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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 Futurex, 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

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 13thFebruary, 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 Vrajlal 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 Vrajlal 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

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:13thAugust, 2019

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

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:**

    (i) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.

    (ii) Click on "Shareholders" tab.

    (iii) 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	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 which is provided as follows: 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.

(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

available on helpdesk.evoting@cdslindia.com or contact CDSL at its toll free no.: 1800-22-5533.

26. 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.

27. The Company shall at the AGM, at the end of discussion on all the resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the "remote e-voting" facility.

28. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall submit, within 48 hours from the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Resolution Professional or a person authorized by her/Board of Directors, who shall countersign the same and declare the result of the voting forthwith.

29. The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mandhana.com and on the website of CDSL immediately after the declaration of results by the Resolution Professional or a person authorized by her in writing. The voting results shall also be forwarded to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited & the National Stock Exchange of India Limited.

30. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request in writing.

31. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office as well as the Head Office/ Corporate Office of the Company during normal business hours (10:30 am to 2.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

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

Item Nos. 3 & 5

Appointment of Mr. Piyush Viradia and Mr. Nimesh Patel as Non-Executive Directors of the Company

As per 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) and Mr. Nimesh Patel (DIN: 08228799) were appointed as Non-Executive Directors 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 hold office up to the date of this Annual General Meeting of the Company and liable to retire by rotation.

The Board recommends the Ordinary Resolution as set out in Item Nos. 3 & 5 of the Notice for the approval of the Shareholders.

Except the Directors proposed to be appointed, none of the Directors, KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item Nos.3 & 5.

Item Nos. 4 & 7

Appointment of Mr. Todd Robinson and Mr. Chirayu Chhibber as Non-Executive & Independent Directors of the Company

As per 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) and Mr. Chirayu Chhibber (DIN: 07616850) were appointed as Non-Executive & Independent Directors 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 hold office up to the date of this Annual General Meeting of the Company.

Mr. Todd Robinson and Mr. Chirayu Chhibber have given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. The Board recommends the Ordinary Resolution as set out in Item Nos. 4 & 7 of the Notice for the approval of the Shareholders.

Except the Directors proposed to be appointed, none of the Directors, KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 4 & 7.

Item No. 6

Appointment of Ms. Alka Patel as Non-Executive &Independent Director of the Company

As per 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) Ms. Alka Patel (DIN: 08057534) 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 on 14th February, 2019, the Board of Directors has designated her as Non-Executive &Independent Director of the Company, who hold office up to the date of this Annual General Meeting of the Company.

Ms. Alka Patel has given declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. The Board recommends the Ordinary Resolution as set out in Item No.6 of the Notice for the approval of the Shareholders.

Except the Director proposed to be appointed, none of the Directors, KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution at Item No.6.

Item No. 8

Appointment of Mr. Piyush Vrajlal Doshi as Director of the Company

As per 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 Vrajlal Doshi (DIN: 07597924) was appointed as 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 has been appointed as Managing Director w.e.f. 14th February 2019 whose terms of office shall be liable to retire by rotation.

The Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice for the approval of the Shareholders.

Except the Director proposed to be appointed, none of the Directors, KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No.8.

Item No. 10

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

Mr. Ashok Kumar Das 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 liable to retire by rotation.

The Board recommends the Ordinary Resolution as set out in Item No.10 of the Notice for the approval of the Shareholders.

Item No. 9 & 11

Appointment of Mr. Piyush Vrajlal Doshi (DIN:07597924) as Managing Director of the Company and Appointment of Mr. Ashok Kumar Das (DIN: 08419056) as an Executive Director of the Company

In accordance 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 Board of Directors of the Company at its meeting held on 14th February, 2019 accorded its approval for the appointment of Mr. Piyush Vrajlal Doshi (DIN: 07597924) as the Managing director of the Company on the terms and conditions as set out in the resolution here in above and on 23rd May, 2019, the Board of Directors of the Company accorded its approval for the appointment of Mr. Ashok Kumar Das (DIN: 08419056) as an Executive Director of the Company on the terms and conditions as set out in the resolution here in above.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolutions at Item Nos. 9 and 11 is annexed hereto as Annexure A.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Piyush Vrajlal Doshi and Mr. Ashok Kumar Das are in any way concerned or interested, financially or otherwise in the said Resolutions.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 9 and 11 of the Notice for approval by the Members.

Brief profiles of the aforesaid directors, who are proposed to be appointed as Directors, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are annexed to this notice.

