

## NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of **Mihika Industries Limited** will be held at the Registered Office of the Company at 3, Bentinck Street, 2nd Floor, Kolkata-700001 at 1:00 P.M. on Monday, the 30<sup>th</sup> September, 2019 to transact the following businesses:-

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Manoj Sethia (DIN: 00585491), who retires by rotation and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS

#### 3. Re-appointment of Mr. Rajesh Shah (DIN: 06746791) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Shah (DIN: 06746791), be and is hereby re-appointed an Independent Director for a second term on 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the Calendar year 2024."

#### 4. Re-appointment of Mr. Mali Chand Agarwala (DIN: 00772091) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mali Chand Agarwala (DIN: 00772091), be and is hereby re-appointed an Independent Director for a second term for 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the Calendar year 2024."

By order of the Board  
For MIHIKA INDUSTRIES LIMITED

  
COMPANY SECRETARY

Smita Jain

Company Secretary

Place: Kolkata

Date: 31<sup>st</sup> August, 2019



# MIHIKA INDUSTRIES LIMITED

Registered Office :  
3, Bentinck Street, 2nd Floor, Kolkata-700 001  
Phone : (033) 6536 6663  
Fax : (033) 2210 0875  
Email : mihikaindustries@gmail.com  
CIN : L70101WB1983PLC035638  
Website : www.mihika.co.in

## NOTES

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its registered office not less than 48 hours before the meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. Proxies submitted on behalf of Limited Companies, Body Corporates, Societies etc. must be supported by appropriate resolution/authority, as applicable. Blank Proxy form is attached.
3. Route-map to the venue of the Meeting is provided at the end of the notice for the convenience of the members.
4. Corporate members are intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
6. Brief resume of the Directors being appointed/re-appointed, nature of the expertise in specific functional areas, names of Indian Public Limited Companies in which he/she holds directorship and membership/Chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice forming part of Annual Report.
7. The Company's shares are listed on BSE Ltd. with scrip Code 538895.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting.
9. **Updation of Members' Details:**  
The format of Register of Members prescribed by Ministry of Corporate Affairs under the Act requires the Company/Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form requesting for such additional details is appended to this Notice. Members holding shares in physical form are requested to submit the form duly filled in to the Company or ABS Consultant Private Limited.
10. \*Members are requested:
  - a) To bring their attendance slip along with their copy of Annual Report to the Meeting;
  - b) To quote their Ledger Folio No./DP ID and Client ID in all communications addressed to the Company;
  - c) To notify immediately any change in your address (including pin code), bank details to Company/RTA in case the shares are held in physical form; and
  - d) In case the shares held in dematerialized form please update any change in your address (including pin code), bank details to your respective Depository Participant.

For MIHIKA INDUSTRIES LIMITED

  
COMPANY SECRETARY



## 11. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the Annual General Meeting using electronic means and business may be transacted through remote e-voting. The Company has engaged the service of Central Depository Services (India) Ltd. (CDSL) as the authorized agency to provide the remote e-voting facilities.

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The notice of the e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-voting particulars are provided at the bottom of the Attendance Slip.


The remote e-voting period begins from 27-09-2019 from 9.00 A.M. and ends on 29-09-2019 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 23-09-2019 may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Ltd. for voting thereafter.

### The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab.
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "Mihika Industries Limited" from the drop down menu and click on "SUBMIT".
- d. Now enter your User ID (as mentioned in the Attendance Slip):
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through Central Depository Services (India) Ltd. platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For MIHIKA INDUSTRIES LIMITED

  
COMPANY SECRETARY



- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "Mihika Industries Limited" for which you choose to vote.
- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and Image verification code, click on Forgot Password & enter the details as prompted by the system.
- r. For Non-Individual Shareholders and Custodian:
- Institutional shareholders (i.e. other than Individuals, HUF etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Authorized Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 23.09.2019, may obtain the User ID and password for Remote E-voting by sending request at [mihikaindustries@gmail.com](mailto:mihikaindustries@gmail.com).
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 23.09.2019.
- VI. Ms. Twinkle Pandey, a Practicing Company Secretary, (ACS No. 49208) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

# MIHIKA INDUSTRIES LIMITED

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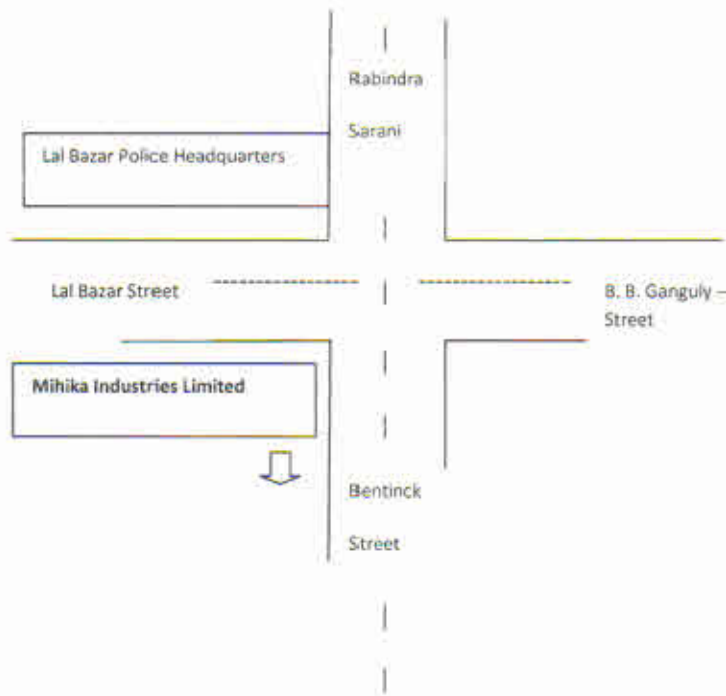
- VII. The Scrutinizer shall, after scrutinizing the votes cast at the Annual General Meeting and through Remote E-voting, not later than 2 (two) days from the conclusion of the Annual General Meeting make a consolidated Scrutinizer's report and submit the same to the Chairman.
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.mihika.co.in](http://www.mihika.co.in) and on the website of Central Depository Services (India) Ltd. viz. [www.evotingindia.com](http://www.evotingindia.com) within two days of passing of the resolutions at the 36<sup>th</sup> Annual General Meeting (AGM) of the Company on 30<sup>th</sup> September, 2019 and communicate to the BSE Ltd., where Equity Shares of the Company is listed.

