



MANDHANA INDUSTRIES LIMITED

Regd. Office: Plot No. C-3, MIDC, Tarapur Industrial Area, Boisar, Dist.: Thane - 401 506.

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Mandhana Industries Limited will be held at the Registered Office of the Company at Plot no.C-3, M.I.D.C., Tarapur Industrial Area, Boisar, Dist.: Thane - 401 506 on Thursday, the 29th September, 2011 at 11:00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, as at 31st March, 2011 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint Director in place of Mr. Sanjay Asher, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Ghyanendra Nath Bajpai, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Vishal H. Shah & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to section 314 (1B) read with Director's Relative (Office or Place of Profit) Rules, 2011 and other applicable provisions of the Companies Act, 1956 including any statutory modifications or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Priyavrat P. Mandhana, son of Mr. Purushottam C. Mandhana - Chairman and Managing Director and related to Mr. Manish B. Mandhana – Joint Managing Director and Mr. Biharilal C. Mandhana – Executive Director, to hold an office or place of profit in the Company as "Manager – Retail" (or any other designation and the role which the Board/ Committee of the Board may decide from time to time) on such terms and conditions and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the appointment shall be upto the retirement age as per the policy and rules of the Company with effect from 1st July, 2011.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may required and to delegate all any powers herein conferred to any committee of Directors or any Directors or Secretary or Officer to give effect to this resolution.”

By Order of the Board of Directors
for **MANDHANA INDUSTRIES LIMITED**

VINAY SAMPAT
(Company Secretary & Head Legal)

Registered Office:

Plot no. C-3, MIDC,
Tarapur Industrial Area,
Boisar, Dist.: Thane – 401 506.
Dated: 9th August, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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.
2. The explanatory statement as required u/s 173(2) of the Companies Act, 1956 in respect of business referred to under item no.6 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2011 to Thursday, 29th September, 2011 (both days inclusive).
4. If the Dividend on equity shares, as recommended by the Directors is approved at the meeting, payment of such dividend will be made to those members, whose names appear on the Company's Register of Members on the 29th September, 2011.
5. Members holding Share in electronic form are hereby informed that the particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change are to be communicated only to the Depository Participants of the members.

Members holding Shares in physical form are requested to communicate any change in address, immediately to the Company's Registrars and Share Transfer (R&T) Agents, M/s. Link Intime India Private Limited.
6. The Company, in compliance with new Clause 5A of the Listing Agreement, will send reminders to the members in respect of shares which are lying unclaimed with the Company. The same shall be transferred to Unclaimed Suspense Account in case no response is received after sending three reminders at the address given and shall be dematerialized.
7. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
8. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available the meeting.
9. Members, who hold Shares in dematerialized form, are requested to get their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
10. Members who are holding Shares in physical form are requested to get their Shares dematerialised with any Depository Participants in their own interest.
11. Members who have not encashed their Interim / Final Dividend for the financial year ended 31st March, 2008, 31st March, 2009 and 31st March, 2010 may approach the R & T Agent/Company for issuance of demand draft upon completion of necessary formalities in the said behalf in lieu of such unclaimed Dividend.

By Order of the Board of Directors
for **MANDHANA INDUSTRIES LIMITED.**

VINAY SAMPAT
(Company Secretary & Head Legal)

Registered Office:

Plot no. C-3, MIDC,
Tarapur Industrial Area,
Boisar, Dist.: Thane – 401 506.
Dated: 9th August, 2011

ANNEXURE FORMING PART OF THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Priyavrat C. Mandhana, aged 22 years, is Commerce Graduate from Mumbai University. The Company has recently ventured into retail business and is in process of promoting its venture under brand "Being Human" The management desires that in time to come, Mr. Priyavrat C. Mandhana takes responsibility of the retail division. Presently, he will be assisting Mr. Manish B. Mandhana – Joint Managing Director in development and roll out of the brand and retail venture.

Mr. Priyavrat C. Mandhana is son of Mr. Purushottam C. Mandhana - Chairman and Managing Director, and related to Mr. Manish B. Mandhana - Joint Managing Director and Mr. Biharilal C. Mandhana - Executive Director. The Board of Directors in its meeting held on 9th August, 2011 have approved the appointment of Mr. Priyavrat C. Mandhana as Manager – Retail, his appointment effective from 1st July, 2011. As the appointee is a relative of Managing Directors and Executive Director of the Company and hence his appointment amounts to an Office or Place of Profit and requires approval of the members of the Company in terms of Section 314(1B) of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit) Rules, 2011. Approval of Central Government is not required for this appointment as the monthly remuneration of the appointee does not exceed ₹ 2,50,000/- per month.

The broad terms of appointment and remuneration structure of Mr. Priyavrat C. Mandhana are:

Date and period of appointment	From 1 st July, 2011 upto the date of retirement as per Company policy.
Notice Period	The employment may be terminated giving one month's notice.
Salary Details	The present cost to Company will be ₹ 6,00,000/- (Rupees Six Lacs) per annum, subject to a maximum increase in remuneration to ₹ 12,00,000/- (Rupees Twelve Lacs) per annum during his current term of appointment and such increase, may by way of increments, incentives, bonus, ex-gratia and same be approved by the Board of Directors or Committee thereof or it be delegated to a Director.
Perquisites and re-imburement	<ul style="list-style-type: none">● Reimbursement of telephone and communication charges incurred in official capacity.● Reimbursement of fuel charges incurred for in official capacity.● Such other benefits, perquisite, facilities and amenities as may applicable to the managerial personnel in his grade, from time to time.

The resolution is required to be passed as a Special Resolution and none of the Directors except Mr. Purushottam C. Mandhana, Chairman and Managing Director, Mr. Biharilal C. Mandhana, Executive Director and Mr. Manish B. Mandhana, Joint Managing Director, who are relatives of Mr. Priyavrat C. Mandhana, are interested in this resolution.