Item No. 12

Ratification of the remuneration of M/s. C. B Modh & Co., Cost Accountant, as the Cost Auditor for the FY 2019-20

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, the cost audit records maintained by the Company are required to be audited by a Cost Accountant in practice who shall be appointed by the Board of Directors on such remuneration as may be determined by the Members of the Company.

The Board of Directors in its meeting held on 13th August, 2019, has appointed M/s. C. B Modh & Co., Cost Accountant as the Cost Auditor of the Company for the FY 2019-20 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-five Thousand Only) plus Goods and Service Tax ("GST") and / or any other tax, as may be applicable, subject to the ratification by the Members at the Annual General Meeting.

Accordingly, the resolution at Item No. 12 of the Notice is set out as an Ordinary Resolution for ratification by the Members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, finance ally or otherwise, in the Resolutions at Item No. 12.

The Board of Directors recommends the Ordinary Resolution set out at Item No.12 of the Notice for approval by the Members.

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

ANNEXURE A

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

a. General Information:

1. Nature of Industry: Textile & Garments
2. Date or expected date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators:

(₹ In Lacs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Income from Operations and other Income	**29,699.72**	33,346.15
Operating Profit (before interest, depreciation and tax)	**(136.15)**	(58,015.01)
Profit/(Loss) before Tax	**(3,834.06)**	(80,717.48)
Profit/(Loss) after Tax (inclusive of other Comprehensive Income)	**(4,289.13)**	(79,909.57)

(Note: Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborations, if any: The Company has no foreign collaborators and hence, there is no equity participation by foreign collaborators in the Company.

b. Information about the appointee:

Particulars	Mr. Piyush Vrajlal Doshi	Mr. Ashok Kumar Das
Age	44 years	46 years
Qualifications	Bachelor's Degree in Commerce	MHRM & LLB
Experience/ Resume/ Background details/Expertise/ Recognition/ Reward	Mr. Doshi has been a serial entrepreneur and consultant for past 25 years. He has vast experience in multiple sectors of industry that includes FMCG, Electronics, Industrial machinery and Textile. Mr. Doshi has worked as a business development consultant and expanded business growth to exponential targets.	Mr. Das has more than 15 years of experience in the Human Resource department. Prior to joining this Company, he has worked with an NGO.
Terms and conditions of re-appointment	To perform the duties of directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and regulations as may be applicable to the Company.	
Remuneration to be paid to the Director in FY 2019-20	As stated in the respective resolution proposed	
Remuneration last drawn by the Director in FY 2017-18	Not Applicable	Not Applicable
Comparative remuneration policy with respect to industry, size of the Company, profile of the position and person	The remuneration as proposed to Mr. Piyush Vrajlal Doshi and Mr. Ashok Kumar Das is commensurate with the size of the Company.	

Particulars	Mr. Piyush Vrajlal Doshi	Mr. Ashok Kumar Das
Date of first appointment on the Board	31st January, 2019	23rd May, 2019
Shareholding	Nil	Nil
Pecuniary relationship directly or indirectly with the Company or relationship with the Director, Manager and Managerial Personnel, if any	Besides the remuneration proposed, Mr. Piyush Vrajlal Doshi does not have any pecuniary relationship with the Company	Besides the remuneration proposed, Mr. Ashok Kumar Das does not have any pecuniary relationship with the Company
Number of Board meetings attended during the financial year (2018-19)	2	Not Applicable
Directorships, Membership/ Chairmanship of Committees in other Companies* **Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided*	None.	None.
Justification/Job profile and suitability	The Company believes that the knowledge and experience of Mr. Piyush Vrajlal Doshi and Mr. Ashok Kumar Das will be of immense benefit to the Company.	

c. Other information:

1. **Reasons of loss or inadequacy of profits:**

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Act read with Schedule V to the Act and inadequacy of profit is mainly due to lower manufacturing capacity utilization due to the stressed financial condition of the Company.

2. **Steps taken or proposed to be taken for improvement:**

Pursuant to the Resolution Plan submitted by M/s. Formation Textiles LLC ('FTL') and approved by the Hon'ble National Company Law Tribunal ('NCLT') vide its Order dated 30th November, 2018 ('approved Resolution Plan'), the management being reconstituted and takeover by the newly constituted Board of Directors of FTL.

Accordingly, Company is in the process of initiating certain steps such as better product mix, cost control, improving efficiency, increasing Pan - India and international distribution network to better its market position. Company is also evaluating series of strategic and operational measures that would augment its present situation.

