

NOTICE

NOTICE is hereby given that the 108th Annual General Meeting of the Company will be held on **Saturday, 30th July, 2022 at 12.00 noon** through video conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated, both) for the financial year ended 31st March, 2022 together with report of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Priyavrata H. Mafatlal (DIN 02433237) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N500016) be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 108th Annual General Meeting till the conclusion of the 113th Annual General Meeting to be held in the year 2027 on such remuneration, apart from reimbursement of out of pocket expenses as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies:-

- a) The payment of remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty Seven Thousand Five Hundred only) per annum plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit to M/s. B. Desai & Co., Cost Auditor, (Firm Registration Number 005431), who was appointed by the Board of Directors as the Cost Auditor of the Company, based on recommendations of Audit Committee in the casual vacancy caused by the demise of Mr. Bhalchandra C. Desai, Cost Accountant for conducting the audit of Cost Accounting Records relating to the products 'Textiles' manufactured and traded by the Company for the financial year ended 31st March, 2022.”
 - b) The payment of remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty Seven Thousand Five Hundred only) per annum plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit to M/s. B. Desai & Co., Cost Auditor, (Firm Registration Number 005431), who was appointed by the Board of Directors as the Cost Auditor of the Company, based on recommendations of Audit Committee to conduct the audit of Cost Accounting Records relating to the products 'Textiles' manufactured and traded by the Company for the financial year ended 31st March, 2023.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 25 Crores (Rupees Twenty Five Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

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RESOLVED FURTHER THAT the any one Director or Company Secretary of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory Registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

By Order of the Board
For **Mafatal Industries Limited**

Amish P. Shah
Company Secretary
(ACS :20622)

Place: Ahmedabad
Dated: 28th May, 2022

Regd. Office:

Mafatal Industries Limited (CIN L17110GJ1913PLC000035)
301-302, Heritage Horizon, 3rd Floor, Off: C G Road, Navrangpura, Ahmedabad -380009.
Tel: 079-26444404-06 Fax: 079- 26444403, Email: ahmedabad@mafatal.com
Website: www.mafatal.com

NOTES

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide its circular dated April 8, 2020 read together with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the circulars issued by Bombay Stock Exchange (BSE), the AGM of the Company will be held through VC / OAVM. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and that the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Proxy Forms and Attendance Slips are not annexed hereto.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of **Item Nos. 3 to 5** mentioned in the above Notice, is annexed hereto, which forms a part of this Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 23rd July, 2022 to Saturday, 30th July, 2022 (both days inclusive) for the purpose of the annual closing and Annual General Meeting.**
4. The annual report, inter alia, containing the AGM Notice and other disclosures, will be posted on the Company's website at www.mafatal.com under 'Investors' Section (available for free download and review from the website). The Notice of the AGM forms part of the Annual Report 2021-22 and is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/DP in conformity with the MCA and SEBI circulars. Those members, who wish to receive a paper copy of the Annual Report, may write to us on our email: ahmedabad@mafatal.com. The Annual General Meeting shall be through video conferencing/other audio visual means. However, for the purpose of record /jurisdiction, the deemed place of the Meeting shall be the Registered Office of the Company at 301 – 302 Heritage Horizon, 3rd Floor, Off: C G Road, Navrangpura, Ahmedabad - 380009.
5. As required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, E-Voting facility is being provided to the Members. Details of the E-Voting process and other relevant details are being sent to the Members along with the Notice and also provided at the end of this Annual Report.
6. Members are requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, **all equity shares of the Company on which dividend for the year 2014-15 (declared on 10^{1st} AGM) has not been paid or claimed for 7 consecutive years or more, shall be required to be transferred by the Company, along with the said dividend, to Investor Education and Protection Fund on or after 19th September, 2022.** The details of the Members, who have not encashed their dividend warrants for the earlier years and whose shares are liable to be transferred to the IEPF Authority if they do not encash their dividend prior to said date, are put on the Company's website www.mafatal.com under the 'investors' Section. Hence, Members who have not encashed their dividend warrants for the earlier year/s are advised to write to the Company and Company's Registrar & Share Transfer Agent - KFin Technologies Ltd. immediately claiming their dividends declared by the Company.
7. Pursuant to the Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable Secretarial Standards issued by ICSI, the requisite information inter alia containing the remuneration paid to the Director seeking **appointment / re- appointment is a part of the Explanatory Statement annexed hereto and marked as Annexure I** to this notice.
8. Route map and prominent land mark for easy location of venue of the AGM is not provided in the Annual Report since Annual General Meeting is to be held through VC/OAVM.

9. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection. Members who seek inspection may write to us at ahmedabad@mafatlals.com
10. It may be noted that the Company will provide the Shareholders' Cloth Discount Coupon to those members who request for the same. Shareholders may communicate on the Company's email address of ahmedabad@mafatlals.com or at the Registered Office.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Members holding shares in the physical form are advised to communicate the particulars of their bank account, change of postal address and email ids to our RTA i.e. KFin Technologies Limited (Unit: Mafatlal Industries Limited), Plot No. 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
13. The Company fixed Saturday, 23rd July, 2022 as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for three days commencing from Wednesday, 27th July, 2022 at 9.00 a.m. to Friday, 29th July 2022 5.00 p.m., (both days inclusive).
14. Members present in the meeting through video conferencing and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through the e-voting system during the meeting.
15. In line with 'green initiatives', the Act provides for sending the Notice of the AGM and other correspondence through the electronic mode. Hence, Members who have not registered their mail IDs with their depository participants are requested to register their email ID for receiving all our communications, including Annual Report, Notices etc., in the electronic mode. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.
16. Members are requested to note that as per Section 124(6) of the Act, read with IEPF Rules as amended, all the shares in respect of which dividend remained unpaid/unclaimed for seven consecutive years or more, are required to be transferred to the demat account of the IEPF Authority. Consequently, the Company transferred eligible equity shares during the financial year 2020-21 to the demat account of the IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web-based Form IEPF-5 available on www.iepf.gov.in and sending a physical copy of the same, duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
17. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in a demat form with effect from April 1, 2019, except in case of a request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in the physical form are requested to consider converting their holding to a demat form. Members can contact the Company or our RTA for assistance.
18. CS Umesh Ved, Umesh Ved and Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the remote, e-voting, process before/ during the AGM in a fair and transparent manner.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3:

To re-appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

M/s. Price Waterhouse Chartered Accountants LLP were appointed as Statutory Auditors of the Company at the 103rd Annual General Meeting ('AGM') held on 2nd August, 2017 for a period of five years, up to the conclusion of 108th AGM. M/s. Price Waterhouse Chartered Accountants LLP are eligible for re-appointment for a further period of five years. M/s. Price Waterhouse Chartered Accountants LLP have given their consent for their re-appointment as Statutory Auditors of the Company and issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Price Waterhouse Chartered Accountants LLP confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

As confirmed to Audit Committee and stated in their report on financial statements, the Auditors reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to the audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is proposed to re-appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, having (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company for the second and final term of five consecutive years, holding office from the conclusion of this 108th AGM till the conclusion of the 113th AGM of the Company.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are mentioned in Corporate Governance Report.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

Item No. 4 :

In accordance with the provisions of Section 148(2) and 148 (3) of the Act read with the Companies (Cost Records and Audit) Rules, 2014 along with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. The Board of Directors of the Company, on the recommendation of the Audit Committee, had appointed Mr. Bhalchandra C. Desai, Cost Accountant as the Cost Auditor, to conduct the audit of cost the Company for the financial year ending 31st March, 2022 on a remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty Seven Thousand Five Hundred only) plus taxes and levies as applicable and out of pocket expenses, which was subsequently ratified by the shareholders in the 107th Annual General Meeting of the Company held on 30th July, 2021. Due to the sudden death of Mr. Bhalchandra C. Desai, the Board of Directors, on the recommendation of the Audit Committee, on 29th March, 2022, appointed M/s. B. Desai & Co., Cost Accountant, to fill the casual vacancy for a remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty-Seven Thousand Five Hundred only) and other terms and conditions as agreed thereupon.

