

MIL INDUSTRIES LIMITED

CIN: L25199TN1966PLC005397

Registered Office: 25-A, SIDCO Industrial Estate, Ambattur, Chennai - 600 098.

Phone: 044 - 2625 8382

Email: mil@milindustries.com / Website: www.milindus.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), seeking approval of the members, by way of Special Resolution(s), through postal ballot including voting by electronic means for the business as set out below.

SPECIAL BUSINESS

Item No.1

CONTINUATION OF MRS SAROJA RAMAN (DIN 00481687) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to Mrs. Saroja Raman (DIN 00481687), eventhough she has attained the age of 75 years, to continue to be a Non-Executive director of the Company liable to retire by rotation.”

Item No.2

CONTINUATION OF MR SSR RAJKUMAR (DIN 00317801) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded for the continuation of Mr SSR Rajkumar (DIN 00317801) eventhough he has attained the age of 75 years, as a non-executive independent director of the company not liable to retire by rotation.

Item No.3

CONTINUATION OF DR T VENKATESAN (DIN: 01793232) AS A NON-EXECUTIVE DIRECTOR

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded for the continuation of Dr T Venkatesan (DIN 01793232) even though he has attained the age of 75 years as a non-executive director of the company liable to retire by rotation.

By order of the Board
For MIL INDUSTRIES LIMITED

VPK MANI
Company Secretary

Place : Chennai

Date : 11th November 2019

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through "electronic means" and "post".
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

Annexure to the Notice of Postal Ballot dated 11th November 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No.1

The networth of the Company is more than Rs.25 Crores and accordingly the provisions pertaining to the Corporate Governance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) are applicable to the Company. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a listed company has to pass a special resolution to appoint or continue as a Non-Executive Director any person who has attained the age of 75 years.

Mrs. Saroja Raman has already attained the age of 75 and she was re-appointed on 16.09.2019 as a non-executive director liable to retire by rotation. It is now necessary to seek the shareholders approval by way of special resolution to continue Mrs. Saroja Raman (DIN 00481687) as a non-executive director.

Except Mr Rajiv Sreedhar, Managing Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Mrs. Saroja Raman holds Directorship in the following companies:

1. MIL Industries & Aerospace Limited
2. KKR Investments Private Limited
3. MIL Trading Private Limited

As Mrs. Saroja Raman is the wife of late R.K. Raman, founder of MIL Industries Limited, the directors are of the unanimous opinion that she continues to be on the Board of the company and commends the special resolution for approval of the shareholders. The Company has immensely benefited from her wealth of knowledge, guidance and expertise and the Board is of view that her continued assistance would be of immense benefit to the Company.

Item Nos. 2

Mr. SSR Rajkumar (DIN 00317801) was appointed as Independent Director of the Company for a term of two years effective from July 26, 2018. Though he holds the office as an Independent Director upto

July 25, 2020, As per Regulation 17(1A) of Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment. The present tenure of Mr. SSR Rajkumar as an Independent Director is upto July 25, 2020. However, in view of his attaining the age of 75 years consent of the members is being sought by way of special resolution pursuant to Regulation 17(1A) of Listing Regulations to continue his appointment as an Independent Director.

He is a member of Audit Committee, Nomination and Remuneration Committee and CSR Committee of the Board.

He is having the qualification of M.A., M.Com., M.B.A., L.L.B. and has vast business experience. The directors are of the view that it is in the best interest of the Company to continue his directorship as a Non-executive Independent Director on the Board of the Company during the current term, notwithstanding that he has attained the age of 75 years. The Board commends the special resolution for approval by the shareholders.

He holds Directorship in the following companies:

1. The Central Scientific Supplies Co. Ltd.
2. Madras Chipboard Ltd.
3. Hindustan Chamber of Commerce
4. Tamil Chamber of Commerce

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

Item Nos. 3

Dr. T. Venkatesan, is having the qualification of M.B.B.S., F.C.C.P and is a member of the Nomination and Remuneration Committee. Dr T. Venkatesan is associated with the Company as a non-executive director and is above 75 years of age. As per Regulation 17(1A) of Listing Regulations no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment. The Directors are of the view that though he has attained the age of seventy five years, considering his knowledge and experience it is in the best interests of the Company to continue him as a Non-executive director of the Company.

He holds Directorship in the following company:

MIL Industries & Aerospace Limited

Hence, the resolution is placed before the members for their approval.

