

## NOTICE

### MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting (the "Meeting") of the members of MAN INDUSTRIES (INDIA) LIMITED will be held on Friday, 28<sup>th</sup> Day of September, 2018 at 4:30 P.M. at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai, Maharashtra - 400049 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2018.
3. To appoint a Director in place of Mrs. Heena Vinay Kalantri (DIN 00149407), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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 M.P. Turakhia & Associates, 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 2018-19, be paid a remuneration of Rs.1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses.

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

#### 5. Appointment of Mrs. Renu Purshottam Jalan as an Independent Director of the Company.

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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Schedule IV thereto and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Renu Purshottam Jalan (DIN: 08076758), who was appointed by the Board of Directors of the Company as an Additional Director with effect from 8<sup>th</sup> March, 2018 in the category of Independent Director pursuant to the provisions of Section 161 of the Companies Act, 2013 whose term of office as Additional Director expires at this Annual General Meeting 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 an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 7<sup>th</sup> March, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## 6. Re-Appointment of Mr. Kirit Navnitlal Damania as an Independent 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Schedule IV thereto and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kirit Navnitlal Damania (DIN: 01435190), who was re-appointed by the Board of Directors of the Company as an Additional Director with effect from 30<sup>th</sup> March, 2018 in the category of Independent Director pursuant to the provisions of Section 161 of the Companies Act, 2013 whose term of office as Additional Director expires at this Annual General Meeting 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 is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 29<sup>th</sup> March, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

## 7. Re-appointment of Mr. R.C. Mansukhani as Chairman & Whole-Time Director of the Company.

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

“**RESOLVED THAT** pursuant to provision of sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the reappointment of Mr. R.C. Mansukhani (DIN: 00012033) as Chairman & Whole Time Director of the Company for a period of 5 (five) years, effective from expiry of his present term i.e. from September 26, 2018 to September 25, 2023, liable to retire by rotation, on the terms and conditions including remuneration (to be effective from October 1, 2018) as set out hereinbelow.

SALARY (Basic): Rs. 37,00,000 p.m.

INCREMENT : The increment for every financial year shall be minimum 10% to maximum of 30% subject to approval of the Board and subject to overall ceiling limits as laid down under the Companies Act.

COMMISSION: Commission based on net profits of the Company in a particular year, which put together with salary and perquisites shall be subject to overall ceiling laid down in Sections 197 of the Companies Act' 2013 shall be paid.

HOUSING: Free furnished accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisite to be calculated as per Income Tax Act.

MEDICAL REIMBURSEMENT: Expenses incurred for self and family, equivalent to one month's salary every year or three months' salary in five years.

LEAVE TRAVEL CONCESSION/ALLOWANCE: Expenses incurred for self and family. Value of perquisite to be calculated as per Income Tax Act.

INSURANCE: Actual Premium to be paid by the Company.

LEAVE: Leave accumulated shall be encashable at the end of the tenure as per the Company rules.

CAR, DRIVER & TELEPHONE/CELL PHONE: Car, Driver and phone including mobile phone facilities will be provided by the Company for personal and official use. Expenses related to personal use to be treated as perquisites as per IT Rules.

REIMBURSEMENT OF CLUB AND ENTERTAINMENT EXPENSES: Actual expenses to be borne by the Company.

**PROVIDENT FUND:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act'1961.

**GRATUITY AND RETIREMENT BENEFITS:** To be paid as per the rules of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. R.C. Mansukhani under Section 190 of the Act.

**RESOLVED FURTHER THAT** pursuant to provisions of sections 197 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to Mr. R.C. Mansukhani as set out above notwithstanding exceeding the percentage of the net profit of each financial year as prescribed in section 197 of the Act, provided that overall remuneration in aggregate to all directors including the Whole time Director shall not exceed the limit as prescribed under the aforesaid section.

