



Maharaja Shree UMAID MILLS LIMITED

Regd. Office : "Krishna", Room No. 706, 7th Floor, 224, A.J.C.Bose Road, Kolkata – 700 017

Phone : +91-33-22230016, **Fax :** +91-33-22231569, **E-mail :** kolkata@msumindia.com

Website : www.msumindia.com, **CIN :** L17124WB1939PLC128650

Head Office and Works : Jodhpur Road, Pali - 306 401 (Rajasthan)

Phone : +91-2932-220286/288, **Fax :** +91-2932-221333, **E-mail :** pali@msumindia.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 74th Annual General Meeting of the members of MAHARAJA SHREE UMAID MILLS LIMITED will be held at Far Pavilion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700 033 on Wednesday, the 10th day of September, 2014 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with Reports of the Board of Directors and Auditors thereon.
- 2) To declare Dividend.
- 3) To appoint a Director in place of Mrs. Alka Devi Bangur (DIN 00012894), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
- 4) To appoint M/s B D Gargieya & Co., Chartered Accountants (Firm Registration Number 001072C), the retiring auditors, 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 at such remuneration and other terms and conditions as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles numbers 1 to 199 of the existing Articles of Association ("Existing Articles") of the Company be and are hereby replaced, altered, modified, revised and renumbered, so as to insert Articles bearing numbers 1 to 68 in place thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, Mr. Swapan Nath (DIN: 00806810), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 with effect from 30th May, 2014 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Whole-time Director of the Company, designated as 'Executive Director & CEO' and liable to retire by rotation, for a period of 3 years with effect from 30th May, 2014, on such remuneration and other terms and conditions as set out in the Explanatory Statement;

RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Swapan Nath, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, Mr. Swatantra Singh Kothari (DIN: 00084920), who was appointed as an Independent Director, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the 79th Annual General Meeting of the Company in the calendar year 2019."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, Mr. Amitav Kothari (DIN: 01097705), who was appointed as an Independent Director, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the 79th Annual General Meeting of the Company, in the calendar year 2019.”

9. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, Mr. Chandravadan Desai (DIN: 00105382), who was appointed as an Independent Director, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the 79th Annual General Meeting of the Company, in the calendar year 2019.”

10. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, Mr. Govind Ram Agarwal (DIN: 02627023), who was appointed as an Independent Director, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the 79th Annual General Meeting of the Company, in the calendar year 2019.”

11. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, read with Schedule V, and the applicable clauses of the Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the re-appointment of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Chairman & Managing Director of the Company for a further period of 3 years with effect from 11th August, 2014 on such remuneration and other terms and conditions set out in the Explanatory Statement;

RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Lakshmi Niwas Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

12. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, read with Schedule V, and the applicable clauses of the Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the re-appointment of Mr. Yogesh Bangur (DIN: 02018075) as Whole time Director designated as Director (Corporate Affairs & Strategy) of the Company for a period of 3 years with effect from 12th April, 2014 and liable to retire by rotation on such remuneration and other terms and conditions set out in the Explanatory Statement;

RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Yogesh Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

13. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time, the consent of the Company be and is hereby accorded for payment of commission to its Non-Executive Directors (including Independent Directors) annually for each of the five financial years commencing from financial year 2014-15, an amount not exceeding 1% (one per cent) of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013, subject to a ceiling of ₹ 2.50 lacs in case of each such Director in any financial year, and further that the above remuneration shall be in addition to the fee payable to such Directors for attending meetings of the Board and/or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and/or other meetings and such commission shall be distributed amongst them, or some or any of them, in such proportion or in such manner as may be decided by the Board of Directors and/or Committee thereof from time to time.”

14. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of all the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from the Company's Bankers or any other bank, financial institutions, bodies corporate(s), persons etc. from time to time as the need be for the business of the Company, any sum or sums

of money, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from cash credit arrangements, discounting of bills and temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the company and its free reserves for the time being, that is to say, reserves not set apart for any specific purpose, provided that the total such borrowings by the Board, at any time, shall not exceed the limit of ₹ 700 Crores (Rupees Seven Hundred Crores only)."

15. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable and movable properties of the Company, wherever situated, both present and future, and in such manner as the Board may deem fit, with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover of the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding ₹ 700 Crores (Rupees Seven Hundred Crores only) or the aggregate of the paid-up share capital and free reserves of the Company, at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/ Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution."

16. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Accounting Records of the Textile Unit of the Company for the financial year ending March 31, 2015, be paid a Consolidated Remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand only) plus service tax as applicable and, exclusive of out of pocket expenses, if any incurred during their course of assignment, which shall be reimbursed separately;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
FOR MAHARAJA SHREE UMAID MILLS LTD.

Place : Kolkata
Dated : August 7, 2014

(P.K.OJHA)
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 / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as 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 carrying voting rights. 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 a proxy for any other person or member.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
4. Information to Members as prescribed in Clause 49 of Listing Agreement in respect of Appointment / reappointment as Directors, is given at Annexure – A to this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2014 to 10th September, 2014 (both days inclusive).
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
7. The dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 10th September, 2014 to those Members whose names stand registered on the Company's Register of Members -
 - a) as Beneficial Owners as at 2nd September, 2014 as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company before 3rd September, 2014.

8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
9. National Electronic Clearing Service (NECS):
 - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent (RTA), M/s Maheshwari Datamatics Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
10. Members holding equity shares in physical form are advised in their own interest to avail of the nomination facility by filing form SH -13 and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording Nomination in respect of their shares.
11. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors.
12. The Ministry of Corporate Affairs vide its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has undertaken a 'Green Initiative' and allowed Companies to share documents with its shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, i.e. M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, Kolkata – 700 001 at mdpl@cal.vsnl.net.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar and Share Transfer Agent.
14. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall. Members are also requested to bring their copy of Annual Report at the meeting.
15. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
16. Dividends for the financial year ended March 31, 2007 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not encashed the dividend warrant(s), so far for the financial year ended March 31, 2007, or any subsequent financial years are requested to make their claim to the Registrar and Share Transfer Agent of the Company.

17. E-voting

In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Equity Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 74th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited(CDSL).

The instructions for members for voting electronically are separately annexed to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 16 of the accompanying Notice dated August 7, 2014.

Item No. 5

The existing Articles of Association of the Company ("Existing Articles") was adopted on 24.11.2012 and was based on the Companies Act, 1956, as amended from time to time. With the implementation of the Companies Act, 2013 and its allied rules, the provisions of Companies Act, 1956 are getting repealed in a phased manner.

The Board of Directors of the Company believe that it is desirable that the relevant clauses in the Articles of Association of the Company be revised so that they fully reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the listing agreement with the Stock Exchanges and SEBI Guidelines.

Since the required alterations, deletions, insertions etc. to the Existing Articles would be numerous; it is felt prudent to entirely substitute the Existing Articles and adopt the new Articles of Association ("New Articles").

Pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution at a General Meeting.

The Company will furnish a copy of the New Articles on demand to every member. A copy of the draft New Articles to be adopted, as referred to in the notice/explanatory statement hereto, will be made available to the Members for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. upto the date of the ensuing Annual General Meeting. Members may also download the copy of the New Articles from the website of the Company. In addition, a copy of the New Articles will be placed for inspection by members at the Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution under Item no. 5 of the Notice as a Special Resolution.

Item No. 6

Mr. Swapan Nath (DIN: 00806810) has been appointed by the Board, in its meeting held on 29th May, 2014, as an Additional Director with effect from 30th May, 2014 in accordance with the provisions of section 161 of the Companies Act, 2013 and Mr. Swapan Nath holds his office as an Additional Director till the ensuing Annual General Meeting. Thereafter, the Board of Directors at their meeting held on 29th May, 2014, has also appointed Mr. Swapan Nath as a Whole time Director designated as 'Executive Director & CEO' for a period of 3 years with effect from 30th May, 2014, subject to approval of the members in the ensuing Annual General Meeting. The Company has received a notice under section 160 of the Companies Act, 2013 from a member of the Company signifying his intention to propose the candidature of Mr. Swapan Nath for appointment as a Director of the Company.

The terms and conditions as to the remuneration to be paid to Mr. Swapan Nath, as recommended by Nomination and Remuneration Committee, are set out herein below:

I. Salary :

Mr. Swapan Nath would be eligible to get an annual salary not exceeding Rs. 1.80 Crores including all allowances and perquisites as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove by the Board of Directors from time to time.

II. Perquisites :

- a. Housing : Mr. Swapan Nath may be provided by Company the facility of residential accommodation as per Company's own convenience and availability.
- b. Leave : Leave in accordance with the rules applicable to the managerial staff of the Company.
- c. Such other benefits, amenities, facilities and perquisites as may be permitted by the Board of Directors to the Whole time Director.

III. Use of Company's car for official purposes, cell phone, telephone / internet facility at residence, encashment of leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees, Contribution to Provident Fund and gratuity fund will not be considered as perquisites.

