

MIL INDUSTRIES LIMITED

CIN: L25199TN1966PLC005397

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

Phone: 044 - 2625 8382

E-mail: mil@milindustries.com, Website: www.milindustries.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of MIL Industries Limited will be held at the Registered office of the company at 25-A, SIDCO Industrial Estate, Ambattur, Chennai – 600 098 on Thursday, the 18th July, 2019 at 4.30 p.m. to transact the following business:

SPECIAL BUSINESS

1. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to section 196 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Sreedhar (DIN 00181532) as the Managing Director of the Company for a term of five years with effect from 1st September, 2019.

RESOLVED FURTHER that Mr. Rajiv Sreedhar, Managing Director, be paid a monthly remuneration of Rs.7.00 lakhs (Rupees Seven lakhs only) (in the form of Salary and/or House Rent Allowance as may be decided by him) and Leave Encashment as per the rules of the Company during the period commencing from 1st September, 2019 to 31st August, 2022.

2. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED that, subject to approval of resolution no.1, pursuant to section 196(3) read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Rajiv Sreedhar (DIN 00181532) as the Managing Director of the company during the entire term from 1st September, 2019 to 31st August, 2024 even though he attains the age of 70 years on 30.11.2021.

By Order of the Board

Place : Chennai
Date : 30th May, 2019

V.P.K. MANI
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting.

The proxy form, to be valid and effective, should be lodged at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the EGM. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carry voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statements as required under Sec. 102 are enclosed.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Thursday 11th July, 2019 to 18th July, 2019 both days inclusive.
4. Members / Proxies should bring the duly filled-in Attendance Slip for attending the Extraordinary General Meeting. Corporate Members shall send duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.
5. Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an email to milshare@milindustries.com stating their name and folio no. where shares are held in physical form and DP Id & Client Id where shares are held in dematerialized form.
6. The Notice of EGM circulated to the members of the Company will be made available on the Company's website at www.milindustries.com and also on the website of the stock exchange at www.msei.com
7. Person representing Corporate Shareholder / Body Corporate / Trust are required to provide copy of resolution / authorization letter authorizing him / her to attend the meeting.

1. ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No.1

Mr. Rajiv Sreedhar was re-appointed as the Managing Director of the Company for a term of five years with effect from 1st September, 2014 to 31st August, 2019 as approved by the Company at the Extraordinary General Meeting held on 30th June, 2014 and his remuneration for the period 1st September, 2014 to 31st August, 2017 was fixed at Rs.3,50,000 per month. At the Extraordinary General Meeting held on 31st August, 2017, his remuneration for the period 1st September, 2017 to 31st August, 2019 was fixed at Rs.5,00,000 per month plus the benefit of contribution to provident fund and leave encashment as per the rules of the company.

His present term expires on 31st August, 2019. The Company has received consent from him to continue as the Managing Director of the Company. The Nomination and Remuneration Committee of Directors at its meeting held on 30th May, 2019 recommended that his term as Managing Director be renewed for a further period of 5 years with effect from 1st September, 2019 and this recommendation has also been accepted by the Board of Directors at its meeting held on 30th May, 2019, subject to the approval of the Shareholders.

As per Section II of Part II of Schedule V of the Companies Act, 2013, consent of the members is required for payment of remuneration for a period of three years in case of no profit or inadequate profit. Hence, the above resolution is placed before the members for their consent.

Except Mr. Rajiv Sreedhar, being the appointee and Mrs. Saroja Raman, none of the other directors, key managerial personnel or their relatives are interested in the above resolution.

Item No.2

Since 1999 when Rajiv Sreedhar took over the management of the company as the Managing Director of the company, there has been considerable improvement in revenue generation and profit. The Nomination and Remuneration Committee has recommended that it will be in the interest of the company to continue to retain Mr. Rajiv Sreedhar as the Managing Director even after he attains 70 years of age. This recommendation has been accepted by the Board of Directors and recommends to the members of the company to give their consent to Mr. Rajiv Sreedhar to continue as the Managing Director until 31st August, 2024 even though he attains 70 years of age on 30.11.2021.

As per the provisions of Section 196, Schedule V of the Companies Act, 2013, a company shall not appoint or continue the employment of any person as the Managing Director who has attained the age of seventy years unless special resolution in this regard has been passed. Mr. Rajiv Sreedhar, as mentioned above, will attain the age of 70 years on 30.11.2021. Hence, the above resolution is placed before the members for their consent.