**RESOLVED FURTHER THAT** the Board of Directors (in this Resolution referred to as the "Board" which term shall include committee thereof) be and is hereby authorized to alter and vary the terms, conditions, designation and/or the remuneration, as may be agreed to between the Board and Mr. R.C. Mansukhani in the best interests of the Company or where circumstance so warrants, in accordance with the provisions of the Act, and / or any statutory modification or reenactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year, the Company incurs a loss or its profit are inadequate or circumstances warrant, the Company shall pay to Mr. R.C. Mansukhani the remuneration not exceeding limits specified under applicable provisions of Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time, or such other limit as may be prescribed or approved by the Board and/or appropriate authority.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

#### **8. Re-appointment of Mr. Nikhil Mansukhani as Executive Director of the Company.**

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

**"RESOLVED THAT** pursuant to provision of sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the reappointment of Mr. Nikhil Mansukhani (DIN: 02257522) as Executive Director of the Company for a period of 5 (five) years, effective from expiry of his present term i.e. from October 3, 2018 to October 2, 2023, liable to retire by rotation, on the terms and conditions including remuneration (to be effective from October 1, 2018) as set out hereinbelow.

**SALARY** (Basic): Rs. 12,00,000 p.m.

**INCREMENT** : The increment for every financial year shall be minimum 10% to maximum of 30% subject to approval of the Board and subject to overall ceiling limits as laid down under the Companies Act.

**COMMISSION:** Commission based on net profits of the Company in a particular year, which put together with salary and perquisites shall be subject to overall ceiling laid down in Sections 197 of the Companies Act' 2013 shall be paid.

**HOUSING:** Free furnished accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisite to be calculated as per Income Tax Act.

**MEDICAL REIMBURSEMENT:** Expenses incurred for self and family, equivalent to one month's salary every year or three months' salary in five years.

**LEAVE TRAVEL CONCESSION/ALLOWANCE:** Expenses incurred for self and family. Value of perquisite to be calculated as per Income Tax Act.

**INSURANCE:** Actual Premium to be paid by the Company.

**LEAVE:** Leave accumulated shall be encashable at the end of the tenure as per the Company rules.

**CAR, DRIVER & TELEPHONE/CELL PHONE:** Car, Driver and phone including mobile phone facilities will be provided by the Company for personal and official use. Expenses related to personal use to be treated as perquisites as per IT Rules.

**REIMBURSEMENT OF CLUB AND ENTERTAINMENT EXPENSES:** Actual expenses to be borne by the Company.

**PROVIDENT FUND:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act 1961.

**GRATUITY AND RETIREMENT BENEFITS:** To be paid as per the rules of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Nikhil Mansukhani under Section 190 of the Act.

**RESOLVED FURTHER THAT** pursuant to provisions of sections 197 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to Mr. Nikhil Mansukhani as set out above notwithstanding exceeding the percentage of the net profit of each financial year as prescribed in section 197 of the Act, provided that overall remuneration in aggregate to all directors including the Executive/Whole time Director shall not exceed the limit as prescribed under the aforesaid section.

**RESOLVED FURTHER THAT** the Board of Directors (in this Resolution referred to as the "Board" which term shall include committee thereof) be and is hereby authorized to alter and vary the terms, conditions, designation and/or the remuneration, as may be agreed to between the Board and Mr. Nikhil Mansukhani in the best interests of the Company or where circumstance so warrants, in accordance with the provisions of the Act, and / or any statutory modification or reenactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year, the Company incurs a loss or its profit are inadequate or circumstances warrant, the Company shall pay to Mr. Nikhil Mansukhani the remuneration not exceeding limits specified under applicable provisions of Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time, or such other limit as may be prescribed or approved by the Board and/or appropriate authority.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

**Place : Mumbai**

**Date : August 8, 2018**

**By order of the Board of Directors**

**Regd Office :**

'MAN HOUSE'