IV. In the event of loss or inadequacy of profits in any financial year, the 'Executive Director & CEO' shall be paid remuneration by way of salary, allowances and perquisites as specified in points I and II above, but not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V of the Companies Act, 2013 from time to time or the Companies Act, 2013 and as may be amended from time to time.

V. The appointment of 3 years may be terminated by either party giving three months' notice in writing to other party.

VI. The Whole time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

VII. This may be treated as written Memorandum setting out the abstract of the terms of reappointment pursuant to Section 190 of the Companies Act, 2013.

Mr. Swapan Nath and/or his relatives are interested in the proposed resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of members as a Special Resolution.

Item No. 7, 8, 9 & 10

The modality of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 with effect from 1st April, 2014. However, your Company, being a listed company, by virtue of Clause 49 of the Listing Agreement with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors of the Company. Accordingly, Mr. Swatantra Singh Kothari (DIN: 00084920), Mr. Amitav Kothari (DIN: 01097705), Mr. Chandravadan Desai (DIN: 00105382), Mr. Govind Ram Agarwal (DIN: 02627023) Directors of the Company, whose appointment as Directors have already been approved by the Board of Directors and Members of the Company, are presently acting as Independent Directors in compliance with the Listing Agreement requirements. However, their terms of appointment are such that they are liable to retire by rotation as per the Companies Act, 1956.

Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any previous tenure of an Independent Director on the date of commencement of the Companies Act, 2013 shall not be counted as a term of appointment of Independent Director.

Based on the declarations received from Mr. Swatantra Singh Kothari, Mr. Amitav Kothari, Mr. Chandravadan Desai, Mr. Govind Ram Agarwal, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Swatantra Singh Kothari, Mr. Amitav Kothari, Mr. Chandravadan Desai, Mr. Govind Ram Agarwal, fulfill the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) and other applicable provisions of Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Directors are independent of the management. The Company has received notice(s) under Section 160 along with requisite deposit(s) from member(s) proposing their re-appointment as Independent Directors at the ensuing Annual General Meeting.

All are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company.

The Company has received the following from Mr. Swatantra Singh Kothari, Mr. Amitav Kothari, Mr. Chandravadan Desai, Mr. Govind Ram Agarwal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

Consequently, the Board of Directors recommends for approval of the shareholders the re-appointment of Mr. Swatantra Singh Kothari, Mr. Amitav Kothari, Mr. Chandravadan Desai, Mr. Govind Ram Agarwal, as Independent Directors of the Company on such terms that they shall continue to hold office as non-rotational directors for a term of five (5) consecutive years, effective from the date of this AGM.

Concerned Directors and their relatives are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out in item nos. 7, 8, 9 and 10 of the accompanying Notice.

The Board recommends the resolutions set forth in item nos. 7, 8, 9 and 10 for the approval of members as Ordinary Resolutions.

Item No. 11

Mr. Lakshmi Niwas Bangur [DIN : 00012617] was re-appointed as the Chairman & Managing Director of the Company in the meeting of the Board held on 5th August, 2011 for a term of three years with effect from 11th August, 2011, which was approved by the shareholders in the 71st Annual General Meeting held on 30th September, 2011. The said term is expiring on 10th August, 2014.

Members of the Company are aware that Mr. Lakshmi Niwas Bangur as industrialist has vast experience in Textile as well as other businesses. Under his leadership, the Company has been registering steady progress and growing from strength to strength.

The Board of Directors at the meeting held on 7th August, 2014, took a view that in the context of the ever increasing competitive climate for the industry and in the best interests of the Company, it is desirable that Mr. Lakshmi Niwas Bangur should continue to lead the Company as its Chairman & Managing Director for a further period of 3 years.

The Board of Directors of the Company other than Mr. Lakshmi Niwas Bangur, Mrs Alka Devi Bangur and Mr. Yogesh Bangur, in the said meeting held on 7th August, 2014, unanimously decided to re-appoint Mr. L. N. Bangur as Chairman & Managing Director with effect from 11th August, 2014 for a period of 3 years, subject to approval of the members in the ensuing Annual General Meeting.

