) Now Enter your user ID:
  - For CDSL: 16 digit beneficiary ID;
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - For Members holding shares in Physical Form: please enter Folio Number registered with the Company and then enter the Captcha Code as displayed on the screen.

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 casted your vote earlier for EVSN of any Company, then your existing password is to be used. In case you have forgotten your password then enter the user ID and Captcha Code as displayed on the screen and click on Forgot password and then enter the details as prompted by the system.
- (vi) Otherwise, if you are a first time user or if you are holding shares in Physical form, please follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
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. <ul style="list-style-type: none"> <li>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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Members holding shares in physical form will then directly reach EVSN 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Company on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- (xii) 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 "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to change your vote subsequently.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) Institutional shareholders (i.e other than individual, HUF, NRI etc) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, PDF format in the system for the scrutinizer to verify the same.

**Please note that:**

- The voting period begins on 18<sup>th</sup> September, 2014 at 10.00 a.m. and ends on 20<sup>th</sup> September, 2014 at 5.00 p.m. during this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date which is 15<sup>th</sup> August, 2014 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 20<sup>th</sup> September, 2014.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- Mr. Rakesh Sanghani, Practising Company Secretary (Membership No. CP 6302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
- The Result shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.maxwell.in](http://www.maxwell.in) 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 Stock Exchanges.