101, S.V. Road, Opp. Pawan Hans,

Vile Parle (West), Mumbai - 400 056

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.**

The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, at least 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. As required under Regulation 36 of the Listing Regulation, a statement containing the details of the Director seeking re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared at the Annual General Meeting.
7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2017-18 and Notice of the 30<sup>th</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall be made available for inspection by Members at the Meeting.
8. **Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, PAN details, email address etc. to their Depository Participant only and not to the Company or the Registrar and Share Transfer Agents (RTA) of the Company. The Company or its RTA cannot act on any such request received directly from the members. Changes intimated to the Depository Participant will be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.**
9. **In case of members holding shares in physical form, such information is required to be provided to the Company's RTA. A 'KYC Form' is given in this Annual Report for capturing the above details. Members are requested to send the duly filled in 'KYC Form' to the RTA.**
10. Members are requested to quote their Folio No. / Client ID and DP ID in all their correspondence.
11. **SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.**
12. **Securities and Exchange Board of India (SEBI) vide gazette notification dated June 8, 2018 has mandated that transfer of securities shall be carried out in dematerialized form only. Members may please be informed that effective 5<sup>th</sup> December, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository. Hence, investors are requested to demat their physical holding for any further transfer. Members can contact the Company's RTA for assistance in this regard.**

13. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with the Registrar and Share Transfer Agents of the Company, i.e. Link Intime India Private Limited (for shares held in physical form). Members who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
14. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Friday, September 21, 2018.
15. Unclaimed dividend for the Financial Years 2010-11 to 2016-17 are still lying in the respective unpaid dividend accounts of the Company. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or the Company Secretary at the Company's Registered Office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further all shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred to the IEPF as per section 124 of the Act and the applicable rules.

The respective due dates of transfer of the unclaimed dividend and the underlying shares are mentioned under the heading 'Unclaimed Dividend' in the 'Corporate Governance' section of the Annual Report. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

16. The notice of AGM along with Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to the Registrar and Share Transfer Agents of the Company, i.e. Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or to the Company at investor.relations@maninds.org.

17. In compliance with provisions of Regulation 44 of the Listing Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the business proposed to be transacted at the 30<sup>th</sup> Annual General Meeting ("the Meeting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate the remote e-voting.

The facility for voting through ballot papers shall be made available at the venue of the Meeting. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting through ballot papers.

18. Information and other instructions relating to remote e-voting are as under :

- (i) The voting period begins on Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on Shareholders
- (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.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (v) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>Members who have not updated their PAN with the Company/Depository Participant and receiving Physical copies of the Notice and Annual Report, are requested to use the sequence number which is printed on the Address stickers in the PAN field. Members receiving the copies of the Notice and Annual Report through email, the sequence No. is mentioned in the email itself.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</li> <li>If both details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 EVSN for the relevant "MAN INDUSTRIES (INDIA) LIMITED" 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 "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, if 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (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) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xvii) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xviii) Members may also address their queries/grievances regarding the e-voting facility to:

Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, A Wing, 25<sup>th</sup> floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013, Tel: 022-23058542 / 23058543 / 1800-200-5533, Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. Friday, September 21, 2018, may obtain login ID and password by sending a request at [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com).

The Board of Directors has appointed Mrs. Bhavika Sanghvi, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner in its Meeting held on August 8, 2018.

19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, 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 make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution, invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mangroup.com](http://www.mangroup.com) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd, where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. September 28, 2018.

**Place : Mumbai**  
**Date : August 8, 2018**

**By order of the Board of Directors**

**Regd Office :**  
**'MAN HOUSE'**  
101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

**Item No. 4**

The Companies (Cost Records and Audit) Amendment Rules, 2014, mandate audit of the cost accounting records of the Company in respect of certain product categories. Accordingly, the Board of Directors based on the recommendation of the Audit Committee appointed M/s. ABK & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year ending March 31, 2019 at a remuneration of Rs.1,00,000/- (Rupees One Lac Only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for approving the Ordinary Resolution set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19 as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

**Item No. 5**

Pursuant to the provisions of section 149 of the Companies Act, 2013 (The Act), read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your company is required to have at least half the total number of directors as independent directors, who are not liable to retire by rotation.