3. **Expected increase in productivity and profits in measurable terms:**

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult to forecast the productivity and profitability in measurable terms.

d. Disclosures

1. **Remuneration package of the managerial person:**

Fully described in the proposed resolution of respective appointment as stated above.

2. **Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2018-19:**

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report forming part of the Annual Report.

Brief profile of Mr. Piyush Viradia, Mr. Todd Robinson, Mr. Nimesh Patel, Ms. Alka Patel, Mr. ChirayuChhibber, Mr. Piyush Vrajlal Doshiand Mr. Ashok Kumar Das who are proposed to be appointed as Directors, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Director	Mr. Piyush Viradia	Mr. Todd Robinson	Mr. Nimesh Patel	Ms. Alka Patel
Age	39 Years	38 Years	37 Years	53 Years
Qualifications	Bachelor's degree in Chemical Engineering from Gujarat University, a Master's degree in Biochemical Engineering from City University New York, Grove School of Engineering and an MBA in Finance from NJIT School of Business.	EMORY UNIVERSITY SCHOOL OF LAW, Juris Doctor, Top 20%, Moot Court Society UNIVERSITY OF GEORGIA Bachelor of Social Work	Master in International Finance at University of Buckingham	B.Sc, Post Graduate Diploma in Clinical Dietetics, ICF approved Coach
Experience/ Resume/ Expertise	Mr. Piyush Viradia is founder and chairman of Formation Capital Inc. He has an in-depth knowledge in the fields of engineering and management. He has 20 years of experience as a business owner and professional executive.	Mr. Todd Robinson is a business attorney known for zealous advocacy both at the closing table and in the courtroom. Todd represents clients across the United States in the financial services, investment, commercial real estate, and tech industries. Todd handles a variety of transactions matters for his clients ranging from commercial loan closings, real estate private equity capital raises, joint venture agreements, commercial leasing, business acquisitions, and general commercial real estate services for investors and developers.	Mr. Nimesh Patel serves as Chief Investment Officer at Formation Capital. He oversees all investment opportunities and is involved in key decisions in the day to day operations. He was previously at DA Commercial Finance, a private equity firm, where he led in origination, underwriting and execution of debt and equity transaction. In 2014 Mr. Nimesh joined Growth Cap as a Senior Vice President of Business Development focusing on Software companies requiring growth capital.	Ms. Alka Patel is an administrative manager in Aver Software Technology Ltd since 1993. The company is owned by her family. She oversees the administrative operation of the company that includes managing day-to-day tasks, supporting and supervising the staff, planning and implementing administrative systems. She also works alongside managers of different departments within the company. Alka has invaluable operations skills in a fast-changing sector.

Name of the Director	Mr. Piyush Viradia	Mr. Todd Robinson	Mr. Nimesh Patel	Ms. Alka Patel
Terms and conditions of appointment	To perform the duties of Directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and other statues, rules and regulations as may be applicable to the Company.			
Remuneration to be paid to the Director	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remuneration last drawn by the Director	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board	31/01/2019	31/01/2019	31/01/2019	31/01/2019
Shareholding	Nil	Nil	Nil	7953 #
Relationship with other Directors, Manager and KMP	Not Related to any Director, Manager or KMP	Not Related to any Director, Manager or KMP	Not Related to any Director, Manager or KMP	Not Related to any Director, Manager or KMP
Number of Board meetings attended during the financial year (2018-19)	2	1	1	2
Directorships, Membership/ Chairmanship of Committees in other Companies* **Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided.*	He is neither a Member nor a Chairperson of the Committees in any other Company	He is neither a Member nor a Chairperson of the Committees in any other Company	He is neither a Member nor a Chairperson of the Committees in any other Company	He is neither a Member nor a Chairperson of the Committees in any other Company

 # Consequent to the reduction of share capital of the Company, her shares stood reduced to 7953 equity shares of Rs. 10/- each

Name of the Director	Mr. Chirayu Chhibber	Mr. Piyush Vrajlal Doshi	Mr. Ashok Kumar Das
Age	34 Years	44 Years	46 Years
Qualifications	MBA in Marketing	Bachelor's Degree in Commerce	MHRM & LLB
Experience/ Resume/ Expertise	Mr. Chirayu Chhibber has 10 years of experience in diverse Management functions. His core area of expertise is in selling products/services by devising a suitable marketing strategy and deploying efficient sales force. Mr. Chhibber has experience in Real Estate and Finance as a Marketing Consultant to B2C Companies.	Mr. Doshi has been a serial entrepreneur and consultant for past 25 years. He has vast experience in multiple sectors of industry that includes FMCG, Electronics, Industrial machinery and Textile. Mr. Doshi has worked as a business development consultant and expanded business growth to exponential targets.	Mr. Das has more than 15 years of experience in the Human Resource department. Prior to joining this Company, he has worked with an NGO.
Terms and conditions of appointment	To perform the duties of Directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and other statues, rules and regulations as may be applicable to the Company.		
Remuneration to be paid to the Director	Not Applicable	As stated in the respective resolution proposed	As stated in the respective resolution proposed
Remuneration last drawn by the Director	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board	31/01/2019	31/01/2019	23/05/2019
Shareholding	Nil	Nil	Nil
Relationship with other Directors, Manager and KMP	Not Related to any Director, Manager or KMP	Not Related to any Director, Manager or KMP	Not Related to any Director, Manager or KMP
Number of Board meetings attended during the financial year (2018-19)	2	2	Not Applicable
Directorships, Membership/ Chairmanship of Committees in other Companies* *Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided.*	He is neither a Member nor a Chairperson of the Committees in any other Company	He is neither a Member nor a Chairperson of the Committees in any other Company	He is neither a Member nor a Chairperson of the Committees in any other Company

MANDHANA
a whirlpool of ideas!

Mandhana Industries Limited

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

MANDHANA
a whirlpool of ideas!

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 Futurex, 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

ATTENDANCE SLIP

I/We, hereby record my/our presence at the 35th ANNUAL GENERAL MEETING of the Company on Thursday, the 26th day of September, 2019 at 11:00 a.m. at Plot No. C-2, MIDC, Tarapur Industrial Area, Boisar, Palghar 401506.

Registered Folio No./DP ID & Client ID*	
No. of Shares held	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	

*DP ID & Client ID are applicable for members holding shares in electronic form.

If Member, please sign here	**If proxy, please mention name and sign here**	
	Name of Proxy	**Signature**

Note:

Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.

MANDHANA
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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 Futurex, 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

Form No. MGT -11
PROXY FORM

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

Name of the member (s)	
Registered address	
E-mail Id	
Folio No./DP ID & Client Id	

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

1.	**Name:**	**Email ID:**
	Address:	**Signature:**

or failing him/her

2.	**Name:**	**Email ID:**
	Address:	**Signature:**

or failing him/her

3.	**Name:**	**Email ID:**
	Address:	**Signature:**

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2019, at 11.00 a.m. at Plot No. C-2, MIDC, Tarapur Industrial Area, Boisar, Palghar 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional*	
Ordinary Business		**For**	**Against**
1.	Ordinary resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2019 and the Reports of the Board of Directors and the Auditors.		
2.	Ordinary resolution 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.		
Special Business			
3.	Ordinary resolution for appointment ofMr. PiyushViradia (DIN: 08234863) as Non - Executive Director of the Company liable to retire by rotation.		
4.	Ordinary resolution for appointment of Mr. Todd Robinson (DIN: 08306844) as a Non-Executive & Independent Director of the Company.		
5.	Ordinary resolution for appointment of Mr. Nimesh Patel (DIN: 08228799) as a Non-Executive Director of the Company liable to retire by rotation.		
6.	Ordinary resolution for appointment of Ms. Alka Patel (DIN: 08057534) as Non-Executive and Independent Director of the Company.		
7.	Ordinary resolution for appointment of Mr. ChirayuChhibber (DIN: 07616850) as a Non-Executive & Independent Director of the Company.		
8.	Ordinary resolution for appointment of Mr. PiyushVrajlalDoshi (DIN: 07597924) as Director of the Company liable to retire by rotation.		
9.	Special resolution for appointment of Mr. PiyushVrajlalDoshi (DIN: 07597924) as Managing Director of the Company		
10.	Ordinary resolution for appointment of Mr. Ashok Kumar Das (DIN: 08419056) as Director of the Company liable to retire by rotation.		
11 .	Special resolution for appointment of Mr. Ashok Kumar Das (DIN: 08419056) as an Executive Director of the Company		
12 .	Ordinary resolution for Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.		

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

Signed this _____day of _____, 2019.

Affix Re.1
Revenue
Stamp

_____
Signature of Member (s)

_____
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. A proxy need not be member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.