The resolution, as a modification of the resolution of the shareholders passed at the 107th Annual General Meeting, seeks the approval of the members for payment of remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty Seven Thousand Five Hundred only) plus taxes and reimbursement of out-of-pocket expenses to M/s. B. Desai & Co., Cost Auditor, towards the conduct of a cost audit of the Company for the financial year ended 31st March, 2022.

Further, the Board of Directors, on the recommendation of the Audit Committee, on 28th May, 2022, also appointed M/s. B. Desai & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2023 on the remuneration of Rs.4,37,500 (Rupees Four Lacs Thirty Seven Thousand Five Hundred only) plus all applicable taxes and reimbursement of expenses to him. The resolution seeks the approval of the shareholders for payment of said remuneration in terms of Section 148 and other applicable provisions of the Companies Act 2013, and the rules made thereunder.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

Item No. 5 :

The Company has been making investments in, giving loans, inter-corporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

Accordingly, consent of the Members is sought for making investments in the securities of other bodies corporates, which includes investment in shares of co-operative banks, financial institutions as per the terms of sanction of various credit facilities to the Company, give loans, guarantees and provide securities for any loan facility to be availed by the other Companies not exceeding Rs. 25 crores (Rupees Twenty Five Crores only).

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of a Special Resolution.

None of the Directors or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board
For **Mafatal Industries Limited**

Amish P. Shah
Company Secretary
(ACS :20622)

Place: Ahmedabad
Dated: 28th May, 2022

Regd. Office:

Mafatal Industries Limited (CIN L17110GJ1913PLC000035)
301-302, Heritage Horizon, 3rd Floor, Off: C G Road, Navrangpura, Ahmedabad -380009.
Tel: 079-26444404-06 Fax: 079- 26444403, Email: ahmedabad@mafatals.com
Website: www.mafatals.com

Annexure II to Notice

Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and applicable secretarial standards issued by ICSI:

Name of the Director & Brief Resume / Educational qualification	Nature of Expertise in specific functional area	Disclosure of relationship with other Directors, Managers and Key Managerial Personnel or the Promoters of the Company	Names of the Listed Entities in which the person holds the directorship and membership of the committees of the Board.	Shareholding of Director in the Company	No. of Board Meetings held and attended during 2021-2022
<p>Mr. Priyavrata H. Mafatlal (35 years) (DIN 02433237)</p> <p>He has done his Masters of Commerce from Mumbai University after completing Bachelor's in Management Studies (with a specialization in Marketing). He attended 3 tier Management Programmes at IIM Ahmedabad and also done Fashion Business Courses from Istituto Marangoni, London (UK).</p> <p>He was appointed as Executive Director of the Company for a period of five years from 1st November 2016. He was Chief Executive Officer (CEO) of the Company with effect from 1st April, 2019 till 31st March, 2022. His current designation is Managing Director of the Company. He is looking after all day-to-day functions of the Company.</p>	<p>He is an industrialist possessing a diversified experience of more than 14 years in the areas of textiles and other businesses.</p>	<p>He is related to (son of) Mr. Hrishikesh A. Mafatlal, Executive Chairman of the Company.</p>	<p>Managing Director - Mafatlal Industries Limited.</p> <p>Chief Executive Officer- Mafatlal Industries Limited (till 31st March, 2022).</p> <p>Non- Executive Director in NOCIL Limited</p> <p>Membership of the Committees of the Board of:</p> <p>Mafatlal Industries Limited:</p> <ul style="list-style-type: none"> - Member of Share Transfer Committee <p>NOCIL Limited:</p> <ul style="list-style-type: none"> - Member of Share Transfer Committee 	<p>He holds 5,60,991 equity shares of the Company of Rs. 10/- each</p>	<p>9/8 Board meetings.</p>

Remuneration paid to the Director/s seeking appointment/re-appointment:

Mr. Priyavrata H Mafatlal, Managing Director, has been paid a remuneration of Rs. 126.92 lacs for the year 2021-22. Further details of the remuneration are provided in the Annexure to Directors' Report as a part of statutory disclosures.

By Order of the Board
Mafatlal Industries Limited

Place: Ahmedabad
 Dated: 28th May, 2022

Amish P. Shah
 Company Secretary
 (ACS :20622)