In compliance with the above requirements and on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Mrs. Renu Purshottam Jalan as Additional Director of the Company in the category of Independent Director w.e.f. 8<sup>th</sup> March, 2018 subject to the approval of the Shareholders.

Mrs. Renu Purshottam Jalan has given declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. The details of Mrs. Renu Jalan, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are annexed to this Notice.

In the opinion of the Board, Mrs. Jalan's professional expertise and experience will be very helpful in the growth of the Company and she also fulfils the conditions for appointment as specified in the Companies Act, 2013 and the Rules made thereunder. Hence, the Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mrs. Renu Purshottam Jalan is concerned or interested in the above item.

**Item No. 6**

Pursuant to the provisions of section 149 of the Companies Act, 2013 (The Act), read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your company is required to have at least half the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Kirit Navnitlal Damania who was an Independent Director on the Board of the Company, had resigned from the Board w.e.f. 6<sup>th</sup> November, 2017 in view of his disqualification under section 164(2) as declared by the Registrar of Companies, Mumbai vide its letter no. ROC/CUR/164(2)(a)2017/2 dated 07.09.2017. However, upon his confirmation of having subsequently complied with the provisions of section 164(2) pursuant to the "Condonation of Delay Scheme 2018" and standing free from any disqualification for becoming a director and on the recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Mr. Kirit N. Damania as Additional Director in the category of Independent Director w.e.f. 30<sup>th</sup> March 2018 subject to the approval of the Shareholders.

Mr. Kirit N. Damania has given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. The details of Mr. Kirit N. Damania, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are annexed to this Notice.

In the opinion of the Board, Mr. Damania's professional expertise and experience will be very helpful in the growth of the Company and he also fulfils the conditions for appointment as specified in the Companies Act, 2013 and the Rules made thereunder. Hence, the Board recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Kirit Navnitlal Damania is concerned or interested in the above item.

**Item No. 7**

The Board of Directors of the Company (the 'Board'), at its meeting held on August 8, 2018 has, subject to the approval of the Shareholders, re-appointed Mr. R.C. Mansukhani, (Chairman of the Company), as Whole-time Director, for a further period of 5 (five) years from the expiry of his present term on the terms and conditions including remuneration, as decided upon.

The Annual increment will be merit based and will take into account the Company's performance. Mr. R. C. Mansukhani, Mr. Nikhil Mansukhani and Mrs. Heena Vinay Kalantri being related to one another may be considered as interested in the resolution. None of the other directors have any interest therein.

The relevant details pursuant to Regulation 36 of the SEBI (LODR), Regulations, 2015 are annexed to this Notice.

The Directors recommend the Resolution as set out in Item No.7 of the Notice for the approval of the Shareholders.

**Item No. 8**

The Board of Directors of the Company (the 'Board'), at its meeting held on August 8, 2018 has, subject to the approval of Shareholders, appointed Mr. Nikhil Mansukhani, (Director of the Company), as Executive Director, for a further period of 5 (five) years on the terms and conditions including remuneration, as decided upon.

The Annual increment will be merit based and will take into account the Company's performance. Mr. R. C. Mansukhani, Mr. Nikhil Mansukhani and Mrs. Heena Vinay Kalantri being related to one another may be considered as interested in the resolution. None of the other directors have any interest therein.

The relevant details pursuant to Regulation 36 of the SEBI (LODR), Regulations, 2015 are annexed to this Notice.

The Directors recommend the Resolution as set out in Item No.8 of the Notice for the approval of the Shareholders.