The terms and conditions as to the remuneration of Mr. Lakshmi Niwas Bangur for his reappointment as Chairman & Managing Director, as recommended by the Nomination and Remuneration Committee are as follows ;

- I. **Salary** : Mr. L N Bangur would be eligible to get an annual salary not exceeding Rupees One Crore including all allowances and perquisites excluding commission as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove by the Board of Directors from time to time.
- II. **Commission** : Commission on net profits of the company in each year computed in accordance with Section 197 and 198 of the Companies Act, 2013 and other provisions of the Companies Act, 2013 applicable if any, subject to such limit as may be determined by the Board in accordance with such performance parameters but shall not exceed an amount equal to the annual salary for the relevant year.
- III. Use of Company's car for official purposes, cell phone, telephone / internet facility at residence, encashment of leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees, Contribution to Provident Fund and gratuity fund will not be considered as perquisites.
- IV. In the event of loss or inadequacy of profits in any financial year, the Chairman & Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified in points I and II above, but not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V of the Companies Act, 2013 from time to time or the Companies Act, 2013 and as may be amended from time to time.
- V. The Chairman and Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- VI. The Chairman and Managing Director shall not be liable to retire by rotation.
- VII. The re-appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
- VIII. This may be treated as written Memorandum setting out the abstract of the terms of reappointment pursuant to Section 190 of the Companies Act, 2013.

Mr. Lakshmi Niwas Bangur, Mrs Alka Devi Bangur and Mr. Yogesh Bangur and their relatives are interested in the proposed resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no.11 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 11 for the approval of members as a Special Resolution.

Item No. 12

Mr. Yogesh Bangur [DIN : 02018075] was appointed as the Whole time Director Designated as Director (Corporate Affairs & Strategy) for a term of three years with effect from 12th April, 2011, which was approved by the shareholders in the 71st Annual General Meeting held on 30th September, 2011. The said term has expired on 11th April, 2014.

The Board of Directors at the meeting held on 7th April, 2014, took a view that in order to facilitate proper management deliberations and also keeping in view to the potential size of business operations and in the best interests of the Company it is desirable that Mr. Yogesh Bangur should be re-appointed as Whole time Director designated as Director (Corporate Affairs & Strategy) for a further period of 3 years.

The Board of Directors of the Company other than Mr. Lakshmi Niwas Bangur, Mrs Alka Devi Bangur and Mr. Yogesh Bangur, in the said meeting held on 7th April, 2014, unanimously decided to re-appoint Mr. Yogesh Bangur as Whole time Director designated as Director (Corporate Affairs & Strategy) with effect from 12th April, 2014 for a period of 3 years, subject to approval of the members in the ensuing Annual General Meeting.

The terms and conditions as to the remuneration of Mr. Yogesh Bangur for his reappointment as Whole time Director designated as Director (Corporate Affairs & Strategy), as recommended by the Nomination and Remuneration Committee are as follows;

I. Salary:

Mr. Yogesh Bangur would be eligible to get an annual salary not exceeding Rs. 60 Lacs including all allowances and perquisites as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove.

II. Perquisites :

- a. Housing : Mr. Yogesh Bangur may be provided by Company the facility of residential accommodation as per Company's own convenience and availability.
 - b. Leave : Leave in accordance with the rules applicable to the managerial staff of the Company.
 - c. Such other benefits, amenities, facilities and perquisites as may be permitted by the Board of Directors to the post of Director (Corporate Affairs & Strategy).
- III.** Use of Company's car for official purposes, cell phones, encashment of leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees and gratuity fund will not be considered as perquisites.
- IV.** In the event of loss or inadequacy of profits in any financial year, the Director (Corporate Affairs & Strategy) shall be paid remuneration by way of salary, allowances and perquisites as specified in points I and II above, but not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013.
- V.** The appointment of 3 years may be terminated by either party giving three months' notice in writing to other party.
- VI.** The Whole time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- VII.** This may be treated as written Memorandum setting out the abstract of the terms of reappointment pursuant to Section 190 of the Companies Act, 2013.

Mr. Yogesh Bangur, Mr Lakshmi Niwas Bangur and Mrs Alka Devi Bangur and their relatives are interested in the proposed resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 12 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 12 for the approval of members as a Special Resolution.

Item No. 13

The shareholders, at the 70th Annual General Meeting of the Company held on 31.07.2010, by way of an Special Resolution under Section 309 of the Companies Act, 1956, had accorded their approval for payment to Non-Executive Directors by way of commission @ 1% (one percent) of the net profits of the Company computed in the manner prescribed in Section 198(1) of the Companies Act 1956, subject to a ceiling of ₹ 2.50 lacs in case of each such Director in any financial year.

In order to comply with the provisions of Section 149(9) read with Section 197 of the Companies Act, 2013 as notified on March 26, 2014 and also the provisions of Clause 49(1)(B) of the Equity Listing Agreement with the stock exchanges, it is proposed to seek fresh consent of the Members by way of special resolution for payment to Non-Executive Directors, annually for each of the five financial years commencing from financial year 2014-15, by way of commission @ 1% (one percent) of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act 2013, subject to a ceiling of Rs. 2.50 lacs in case of each such Director in any financial year for a period of five financial years commencing from April 01, 2014, in addition to the fee payable to the Directors for attending the meetings of the Board and/or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The above-mentioned commission will be distributed amongst all or some of the above-mentioned Directors in accordance with the directions given by the Board of Directors and/or Committee thereof and subject to any other applicable requirements under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of your Company and their relatives is interested or concerned in the proposed resolution except all Non-Executive Directors (including Independent Directors) of the Company to the extent of commission that may be payable to them from time to time.

The Board recommends passing of the resolution under Item no. 13 of the Notice as a Special Resolution.

Item No. 14 & 15

Under Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the company. Further, as per provisions of Section 180(1)(a) of the Act, the mortgage or hypothecation or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole or substantially whole of the undertaking of the Company and requires approval of the members of the Company by way of special resolution.

The shareholders, at the 72nd Annual General Meeting of the Company held on 28-07-2012, by way of an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956, had authorised the Board of Directors of the Company to borrow up to the ₹ 500 Crores i.e. in excess of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time.

However, the provisions of Sections 180(1)(a) and 180(1)(c) the Companies Act, 2013, the corresponding provisions of Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956, require passing of special resolution by the members of the Company to authorize the Board of Directors of the Company to exercise such powers. Further, Ministry of Corporate Affairs vide General Circular No. 4/2014 dated 25.03.2014 clarified that the resolutions passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings and / or creation of security on the assets of the Company will be regarded as sufficient compliance of requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. Section 180 of the Companies Act, 2013 was notified on 12.09.2013. In view of the above, it is necessary to pass resolution(s) pursuant to the provisions of Section 180(1)(a) and 180(1)(c) the Companies Act, 2013 to enable the Board of Director to exercise powers in relation to borrowings and / or creation of security over and above the limit referred in Section 180 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The above proposals are in the interest of the Company and The Board recommends passing of the resolutions under Item nos. 14 and 15 of the Notice as Special Resolutions.

Item No. 16

The Board at their meeting held on May 29, 2014 subject to approval of the Central Government, has appointed M/s K. G.Goyal & Associates, Cost Accountants, Jaipur, who are eligible for appointment as Cost Auditor in terms of section 141 read with section 148 of the Companies Act, 2013 as Cost Auditors to conduct audit of Cost Accounting Records of Textile Unit of the Company for the financial year ending on 31st March, 2015 on a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand only) plus service tax as applicable and, exclusive of any out of pocket expenses incurred, if any, which shall be reimbursed separately.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified subsequently by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 16 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution under Item no. 16 of the notice as an Ordinary Resolution.

By Order of the Board
FOR MAHARAJA SHREE UMAID MILLS LTD.

Place : Kolkata
Dated : August 7, 2014

(P.K.OJHA)
COMPANY SECRETARY

ANNEXURE – ‘A’
Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Date of Birth	Qualification	Date of Appointment	Expertise in Specific functional areas	Directorship held in other Public Ltd. Companies	Chairman / Member of the Committees of the Board of Directors	Chairman / Member of the Committees of the Board of Directors of the Other Companies	Shareholding in the Company	Relationship with other Directors
Shri Lakshmi Niwas Bangur (DIN:00012617)	26.08.1949	B. Com	11.08.1993	Industrialist	<ol style="list-style-type: none"> 1. The Swadeshi Commercial Co. Ltd 2. The Peria Karamalai Tea & Produce Co. Ltd. 3. M.B. Commercial Co. Ltd. 4. Shree Krishna Agency Ltd 5. Placid Limited 6. The Kishore Trading Co. Ltd. 7. The General Investment Co. Ltd. 8. Samay Industries Ltd. 9. Amalgamated Development Ltd. 10. PKT Plantations Ltd. 11. IOTA Mtech Ltd. 12. Sidhidata Tradecom Ltd. 13. Kiran Vyapar Ltd. 	-	<ol style="list-style-type: none"> 1. Placid Limited Audit Committee (Chairman) 2. Kiran Vyapar Ltd. Shareholders/Investors Grievance (Member) 3. The Peria Karamalai Tea & Produce Co. Limited Audit Committee (Member) Shareholders Grievance Committee (Chairman) 	1760457	Husband of Mrs. Alka Devi Bangur & Father of Mr. Yogesh Bangur
Mrs. Alka Devi Bangur (DIN:00012894)	28.11.1954	M.B.A	30.11.1996	Industrialist	The Peria Karamalai Tea & Produce Co. Ltd.	<p style="text-align: center;">-</p> <p>Audit Committee (Member) Shareholders Relationship Committee (Member)</p>	-	753000	Wife of Mr. Lakshmi Niwas Bangur & Mother of Mr. Yogesh Bangur
Shri Yogesh Bangur (DIN: 02018075)	08.11.1983	MSc. in Programme and Project	12.04.2011	Industrialist	<ol style="list-style-type: none"> 1. Kiran Vyapar Ltd. 2. Iota Mtech Ltd 3. Naviyoti Commodity Management Services Ltd. 4. Sidhidata Tradecom Ltd. 5. Sidhidata Solar Urja Ltd. 6. Jubilee Hills Residency Ltd. 7. Shivphal Vinimay Pvt. Ltd. (Subsidiary of a Limited Company) 	Shareholders Grievance Committee (Member)	Kiran Vyapar Limited Audit Committee (Member)	555100	Son of Mr. Lakshmi Niwas Bangur and Mrs. Alka Devi Bangur

