

# 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

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## NOTICE

Dear Member(s),

NOTICE is hereby given that an Extraordinary General Meeting of MIL Industries Limited will be held at the registered office of the company at 25A, SIDCO Industrial Estate, Ambattur, Chennai-600098 on Thursday, the 20<sup>th</sup> day of February 2020 at 4.30 p.m. to transact the following business:

### **SPECIAL BUSINESS**

#### **Item No.1**

#### **APPOINTMENT OF MR K.J.JANAKAR (DIN 00644460) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS WITH EFFECT FROM 20<sup>TH</sup>FEBRUARY 2020.**

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 Rules made thereunder read with Schedule IV of the Companies Act, 2013 and further pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, based on 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 appointment of Mr. K.J.Janakar (DIN 00644460), as a Non-Executive Independent director of the Company, for a period of two years with effect from 20<sup>th</sup> February 2020, not liable to retire by rotation, notwithstanding that he has attained the age of 79 (Seventy Nine) years.

By order of the Board  
For MIL INDUSTRIES LIMITED

Place: Chennai  
Date: 14<sup>th</sup> January, 2020

VPK 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 Friday 14<sup>th</sup> February 2020 to 20<sup>th</sup> February, 2020 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.

### **Annexure to the Notice**

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

##### **Item No.1**

The Board of Directors have proposed that Mr. K.J. Janakar (DIN: 00644460), be appointed as a Non-Executive Independent director for a period of two years with effect from 20<sup>th</sup> February 2020 in place of the vacancy caused by the demise of Mr. S.S.R. Rajkumar. In terms of section 149 and 152 of the Companies Act, 2013 the board has reviewed the declaration made by Mr. K.J. Janakar that he meets the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 and he is independent of the management.

Mr. K.J. Janakar is 79 years old. 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. The Directors are of the view that though he has attained the age of seventy nine years, considering his knowledge and experience it is in the best interests of the Company to appoint him as a Non-executive Independent Director of the Company.

Mr. Janakar holds a degree in B.Sc., B.Sc. (TECH), F.P.R.I (London) and has more than 30 years experience in the Rubber and Rubber chemicals Industry. He is currently Managing Director of Helar Marketing and Consultants Private Limited. The directors commends the special resolution for approval of the shareholders.

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: 14<sup>th</sup> January, 2020

VPK 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 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, 17<sup>th</sup> February, 2020 (9:00 a.m. IST) and ends on Wednesday, 19<sup>th</sup> February, 2020 (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, February 13<sup>th</sup>, 2020 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - 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.
- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - 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](http://www.evoting.nsd.com).
    - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - Now, you will have to click on “Login” button.
  - 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?

- 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.
- 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.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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](mailto:mil@milindustries.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:pallavid@nsdl.co.in)/ [evoting@nsdl.co.in](mailto: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](mailto: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 13 February, 2020.
- (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. 13 February, 2020, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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](http://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.

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	Brief Resume, Qualification, Experience and Nature of 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
Mr. K.J.Janakar	19.04.1940	20.02.2020	<p>B.Sc.Chemistry, Madras University</p> <p>B.Sc. (Tech) Tech. of plastics &amp; Rubber from Bombay University &amp; F.P.R.I. (LONDON)</p> <p>He Served as an Independent Director for two terms (12 years) in Treadsdirect Ltd (formerly known as ELGI Treads Ltd., Coimbatore)</p> <p>Executive Director in TVS Srichakra Limited during 1982 to 1987.</p>	N.A	N.A	Non-Executive Independent Director Shares held 500	None

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