Except Mr. Rajiv Sreedhar, being the appointee and Mrs. Saroja Raman, none of the other directors, key managerial personnel or their relatives are interested in the above resolution.

Statement as required as per proviso (iv) of Section II, PART II of Schedule V of the Companies Act, 2013.

I. General Information

- | | | |
|--|---|--|
| 1 Nature of industry | : | Rubber Products and Engineering Plastics |
| 2 Date or expected date of commencement of commercial production | : | June 1969 |
| 3 Financial performance based on given indicators | : | Based on the orders in hand pending for the execution is around Rs.5500 Lakhs. Expected orders to be procured during the financial year is 3000 Lakhs. |
| 4 Foreign investments or collaborations, if any | : | No existing foreign collaboration or foreign investments |

II. Information about the appointee:

(1) Background details

Mr. Rajiv Sreedhar had been working as the Managing Director of the Company with effect from 1st September, 1999 and he was re-appointed from time to time since then

Mr. Rajiv Sreedhar is now 67 years old. He has done his B.Tech (Chemical Engineering) from I.I.T. Madras and M.Sc. (Adv. Chem. Engineering) from Manchester University. He has overall 38 years working experience in Industries in Managerial level.

(2) Past remuneration

During his immediate previous tenure of 5 years his salary and/or House Rent Allowance from 1st September, 2014 to 31st August, 2017 was Rs. 3,50,000 per month and Rs. 500,000 from 1st September, 2017 to 31st August, 2019.

He was also eligible for Contribution to Provident Fund, Superannuation Fund, Gratuity and leave encashment as per the rules of the Company.

(3) Job profile and his suitability

Worked at various organisations in UK & USA, for a total of 13 years including Esso Petroleum, UK as Head of Process Department, and as an Oil Production Consultant, prior to joining the MIL Group. He was appointed as Managing Director of MIL in 1999. Presently as Managing Director is in-charge of overall operations of the Company.

(4) Remuneration proposed

Rs.7,00,000 per month (in the form of Salary and/or House Rent Allowance)

Also eligible for encashment of leave as per the rules of the Company.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

To the best of our knowledge, there are no comparable companies with respect to industry and size.

(6) Pecuniary relationship directly or indirectly with the company or relationship with the Key managerial personnel, if any

Mrs. Saroja Raman, Director is related to Mr. Rajiv Sreedhar.

III. Other information

(1) Reasons of loss or inadequate profits:

Being a capital equipment industry, company's performance is directly dependent on implementation of grass root chemical and fertilizer projects. Further being a specialized niche business, the business volumes are limited. There has been no loss in the last several years and profitability is steadily increasing.

(2) Steps taken or proposed to be taken for Improvement

Efforts are continuing to bring down the operational overheads by improving productivity and cutting costs. Efforts are also on to identify related and new areas to diversify into.

(3) Expected increase in productivity and profits in measurable terms

With the improvement already visible in the productivity of the company, the company expects to improve its sales turnover during the current year to about Rs.4500 lakhs and the profit before tax will be around Rs.750 lakhs.

(4) Remuneration package

Salary and / or House Rent Allowance : Rs.700,000 Per month

By Order of the Board

Place : Chennai
Date : 30th May, 2019

V.P.K. MANI
Company Secretary

Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by e-voting and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for voting through ballot/ polling will also be made available at the venue of the EGM. Members who have voted electronically through remote e-voting may attend the EGM but shall not be allowed to vote at the EGM.

Procedure / Instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Monday, 15th July, 2019 (9:00 a.m. IST) and ends on Wednesday, 17th July, 2019 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 11th, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

- a) For Members who hold shares in demat account with NSDL.
- b) For Members who hold shares in demat account with CDSL.
- c) For Members holding shares in Physical Form.

Your User ID is:

- a) 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
- c) EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 108337 then user ID is 108337001***

- 5) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open. Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mil@milindustries.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: milshares@milindustries.com or contact at Telephone no. 044 -2625 8382.
- III. 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 11th July, 2019.
- IV. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th July, 2019, may obtain the User ID and password by sending a request at evoting@nsdl.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- V. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- VI. 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 EGM through ballot paper.
- VII. Pankaj Mehta (M.No.A29407, C.P.10598), Partner, M/s. A.K. Jain & Associates., Company Secretaries, (Address: No. 2, Raja Annamalai Road, First Floor, Purasawalkam, Chennai - 600 084.) has been appointed for as the Scrutinizer inter alia for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- VIII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the 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 three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.milindus.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Ltd., Mumbai.

Route map for the location of the venue of the Extraordinary General Meeting of the Company is given below:

