



The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-697301 to 306 • **Fax:** +91 22 4353 9358 • **E-mail:** cs@mandhanaretail.com

Website: www.mandhanaretail.com

NOTICE OF THE 6TH ANNUAL GENERAL MEETING

To,
The Members,

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of **The Mandhana Retail Ventures Limited** ("Company") will be held at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar – 401506 on Wednesday, the 20th day of September 2017 at 12.00 noon, for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditors**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the auditors of the Company, to hold office of the auditors of the Company from the conclusion of this meeting until the conclusion of the 11th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting) and that any of the Executive Director in consultation with the Auditors, be and is hereby authorized to fix the remuneration payable to them plus Goods and Service Tax ("GST") and / or any other tax, as may be applicable, and re-imbursment of travelling and out-of pocket expenses, if any, incurred by them for audit purpose."

SPECIAL BUSINESS:

4. **Appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Pradip Dubhashi (DIN: 01445030), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Pradip Dubhashi as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

5. **Appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to

as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Ramnath Pradeep (DIN: 02608230), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Ramnath Pradeep as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

6. Appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16

and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Kiran Vaidya (DIN: 02548532), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Kiran Vaidya as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 6th October, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai

Date: 29th May, 2017

NOTES:

- The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), of person/s seeking appointment/re-appointment as Director/s Forms part of this notice.
- A Member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid-up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017, both days inclusive, ('Book Closure period') for the purpose of holding Annual General Meeting.
- Mr. Sachin Jaju, Non-Executive Director is liable to retire by rotation. He being eligible, offers himself for re-appointment.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sachin Jaju himself is concerned or interested in the said resolution.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent ('RTA'), M/s. Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited.

Members holding Shares in physical form are requested to communicate any change in address, immediately to the RTA

6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
8. Pursuant to the provisions of sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send the documents like Notices, Annual Reports, etc. in electronic form to its Members, whose email addresses are registered with the Company / RTA / Depositories. Accordingly, this Notice of the 6th AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those shareholders whose email addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy. For Members who have not registered their email address, the physical copies are being sent by permitted mode of dispatch.
9. We hereby request the Members to note that the documents viz. Annual Report, Notice, etc. will be uploaded on the website of the Company viz. www.mandhanaretail.com and made available for inspection at the Registered Office as well as the Head Office/ Corporate Office (viz. 006-008, Peninsula Center, Dr. S.S. Rao Road, Parel, Mumbai - 400012) of the Company during the business hours. However, in case a Member wishes to receive a physical copy of the said documents, he/she/it is required to send a letter or an e-mail to rnt.helpdesk@linkintime.co.in or to cs@mandhanaretail.com duly quoting his / her/ its DP ID & Client ID or Folio number, as the case may be, and the said documents will be dispatched to the Members.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended

by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 6th AGM by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). In addition, the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

11. Based on the shareholding of the Members, whose names appear in the Register of Members / List of beneficial owners, received from National Securities Depository Limited ('NSDL') / CDSL as on close of the business hours on Wednesday, 13th September, 2017 ('cut-off date'), a member shall be entitled to vote by way of remote voting or at the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
12. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
13. The remote e-voting period commences on Saturday, 16th September, 2017 (09:00 a.m.) (IST) and ends on Tuesday, 19th September, 2017 (5:00 p.m.) (IST).
14. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 13th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
15. **The instructions for remote e-voting are as under:**
 - (i) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "**Shareholders**" tab.
 - (iii) 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.
 - (iv) Next, enter the Image Verification as displayed and Click on Login.

- (v) 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.
- (vi) If you are a first time user follow the steps given below:
- a) Now, fill up the following details in the appropriate boxes:
- | For Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided as follow:
a) For Members to whom the notice of the AGM has been sent through e-mail, the sequence number has been provided in the body of the e-mail;
b) For Members to whom the Notice of the AGM has been sent physically, the sequence number has been provided on the cover page of the Annual Report 2016-17. |
| DOB* | 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. |
| Dividend Bank Details* | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. |
- * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the User ID in the Dividend Bank Details field as mentioned in instruction no. (iii).
- b) After entering these details appropriately, click on “SUBMIT” tab.
- c) Members holding shares in physical form will then directly reach 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 can also be used by the demat acountholders for voting on 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.
- d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Now, click on the Electronic Voting Sequence Number (‘EVSN’) of the Company i.e. 170727010. This will take you to the voting page.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of account(s) should be mailed to helpdesk.evoting@cdslindia.com and on approval of the account(s) they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (‘POA’) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xv) In case you have any queries or issues/grievance regarding e-voting, you may refer the Frequently Asked Questions (‘FAQs’) and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com. In this regard, you may also write an e-mail to the Company Secretary at cs@mandhanaretail.com.
16. Mr. Nitin Joshi, Practicing Company Secretary (Membership No. FCS: 1884) (Address: 415, Marathon Max, Next to Udyog Shetra, Junction of L.B.S. Marg and Goregaon Link Road, Mulund (W), Mumbai 400 080) has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. Scrutinizer’s email address is: n_r_joshi@yahoo.com.

17. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 13th September, 2017.
19. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Wednesday, 13th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at cs@mandhanaretail.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, then you can reset your password by using 'Forgot User Details/Password' option available on helpdesk.evoting@cdslindia.com or contact CDSL at its toll free no.: 18002005533.
20. 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 AGM through ballot paper.
21. The Chairman shall, at the AGM, at the end of discussion on all the resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the "remote e-voting" facility.
22. The Scrutinizer shall, after the conclusion of voting at the AGM, 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 submit, within 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him or Board of Directors, who shall countersign the same and declare the result of the voting forthwith.
23. The voting results shall be displayed in the prescribed format on the Notice Board of the Company at its Registered Office as well as the Head Office/ Corporate Office. The voting results declared along with the report of the Scrutinizer shall also be placed on the website of the Company, viz. www.mandhanaretail.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The voting results shall also be forwarded to the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited & National Stock Exchange of India Limited.
24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office as well as the Head Office/ Corporate Office of the Company during normal business hours (10:30 a.m. to 2.30 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:

Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai

Date: 29th May, 2017

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2, 4, 5 and 6:**Appointment / Re-appointment of Non - Executive and/or Independent Directors**

Mr. Sachin Jaju, Non-Executive Director is liable to retire by rotation. He being eligible, offers himself for re-appointment.

Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya were appointed as Additional Directors and designated as Non-Executive and Independent Directors on the Board of the Company with effect from 7th October, 2016. As per the provisions of section 161 of the Companies Act, 2013, an Additional Director holds office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. The Company has received notice from three Members of the Company under section 160 of the Companies Act, 2013, signifying their intention to propose appointment of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya respectively, as Independent Directors of the Company, along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only) each.

In terms of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya, being eligible to be appointed as Independent Directors, are proposed to be appointed as the Independent Directors of the Company.

Further, the Company has received the following documents from Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya:

- Letter of consent to act as Director in prescribed Form No. DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules, 2014.
- Certificate of Independence under Section 149(7) of the Act.
- Intimation by Director in prescribed Form No. DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act.
- Disclosure of Interest in Form No. MBP-1 pursuant to Section 184(1) read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board considers that the association of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya would be of immense benefit to the Company and accordingly the Board recommends the resolutions set forth in Item No. 4, 5 and 6 for the approval of the Members as an Ordinary Resolution.

Except the Director proposed to be appointed, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 2, 4, 5 and 6.

Brief profile of Mr. Pradip Dubhashi, Mr. Ramnath Pradeep and Mr. Kiran Vaidya who are proposed to be appointed as Independent Directors and Mr. Sachin Jaju, who retires by rotation at this Annual General Meeting, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Director	Mr. Pradip Dubhashi	Mr. Ramnath Pradeep
Age	68 years	65 years
Qualifications	BE in Electrical Engineering and post graduate diploma in management	Post graduate in Economics and Law
Experience/ Resume/Expertise	Mr. Dubhashi has spent 44 years in Development Banking Industry and Strategy Consulting. He has his own strategy consulting firm. Over the last two decades he has consulted for several Indian and foreign companies including start-ups in technology and novel services area.	Mr. Ramnath Pradeep has served in the Banking Industry for more than 37 years in various positions. He had earlier been appointed as Chief Vigilance Officer in a Nationalised Bank. He was also appointed by the Reserve Bank of India to head various committees of the Banks. He has also been associated with various companies as an Advisor in the area of restructuring, planning and monitoring.
Terms and conditions of re-appointment	To perform the duties of Independent Directors in accordance with the provisions of the Companies Act, 2013 and such other statues, rules and regulations as may be applicable to the Company.	
Remuneration to be paid to the Director	NIL	
Remuneration last drawn by the Director	NIL	
Date of first appointment on the Board	7 th October, 2016	
Shareholding	NIL	
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP	
Number of Board meetings attended during the financial year (2016-17)	4	4

Directorships, Membership/Chairmanship of Committees in other Companies* <i>*Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided</i>	He is a Director in the following Companies: Prime Securities Limited Microline (India) Pvt. Ltd. Divgi Metalwares Pvt. Ltd. Roop Automotive Ltd. Aeron Systems Pvt. Ltd. He is the Chairman of the Audit Committee of Prime Securities Ltd.	He is a Director in the following Companies: Rolta India Ltd. Vidli Restaurants Ltd. Gajanan Industries Ltd. Anand Teknow Aids Engineering India Ltd. Kanchansobha Finance Pvt. Ltd. Indian MSME Helpline Pvt. Ltd. Credit Rating & Risk Advisory Services Pvt. Ltd. Finmen Advisors Pvt. Ltd. He is the Chairman of the Audit Committee of Vidli Restaurants Ltd. and Anand Teknow Aids Engineering India Ltd. He is a Member of the Audit Committee of Rolta India Ltd. He is a Member in the Stakeholders Relationship Committee of Rolta India Ltd., Vidli Restaurants Ltd. and Anand Teknow Aids Engineering India Ltd.
Justification	The Company believes that the knowledge and vast experience of Mr. Pradip Dubhashi and Mr. Ramnath Pradeep will be of immense benefit to the Company.	
Name of the Director	Mr. Kiran Vaidya	Mr. Sachin Jaju
Age	56 years	40 years
Qualifications	Commerce graduate from Bangalore University and Associate member of Institute of Cost and Works Accountants of India	Commerce graduate, Masters in Accounts and Masters in Marketing
Experience/Resume/Expertise	Mr. Vaidya has over 35 years of experience in various industries in the fields of Finance, accounts, costing, budgeting, project finance, working capital management, equity raising through IPO, QIP and private equity, mergers and acquisition, general overall business Management and strategic planning.	Mr. Jaju, has hands on experience of 18 years in various industries in the fields of Finance, accounts, health and personal care segment.
Terms and conditions of re-appointment	To perform the duties of Independent Directors in accordance with the provisions of the Companies Act, 2013 and such other statutes, rules and regulations as may be applicable to the Company.	To perform the duties of directors in accordance with the provisions of the Companies Act, 2013 and such other statutes, rules and regulations as may be applicable to the Company.
Remuneration to be paid to the Director	NIL	
Remuneration last drawn by the Director	NIL	
Date of first appointment on the Board	7 th October, 2016	5 th August, 2016
Shareholding in the Company	NIL	35,333
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP.	He is a cousin brother of Mr. Priyavrat Mandhana and cousin brother in law of Mrs. Sangeeta Mandhana.
Number of Board meetings attended during the financial year (2016-17)	4	8
Directorships, Membership/Chairmanship of Committees in other Companies* <i>*Membership/Chairmanship of Audit and Stakeholders Relationship Committee only is provided</i>	He does not hold Directorship in any other Company.	He does not hold Directorship in any other Company.
Justification	The Company believes that the knowledge and vast experience of Mr. Kiran Vaidya and Mr. Sachin Jaju will be of immense benefit to the Company.	

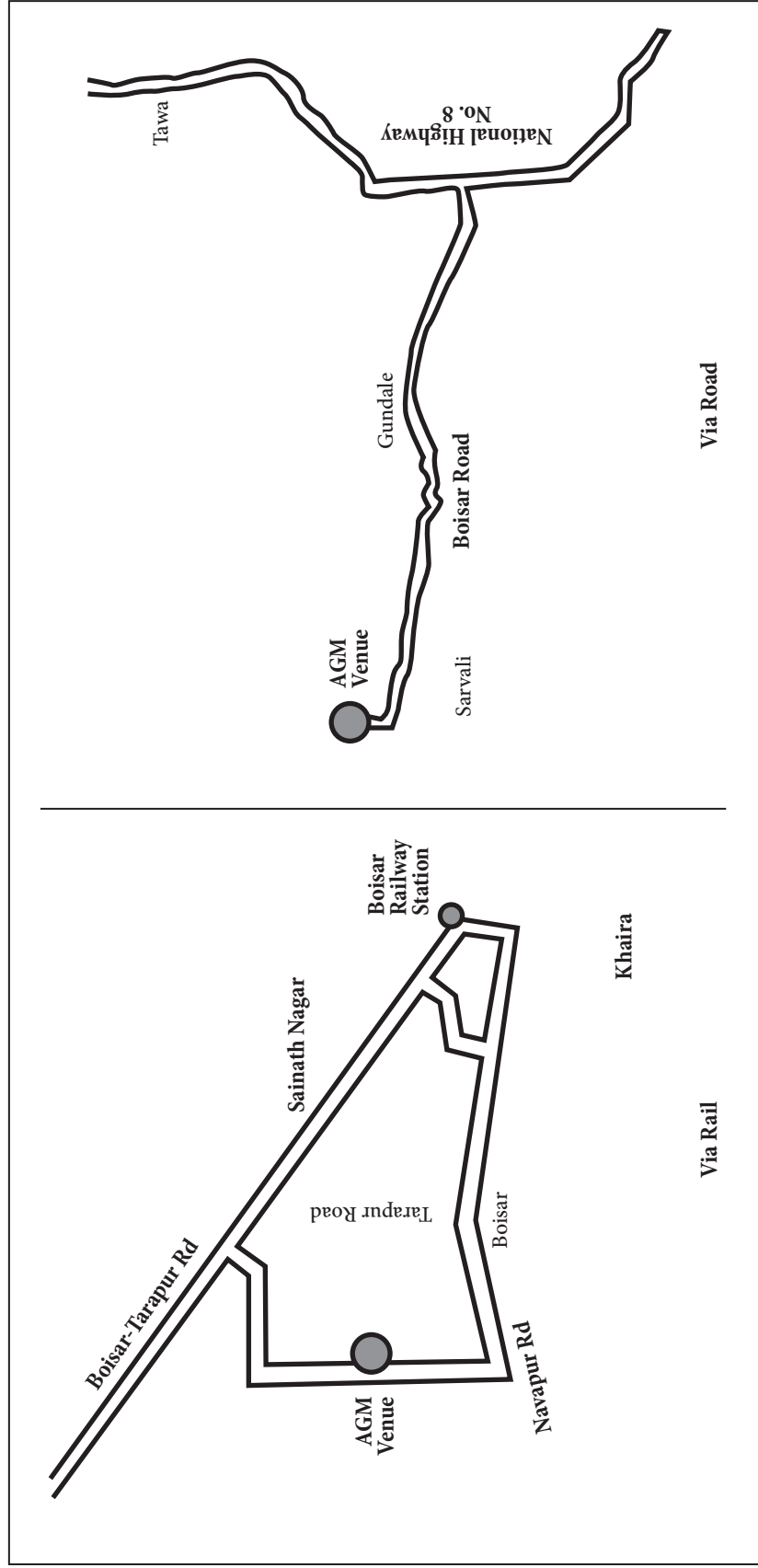
By Order of the Board of Directors
for **The Mandhana Retail Ventures Limited**
(formerly known as Mandhana Retail Ventures Limited)

Sangeeta Mandhana
Managing Director
DIN: 06934972

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

Place: Mumbai
Date: 29th May, 2017

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING





The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-697301 to 306 • **Fax:** +91 22 4353 9358 • **E-mail:** cs@mandhanaretail.com

Website: www.mandhanaretail.com

ATTENDANCE SLIP

I/We, hereby record my/our presence at the 6th ANNUAL GENERAL MEETING of the Company held on Wednesday, 20th September, 2017 at 12.00 noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, Palghar – 401506.

Registered Folio No./ DP ID & Client ID*	
No. of Shares held	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	

*DP ID & Client ID is applicable for members holding shares in electronic form.



If Member, please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

Note:

Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the AGM venue.



The Mandhana Retail Ventures Limited
(formerly known as Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

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Form No. MGT -11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s)	
Registered address	
E-mail Id	
Folio No. / DP ID & Client ID	

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

1. Name:	Email ID:
Address:	Signature:

or failing him/her

2. Name:	Email ID:
Address:	Signature:

or failing him/her

3. Name:	Email ID:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Wednesday, the 20th day of September, 2017 at 12.00 noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, Palghar – 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional*	
		For	Against
	Ordinary Business		
1.	Ordinary resolution for adoption of the Audited Financial Statements for the financial year ended 31 st March, 2017		
2.	Ordinary resolution for appointment of a Director in place of Mr. Sachin Jaju, (DIN: 01852535) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment		
3.	Ordinary resolution for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company		
	Special Business		
4.	Ordinary resolution for appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director of the Company		
5.	Ordinary resolution for appointment of Mr. Ramnath Pradeep (DIN: 02608230) as an Independent Director of the Company		
6.	Ordinary resolution for appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Independent Director of the Company		

*It is optional to put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed thisDay of 2017

Signature of Member (s)

Signature of Proxy holder (s)



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, **not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be member of the Company.
- In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the Proxy Form.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

