

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fifty First Annual General Meeting of MIL INDUSTRIES LIMITED will be held at the Registered Office of the Company at 25A, Industrial Estate, Ambattur, Chennai – 600 098 on Monday, the 25<sup>th</sup> September, 2017 at 4.30 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive and adopt the reports of the Directors and Auditors, the audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mrs. Saroja Raman, who retires by rotation under Article 107 of the Company's Articles of Association and who is eligible for reappointment.
3. To appoint a Director in place of Dr. T. Venkatesan, who retires by rotation under Article 107 of the Company's Articles of Association and who is eligible for reappointment.
4. To consider and if thought fit to pass with or without modification the following resolution:

“RESOLVED that M/s. S.N.S. Associates, Chartered Accountants, Door No. 25, 11th Cross Street, Indira Nagar, Chennai - 600 020 (Firm Registration No. 006297S), be and are hereby appointed as Auditors of the Company to audit the Annual Accounts of the Company and they shall hold office from the conclusion of this 51<sup>st</sup> Annual General Meeting till the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company subject to ratification in every Annual General Meeting by way of passing an ordinary resolution. RESOLVED further that the Board of Directors be and is hereby authorised to fix the annual remuneration payable to the said Auditor on a year to year basis.”

Chennai  
27<sup>th</sup> July, 2017

By Order of the Board  
V.P.K. MANI  
Company Secretary

1. The explanatory Statement as required under Sec. 102 is enclosed for Sl. No. 4
2. A member entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.
3. The instrument appointing proxy duly filled should be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting. Proxy forms submitted on behalf of companies must be supported by an appropriate resolution / authority.
4. The Register of Members of the Company will remain closed from 18<sup>th</sup> September 2017 to 25<sup>th</sup> September, 2017 both days inclusive.

**Explanatory Statement for Serial No. 4 of the Agenda**

As per the provisions of Section 139 of the Act, 2013, the transitional period of office of M/s. Suri & Co, Chartered Accountants, Chennai, as Statutory Auditors of the Company will conclude from the close of the ensuing Annual General Meeting (AGM) of the Company.

In view of the above, the Board of Directors of the Company at their meeting held on 27<sup>th</sup> July 2017 have recommended the appointment of M/s. S.N.S. Associates, Chartered Accountants, Chennai (ICAI Firm Registration Number 006297S) as the Statutory Auditors of the Company, subject to the approval of the shareholders.

They have consented to the said appointment and confirmed that their appointment, if made, would be within the limits mentioned under the provisions of Section 141 of the Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

They will hold office as statutory auditors for the first term of five years from the conclusion of the 51<sup>st</sup> AGM till the conclusion of 56<sup>th</sup> AGM of the Company, subject to ratification of the appointment by Members at every AGM held during their tenure of office as statutory auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in item No.4, for approval of shareholders.