Except Dr. T Venkatesan, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For MIL INDUSTRIES LIMITED

Place : Chennai
Date : 11th November 2019

VPK MANI
Company Secretary

NOTES:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.
- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
- (3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on 15th November 2019 (Cut-off date).
- (4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.milindus.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before Friday, 20th December 2019 (5.00 P.M.)
- (6) Resolutions passed by the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (7) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, 15th November 2019, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com
- (9) A member cannot exercise his/her vote by proxy on postal ballot.
- (10) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Friday, 20th December 2019.
- (11) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at the telephone no. viz., 022-24994600.
- (12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions for process to be followed by members opting to vote through electronic means

1. The instructions for Members for e-Voting are as under:

- (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open e-mail and then open PDF file with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: www.evoting.nsdl.com
 - (iii) Click on shareholder – Login;
 - (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
 - (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
 - (vi) Home page of e-Voting opens. Go to “e-Voting” icon and select “Active e-Voting Cycles”;
 - (vii) Select “EVEN” of MIL Industries Limited;
 - (viii) Now Members are ready for e-Voting as Cast Vote page opens;
 - (ix) Cast the vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed;
 - (xi) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: mil@milindustries.com with a copy marked to evoting@nsdl.co.in and yuvraj@integratedindia.in ;
 - (xii) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically; and
 - (xiii) Members can cast their vote online from Thursday, 21st November 2019 (9.00 a.m) to Friday, 20th December 2019 (5.00 p.m) through e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.
- (b) In case of Members receiving Postal Ballot Form by Post:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;
- (c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and
- (d) Members can also update their mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

MIL INDUSTRIES LIMITED

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / CONTINUATION OF APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

Name of Director & DIN	Date of Birth	Date of original appointment	Expertise in specific functional areas	Directorships on other listed companies	Membership of Committees in other listed companies	Other Information	Disclosure of relationships between Directors inter-se
Saroja Raman	01/01/1938	27/07/1998	Over 20 years of experience in business	N.A	N.A	Non-Executive Non-Independent Director Shares held 315295	Related to Mr. Rajiv Sreedhar, Managing Director
SSR Rajkumar	21/08/1936	22/04/1967	Over 30 years of experience in business	N.A	N.A	Non-Executive Independent Director Shares held 20800	None
Dr T Venkatesan	01/08/1937	27/09/2007	Over 10 years of experience	N.A	N.A	Non-Executive Director Shares held 500	None

MIL INDUSTRIES LIMITED

Regd. Office: 25A, SIDCO Industrial Estate, Ambattur, Chennai – 600 098.
Email: mil@milindustries.com Phone:044-2625 8382 Website: www.milindus.com
CIN: L25199TN1966PLC005397

POSTAL BALLOT FORM

Serial No.

1.	Name(s) of the Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/ First Named Shareholder	
3.	Registered Folio No.* (*Applicable to Members holding shares in physical form)	
4.	DP ID No & Client ID No. * (*Applicable to Members holding shares in dematerialized form)	
5.	Number of shares held	

I/we hereby exercise my / our vote in respect of the Special Resolution to be passed through the Postal Ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing tick mark (✓) in the appropriate box below

Sl. No.	Description	Type of Resolution	No of shares	Please place tick (✓) mark at the appropriate place	
				Assent	Dissent
1.	Approving the continuation of Mrs Saroja Raman as a non-executive director of the company				
2.	Approving the Continuation of MR S.S.R Rajkumar as an independent director of the company				
3.	Approving the continuation of Dr T Venkatesan as a non-executive director of the company.				

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Last date for receipt of Postal Ballot Form: 20.12.2019

Note: Please read carefully the instructions printed overleaf before exercising the vote

NOTES / INSTRUCTIONS

1. A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely 15th November 2019.
- (3) The Company has appointed Mr Pankaj Mehta, Partner, A.K. Jain & Associates, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:
Mr Pankaj Mehta, Partner, A.K. Jain & Associates, Practising Company Secretaries
C/o. MIL INDUSTRIES LIMITED
Integrated Registry Management Services Private Ltd.
2nd Floor, "KENCES TOWERS", Ramakrishna Street, T. Nagar, Chennai – 600 017.
Phone No. : +91 44 28140801 - 803
Fax No. : +91 44 28142479; Email : yuvraj@integratedindia.in
Contact Person – Mr. Yuvaraj - Chief Manager
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., Friday, 20th December 2019. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (8) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent or dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Mr. Rajiv Sreedhar, Managing Director of the Company, at the Registered Office of the Company, at No.25A, SIDCO Industrial Estate, Ambattur, Chennai- 600098. 21st December 2019.
- (12) The results will thereafter be published in the Website of the Company, www.milindus.com and sent to the stock exchange.