By order of the Board

Place: Kolkata  
Date: 31<sup>st</sup> August, 2019

Smita Jain  
Company Secretary

## Route Map to the Venue of the 36<sup>th</sup> Annual General Meeting of Mihika Industries Limited



For MIHIKA INDUSTRIES LIMITED

*Smita Jain*  
COMPANY SECRETARY



## EXPLANATORY STATEMENT [PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013(the Act)]

### Item No. 3 and 4

Mr. Rajesh Shah and Mr. Mali Chand Agarwala were appointed as Independent Directors of the Company at the 31<sup>st</sup> Annual General Meeting for a period of five consecutive years commencing from the conclusion of the said AGM till the conclusion of the 36<sup>th</sup> Annual General Meeting.

As per the section 149(10) of the Act, an Independent Director can be on the Board of the Company for a term of five years, but was eligible for a re-appointment for another five years term subject to approval by special resolution.

Based upon the recommendation of the Nomination and Remuneration Committee and as approved by the Board, Mr. Rajesh Shah and Mr. Mali Chand Agarwala, being eligible for re-appointment as Independent Directors and having offered themselves for re-appointment, are proposed for re-appointment as Independent Directors for a second term of five years from the conclusion of this Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company.

The Board considers it desirable that the expertise of the two persons concerned should continue to be available. All two have considerable expertise in their areas of specialization and thus continued availability of their advice and guidance will benefit the Board. Accordingly, it commends to shareholders, the approval by special resolution of the appointments of Mr. Rajesh Shah and Mr. Mali Chand Agarwala. The requisite notices under section 160 of the Act have been received from shareholders proposing the above person as Directors.

The Company has received the requisite declaration confirming that the above person meet the criteria of Independence as per 149 (6) of the Act and the applicable SEBI Regulations.

In the opinion of the Board, all two Directors fulfill the conditions specified under section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors and are Independent of the management.

Brief particulars of Mr. Manoj Sethia, Mr. Rajesh Shah and Mr. Mali Chand Agarwala as required under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 are annexed to this notice.

Mr. Rajesh Shah and Mali Chand Agarwala are interested in the resolution set out at item no 3 and 4 respectively of the notice with regard to re- appointment.

No other directors or Key Managerial Personnel or their relatives are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, therefore, recommend the resolutions for approval of the Members.

For MIHIKA INDUSTRIES LIMITED

  
COMPANY SECRETARY

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## Annexure

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the director seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item no. 2, 3 & 4 of the Notice)

Name of Director	Mr. Manoj Sethia	Mr. Rajesh Shah	Mr. Mali Chand Agarwala
Date of Birth	7 <sup>th</sup> May, 1970	6 <sup>th</sup> December, 1962	1 <sup>st</sup> January, 1968
Qualification	FCA, ACS, ACMA	B.Com(Hons), FCA, LLB	B.Com
Expertise in specific functional area	He is an eminent professional having experience in the field of Finance and Corporate Law.	Mr. Rajesh Shah is a Chartered Accountant, fellow member of the Institute of Chartered Accountant of India and has more than 30 years of experience in the field of Finance and Corporate Law.	He is having experience in the field of business for more than 26 years.
Directorship Held in other Companies (Excluding foreign companies)	Tribute Trading and Finance Limited and Sarvottam Finvest Limited	Sarvottam Finvest Limited	Tribute Trading and Finance Limited
Membership/Chairmanship of Committees of other Indian Public Companies: <b>Tribute Trading and Finance Limited</b>	<b>Chairman:</b> Stakeholders Relationship Committee <b>Member:</b> 1. Audit Committee 2. Nomination and Remuneration Committee	NIL	<b>Member:</b> 1. Audit Committee 2. Nomination and Remuneration Committee
Membership/Chairmanship of Committees of other Indian Public Companies: <b>Sarvottam Finvest Limited</b>	<b>Chairman:</b> Stakeholders Relationship Committee <b>Member:</b> 1. Audit Committee 2. Nomination and Remuneration Committee	<b>Chairman:</b> Audit Committee <b>Member:</b> 1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee	NIL
Number of shares held in the Company as on 31 <sup>st</sup> March, 2019	NIL	NIL	NIL
Directors' inter-se relationship	Mr. Manoj Sethia and Mr. Kuldeep Sethia are brothers. Mrs. Shweta Sethia is wife of Mr. Kuldeep Kumar Sethia.	None	None

For MIHIKA INDUSTRIES LIMITED

  
COMPANY SECRETARY