



**MAFATLAL INDUSTRIES LIMITED**

CIN L17110GJ1913PLC000035

**Regd. Office:** 301-302, Heritage Horizon, 3rd Floor, Off C. G. Road, Navrangpura, Ahmedabad 380009.

**Email:** ahmedabad@mafatlals.com, **Website:** www.mafatlals.com, **Tel. No.** 079- 26444404-06, **Fax No:** 079 -26444403

**Attendance Slip for 105<sup>th</sup> Annual General Meeting  
(to be handed over at the registration counter)**

Sr. No.

Name of sole / first named member :  
Address :

Name of Joint Holder(s), if any :

Registered Folio No. / :  
DP ID No. / Client ID No.  
Number of shares held :

I/We hereby record my/our presence at the 105<sup>th</sup> Annual General Meeting of the Company on Friday the 2nd August, 2019 at 10.00 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad-380 015.

First / Sole Holder / Proxy

Second Holder / Proxy

Third Holder / Proxy

**The electronic voting particulars are set out below:**

<b>EVEN (E-voting event number)</b>	<b>User ID</b>	<b>Password/ Pin</b>

Please read the instructions at the reverse of this page which forms an integral part of the Notice of the 105<sup>th</sup> AGM.

The electronic voting particulars are set out below:

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. on 30th July, 2019</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. on 1st August, 2019</b>

These details and instructions form integral part of the Notice for the Annual General Meeting (AGM) dated 16th May, 2019 convening the said meeting.

## Voting through electronic means

- I. In compliance with 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 SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 105<sup>th</sup> Annual General Meeting (AGM) by electronic means and the said business may be transacted through e-Voting Services. The facility of casting the 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 Karvy Fintech Private Limited ("Karvy").
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.
- III. 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.
- IV. **The remote e-voting period commences on 30<sup>th</sup> July, 2019 (9:00 am) and ends on 1<sup>st</sup> August, 2019 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]
    - I. Launch internet browser by typing the following URL: [https:// evoting.karvy.com](https://evoting.karvy.com)
    - II. Click on Shareholder – Login
    - III. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - IV. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - V. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - VI. Select "EVEN" of "Mafatlal Industries Limited".
    - VII. Now you are ready for remote e-voting as Cast Vote page opens.
    - VIII. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - IX. Upon confirmation, the message "Vote cast successfully" will be displayed.
    - X. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - XI. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [umesh@umeshvedcs.com](mailto:umesh@umeshvedcs.com) They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."**
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]
    - (i) Initial password is provided in the enclosed Form.
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user-manual for Members available at the download section of <https://www.evoting.karvy.com>
- VII. If you are already registered with Karvy e-voting platform then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 26<sup>th</sup> July, 2019.
- X. **Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26<sup>th</sup> July, 2019 may obtain the login ID and password in the manner as mentioned below:**
  - a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - b) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
  - c) Member may call Karvy's toll free number 1-800-3454-001.
  - d) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS : MYEPWD <space>E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD <SPACE> IN12345612345678 Example for CDSL : MYEPWD <SPACE> 1402345612345678 Example for Physical : MYEPWD <SPACE> XXXX1234567890
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 polling paper.
- XIII. **Shri Umesh Ved, Practicing Company Secretary, has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.**
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith by the Company.
- XVI. **The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.mafatlals.com](http://www.mafatlals.com) and on the website of Karvy at <https://evoting.karvy.com> after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.**

EVEN (Remote e-voting Event Number)	User ID	Password/Pin



MAFATLAL INDUSTRIES LIMITED

**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]  
CIN L17110GJ1913PLC000035

**Name of the Company :** MAFATLAL INDUSTRIES LIMITED  
**Regd. Office :** 301-302, Heritage Horizon, 3rd floor, Off C. G. Road, Navrangpura, Ahmedabad – 380009.  
Email: ahmedabad@mafatlals.com, Website: www.mafatlals.com Tel. 079-26444404-06 Fax: 079- 26444403

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client Id:	
DP Id:	

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

- (1) Name ..... Address.....  
E-mail ID ..... Signature .....or failing him / her
- (2) Name ..... Address.....  
E-mail ID ..... Signature .....or failing him / her
- (3) Name ..... Address.....  
E-mail ID ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 105th Annual General Meeting of the Company, to be held on Friday, 2nd day of August, 2019 at 10.00 A.M at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution matter in brief	FOR	AGAINST
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements (Standalone & Consolidated, both) including the statement of Profit and loss for the Year ended 31st March, 2019 and Balance sheet as at date, the Directors' Report and Auditors' Report thereon with the Annexure thereto.		
2.	Appointment of Shri Hrishikesh A Mafatlal, a Director who retires by rotation.		
<b>Special Business</b>			
3.	Ordinary Resolution under section 148 (3) of the Companies Act, 2013 for approval of remuneration payable to Shri B. C. Desai, Cost Accountant, Ahmedabad as the Cost Auditor of the Company for the year 2019-20.		
4.	Ordinary Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Atul K Srivastava, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024.		
5.	Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Vilas R Gupte, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August, 2019 to 4th August, 2024 and that such term be continued notwithstanding that he shall cross the age of 75 years during such tenure.		
6.	Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Pradip N Kapadia, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from 5th August 2019 to 4th August, 2024.		
7.	Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) 2015 for appointment of Smt. Latika P Pradhan, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 17th April,2020 to 16th April,2025.		
8.	Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Gautam G Chakravarti, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May,2025.		
9.	Special Resolution under sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Sujal A Shah, as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 consecutive years from 30th May, 2020 to 29th May, 2025.		
10.	Ordinary Resolution for approval of reclassification of certain Persons/Entities as Non-Promoter/Public shareholders as per the Resolution mentioned in the Notice.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Notes: 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.**