**Place : Mumbai**

**Date : August 8, 2018**

**By order of the Board of Directors**

**Regd Office :**

'MAN HOUSE'

101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056

**Shashank Belkhede**  
**Group Head - Legal & Secretarial**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to as required under Regulation 36 of the Listing Regulations)**

Name of the Director	Mrs. Heena Vinay Kalantri	Mrs. Renu Purshottam Jalan	Mr. Kirit N Damania	Mr. R.C. Mansukhani	Mr. Nikhil Mansukhani
<b>DIN</b>	00149407	08076758	01435190	00012033	02257522
<b>Date of Birth</b>	31.12.1982	17.01.1957	27.05.1933	23.07.1956	21.12.1984
<b>Qualifications</b>	Post-Graduation in Management from United Kingdom	Bachelor of Arts from SIES College, Mumbai	Bachelor of Arts and Law Graduate	M.A. Economics (Gold Medalist from Vikram University of Indore) and Bachelor of Law	Graduate from King's College, UK; Bachelor of Engineering & Business
<b>Expertise in Specific Functional Areas</b>	<p>Mrs. Heena Vinay Kalantri has a varied experience in the field of marketing, finance and specializes in Human Resource Management.</p> <p>Mrs. Heena Vinay Kalantri has previously worked in different verticals in Man Industries (India) Limited &amp; then forayed herself into retail venture. She started M Concepts Retail LLP in September 2007 &amp; has diversified the business into various other segments. Under the leadership of Mrs. Heena VinayKalantri, MConcepts Retail LLP has grown manifold both in terms of manpower employment and in revenues.</p>	<p>Mrs. Renu Jalan has vast experience in the field of Art, Marketing and Finance. She has been the Key Speaker at various forum addressing to the Audience thereby enriching them with her experience in the above fields. Mrs. Jalan is also a known figure in the field of Art, culture and Social Work in the society.</p>	<p>Mr. Damania, aged above 80 years, is a leading solicitor in Mumbai for last several years and he is a senior partner in Kirit N. Damania &amp; Co., Advocate &amp; Solicitors. He has more than 55 years of vast experience in legal and finance areas. He is also a known for his charitable and philanthropical works in the social circles. His experience is of immense support to the company.</p>	<p>Mr. R.C. Mansukhani has around 38 years of extensive experience in trading and manufacturing field. During this tenure, he has travelled most of the developed and developing countries world over for the purpose of business. He has a special liking for understanding global diverse economics of the world and he also specialises in legal and finance field, being his forte.</p>	<p>After completing his education, Mr. Nikhil Mansukhani has revived line pipe business. He spearheads business development &amp; designing &amp; liasioning and manages day to day affairs of the Company.</p>

Name of the Director	Mrs. Heena Vinay Kalantri	Mrs. Renu Pursottam Jalan	Mr. Kirit N Damania	Mr. R.C. Mansukhani	Mr. Nikhil Mansukhani
Public Companies in which Directorships is held as on March 31, 2018	<ul style="list-style-type: none"> <li>Man Global Limited</li> <li>Man Natural Resources Limited</li> </ul>	NIL	NIL	<ul style="list-style-type: none"> <li>Man Global Ltd</li> <li>Man Natural Resources Ltd</li> <li>Merino Shelters Private Ltd*</li> </ul>	<ul style="list-style-type: none"> <li>Man Global Limited</li> <li>Man Natural Resources Limited</li> <li>Merino Shelters Private Limited*</li> </ul>
Chairman of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2018	NIL	NIL	NIL	Nil	Nil
Member of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2018	NIL	NIL	NIL	Nil	Nil
Shareholding in the Company as on March 31, 2018	23,61,511	NIL	NIL	1,30,17,453**	33,44,081

\* Being Subsidiary of Man Industries (India) Limited deemed as Public Limited Companies in accordance with the provisions of Section 2(71) of the Companies Act, 2013.

\*\* Includes 1,29,852 equity shares purchased on 27th March, 2018 & 28th March, 2018.

## KYC FORM

To

**Link Intime India Pvt. Ltd**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083

Unit : MAN INDUSTRIES (INDIA) LTD

Dear Sir Madam,

Date: \_\_\_ // \_\_\_ // \_\_\_\_\_

Folio No: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

We refer to the KYC documents status requirement as mentioned in the below table:

Name of the shareholder(s)		PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)
Registered Holder		Required	Required	Required	Required	Required	Required
1 <sup>st</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.
2 <sup>nd</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.
3 <sup>rd</sup> Joint Holder		Required	N.A.	Required	N.A.	N.A.	N.A.