Name of Director	Date of Birth	Qualification	Date of Appointment	Expertise in Specific functional areas	Directorship held in other Public Ltd. Companies	Chairman / Member of the Committees of the Board of Directors	Chairman / Member of the Committees of the Board of Directors of the Other Companies	Shareholding in the Company	Relationship with other Directors
Mr. Swatantra Singh Kothari (DIN: 00084920)	15.06.1930	F.C.A.	09.11.2004	A Practicing Chartered Accountant having vast experience in Financial Consultancy as well as in corporate functioning	1. Jay Shree Tea and Industries Limited 2. Kriti Industries (India) Limited	Stakeholders Relationship Committee (Chairman)	-	-	-
Mr. Amitav Kothari (DIN: 01097705)	10.12.1952	M.Com, LLB, FICA, FCA	22.01.2007	Banking & Financial Services	1. Kiran Vyapar Ltd. 2. Kanoria Chemicals & Industries Ltd. 3. National Insurance Co. Ltd.	Audit Committee (Member)	1. Kanoria Chemicals & Industries Ltd. Audit Committee (Chairman) 2. National Insurance Co. Ltd. Audit Committee (Member) 3. Kiran Vyapar Ltd. Audit Committee (Chairman)	-	-
Mr. Chandravadan Desai (DIN: 00105382)	10.12.1949	B.Com	28.05.2002	Financial Management	-	-	-	-	-
Mr. Govind Ram Agarwal (DIN: 02627023)	15.08.1945	B.Sc.,B.Tech, M.Tech., PGDBM	27.03.2009	Textile Technology & Engineering	-	Audit Committee (Chairman)	-	-	-
Mr. Swapan Nath (DIN: 00806810)	18.11.1961	Bachelor's of Science Degree in Textile Technology from University of Calcutta and Fellow of the Textile Institute in Manchester, UK since 2004	29.05.2014	Management & Operations of Textile Industry	-	-	-	-	-



Maharaja Shree UMAID MILLS LIMITED

Regd. Office : “Krishna”, Room No. 706, 7th Floor, 224, A.J.C.Bose Road, Kolkata – 700 017

Phone : +91-33-22230016, **Fax** : +91-33-22231569, **E-mail** : kolkata@msumindia.com

Website : www.msumindia.com, **CIN** : L17124WB1939PLC128650

Head Office and Works : Jodhpur Road, Pali - 306 401 (Rajasthan)

Phone : +91-2932-220286/288, **Fax** : +91-2932-221333, **E-mail** : pali@msumindia.com

INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “MAHARAJA SHREE UMAID MILLS LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now 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 to be also 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “MAHARAJA SHREE UMAID MILLS LIMITED”, on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to 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 favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 03.09.2014 at 10.01 A.M. and ends on 05.09.2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The Board of Directors of the Company at their meeting held on 7th August, 2014 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinise the e-voting process in fair and transparent manner. The results of the e-voting will be announced at the 74th Annual General Meeting of the Company to be held at Far Pavilion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata 700033 on Wednesday, the 10th day of September, 2014. The results of the Voting will be communicated to the Stock Exchanges and will also be posted on the website of the Company (www.msumindia.com).
- (D) The Voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on 08.08.2014.
- (E) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.