N.A. – Not Applicable

We are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table.

**A. For registering PAN of the registered and/or joint shareholders (as applicable)**

Registered shareholder     Joint holder 1     Joint holder 2     Joint holder 3

(self-attested copy for all Shareholders attached)

**B. For registering Bank details of the registered shareholder**

Aadhar/Passport/utility bill     Original cancelled cheque leaf     Bank Passbook/Bank Statement

**C. For registering the Specimen Signature of registered and/or joint shareholders (as applicable)**

Affidavit     Bank Verification     Original cancelled cheque leaf     Bank Passbook/Bank Statement

(for all Shareholders attached)

**D. For Updating the email id :** \_\_\_\_\_

**E. Mobile :**

**F. For registering the nominee details by the registered shareholder**

Form SH-13 (Nomination registration form attached)

**Note:- For residents of Sikkim, instead of PAN provide Aadhar Card/Voter ID /Driving License/Passport or any other identity proof issued by Govt.**

I/We hereby state that the above-mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it.

Sign: \_\_\_\_\_

Registered holder

Sign: \_\_\_\_\_

Joint holder 1

Sign: \_\_\_\_\_

Joint holder 2

Sign: \_\_\_\_\_

Joint holder 3

**Name & Address of the Registered Shareholder**

Name : Mr/Ms/Mrs \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_ PIN \_\_\_\_\_

### **Instruction for updating the necessary KYC details of the shareholders holding shares in physical form**

SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 & BSE, vide its Circular No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 have directed all the listed companies to record the PAN and Bank account details of all their shareholders and advise them to dematerialise their physical securities.

Accordingly, your Company has initiated steps for registering the **PAN details** (including joint holders, if any) and the **BANK ACCOUNT** details of all the registered shareholders.

We would also like to register other KYC details such as specimen signature, email id, mobile number, and nomination. We request you to kindly fill in the details in the KYC form and forward the same along with all the supporting documents based on requirements considering the below mentioned points. Single copy of supporting document is sufficient for updating multiple subjects.

#### **A. For updating PAN of the registered and/or joint shareholders :**

- Self- attested legible copy of PAN card (exempted for Shareholders from Sikkim)

#### **B. For updating Bank Account details of the registered shareholder:**

##### **1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months)
- Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

**OR**

##### **2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

- For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months).
- Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

#### **C. For updating the Specimen signatures of the registered and/or joint shareholders:**

- Affidavit duly notarised on non-judicial stamp paper of Rs. 100/- (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature- Affidavit for change of signature).
- Banker's verification (format available on RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature format for signature verification)
- Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.
- If the cancelled cheque leaf does not contain shareholder's name - legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

#### **D. For registering Email id of registered shareholder:**

Email-id of the registered shareholder to be mentioned in the KYC form attached for all future communication in electronic mode (Go Green Initiative).

#### **E. For registering Mobile No. of registered shareholder:**

Mobile no. of registered shareholder for future direct communication.

#### **F. For registering Nominee by the registered shareholder (if any):**

Nomination (Form SH-13) is available on the website of the RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Downloads-General- Nomination.

You are requested to kindly forward the KYC form duly filled in, along with copies of supporting documents for all the "Required" remarks to the Registrar and Transfer Agents of the Company, 'Link Intime India Pvt. Ltd' at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Tel. +91 22 49186270; Fax: +91 22 49186000. As per SEBI directive, enhanced due diligence procedure will be applicable if KYC requirements mentioned above are not fulfilled.

## MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

### ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No. / DP ID / Client ID : \_\_\_\_\_

Full Name of the Member : \_\_\_\_\_

Full Name of the Proxy : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company held on Friday, September 28, 2018 at 4:30 P.M. at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai, Maharashtra - 400 049.

\_\_\_\_\_  
(Signature of the Member / Proxy)

## MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: www.mangroup.com, Email: investor.relations@maninds.org

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

### 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 \_\_\_\_\_

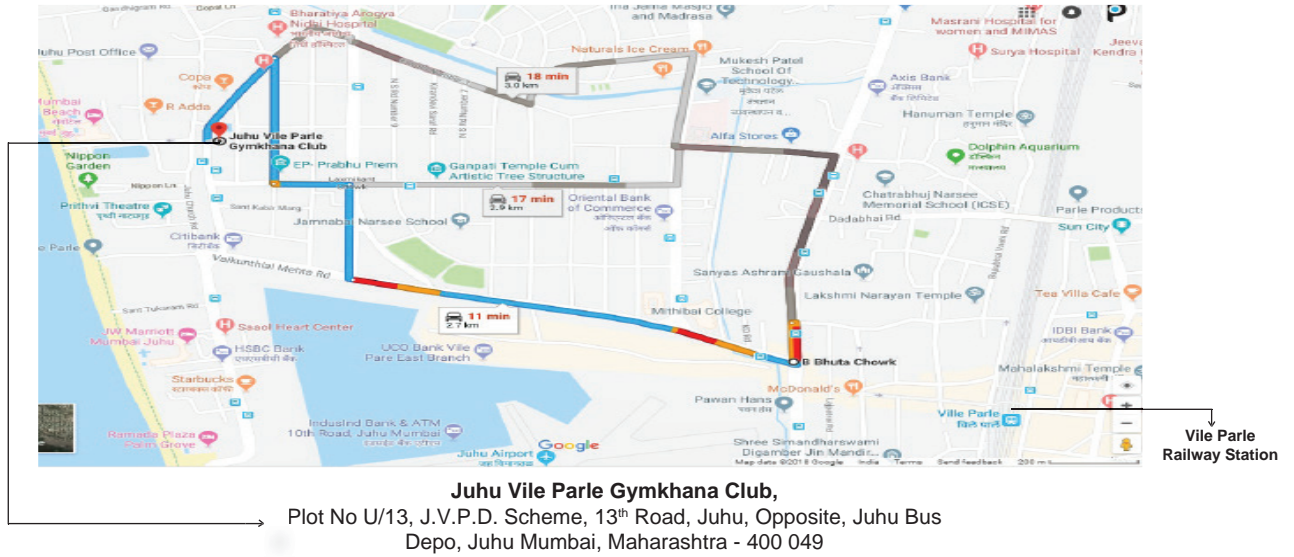
Folio No./ DP ID /Client ID \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ shares of Man Industries (India) Limited, hereby appoint:

- 1 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her
- 2 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her
- 3 Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of Man Industries (India) Ltd, to be held on Friday, September 28, 2018 at 4:30 P.M. at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu, Mumbai, Maharashtra – 400 049 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

**MAN INDUSTRIES (INDIA) LIMITED**  
**30<sup>th</sup> Annual General Meeting (AGM) Venue – Route Map**



I wish my said Proxy to vote in the manner as indicated in the box below :

S. No	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.			
2.	To declare dividend of ₹ 1.50 (i.e. 30%) per equity share of face value of ₹ 5.00 each for the year ended March 31, 2018.			
3.	To appoint a Director in place of Mrs. Heena Vinay Kalantri (DIN 00149407), who retires by rotation and being eligible, offers herself for re-appointment.			
<b>Special Business</b>				
4.	To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.			
5.	Appointment of Mrs. Renu Purshottam Jalan as an Independent Director of the Company.			
6.	Re-appointment of Mr. Kirit Navnitlal Damania as an Independent Director of the Company.			
7.	Re-appointment of Mr. R.C. Mansukhani as Chairman & Whole-Time Director of the Company.			
8.	Re-appointment of Mr. Nikhil Mansukhani as Executive Director of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix ₹ 1/- Revenue Stamp
------------------------------------

\_\_\_\_\_  
Signature of 1<sup>st</sup> Proxy Holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> Proxy Holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> Proxy Holder

\_\_\_\_\_  
Signature of Member

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.
3. This form of proxy in order to be effective, should be deposited at the Registered Office of the Company i.e. Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai-400056, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.