



MH Mills & Industries Limited

Regd. & Admin. Office : Saragpur, Ahmedabad - 380 018 (INDIA)
Phone : 22924373, 22923068 • Fax : 091 - 79 - 2292 5668
E-mail : anand@gmail.com • CIN No.: L17110GJ1981PLC004179

Dear Shareholders,

The Board of Directors of the Company in their meeting held on 10th January, 2015 have recommended to consider the following proposals:

1. To Change the main object of the Memorandum of Association of the Company.
2. To sell/lease and/or dispose of the property as below along with all movable and immovable assets thereon including but not restricted to building, plant and machinery, movables lying at the said properties which forms a substantial undertaking of the Company:
 - All piece or parcel of non agricultural freehold/leasehold land bearing City Survey no. 140 to 257, Final Plot No. 104/1admeasuring about 58938 sq. mtrs of Town Planning Scheme No 16 (Shehar Kotda 2nd Varied) given in lieu of old Survey no. 138/A/1, 139, 142/1, 143, 144/1 and 145 of Mouje Shehar Kotda Taluka: Ahmedabad, District-Sub District: Ahmedabad, City Ahmedabad – 7 (Odhav).
3. Alteration in Articles of Association of the Company.
4. Change in name of the Company.

The Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad, as Scrutinizer in accordance with the Companies (Management and Administration) Rules, 2014 for conducting the Postal Ballot process in a fair and transparent manner.

The draft Special Resolutions and the Explanatory Statements are being sent to you along with a Postal Ballot Form for your consideration. We request you to return the Postal Ballot duly completed in attached self-addressed (postage already paid by the addressee) envelop so as to reach the Scrutinizer, Mr. Ravi Kapoor, Practicing Company Secretary not later than the close of the working hours on 17th February, 2015.

The Scrutinizer will submit his report to the Chairman after completion of Scrutiny and the results of the Postal Ballot will be announced by the Chairman on 19th February, 2015 at 2.00 pm at the registered office of the Company at MH Mills & Industries Ltd., Opp. Ambedkar Hall, Saraspur Road, Saraspur, Ahmedabad - 380 018. The date of declaration of the results of postal ballot will be taken to be the date of passing the resolution.

The Board of Directors are authorised to take all necessary steps, acts, deeds and things as may be required to complete procedural and other formalities for passing the resolutions through the Postal Ballot.

For, MH Mills and Industries Limited

Place: Ahmedabad
Date: 10th January, 2015

(Sunny Chatwani)
Director
DIN: 03179296

Encl:

1. Notice to members for conducting business through Postal Ballot.
2. Postal Ballot Form.



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NOTICE

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to transact the following special businesses by the members of MH Mills and Industries Limited by passing the resolutions through postal ballot:

1. Change in Main Object Clause of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT Pursuant to Section 13 and 110 of the Companies Act, 2013, the Main Object Clause as mentioned under Clause III (a) of Memorandum of Association be and is hereby altered by deleting the existing Clause no. 1 & 2 and following clause no. 1 and 2 be and are hereby inserted which shall be read as under:

Clause No. (1.)

“To carry on the business of and the act as promoters, organizers , developers and in agents of land, estate, property industrial estate, housing schemes, shopping /office complexes, township, warehouse, farm-houses, holiday resorts, hotels, motels and to deal with purchase, sell, and to improve such properties either as owner and /or agents.”

Clause No. (2.)

“To carry on in India or elsewhere the business of construction and to act as builders, contractors of prefabricated concrete buildings and constructional works and contractors, decorators, architects, to erect , construct, re-construct, alter, improve, decorate , furnish and maintain houses , buildings or all descriptions, commercial centers, ships, hotels in connection with any building or buildings or schemes, roads, highways, docks , ships, tramways, bridges, canals, wells, sprints, dams, gardens, power plants, culverts, earthwork channels, bowers, sewers, tanks, drains, wharfs, ports, reservoirs, sewages, embarkment, irrigations, reclamations, improvements, sanitations, hotels, clubs, tanks, schools, hospitals, restaurants, bath, places of workshop, playgrounds, parks, libraries, reading rooms, vehicle kind whatsoever and for such purposes to prepare estimates, designs, plans, specifications, models, that may be require including preparations of layouts, develop, erect, demolish, re-erect, prepare, re-model, execute, undertake, carry out, run, establish, acquire, maintain, control, manage, take on lease, purchase or acquire any work in connection with the above and generally to deal with and improve the property of the company by any other property and to import technical know, services and advice in connection with construction techniques and developments within and outside India and to undertake or direct the construction, development and the management of the property, buildings, land and estate(of any tenure or kind) of any persons, whether members of the company or not in the capacity of stewards or receiver or otherwise and to acquire by purchase, hire or otherwise lands and property of any tenure or any interest in the same and to sell, give on lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the company or others stic, wood, steel, rubber and any other materials and its combinations.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all necessary actions for effecting the above change in Main Object Clause of Memorandum of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to submit copy of this resolution to all concerned as and when required/ desired.”

2. To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 180 (1) (a) and Section 110 of the Companies Act, 2013 and other applicable provisions if any, consent of the members of the Company be and is hereby accorded to the Board of Directors to sale / dispose off the property as below along with all movable and immovable assets thereon including but not restricted to building, plant and machinery, movables lying at the said properties which forms a substantial undertaking of the Company:

All piece or parcel of non agricultural freehold/leasehold land bearing City Survey no. 140 to 257, Final Plot No. 104/1admeasuring about 58938 sq. mtrs of Town Planning Scheme No. 16 (Shehar Kotda 2nd Varied) given in lieu of old survey no. 138/A/1, 139, 142/1, 143, 144/1 and 145 of Mouje Shehar Kotda Taluka: Ahmedabad, District-Sub District: Ahmedabad, City Ahmedabad – 7 (Odhav).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to apply, make, sign any application(s) or execute understanding, undertaking(s), Memorandum of Understanding, Deeds, Agreement, Papers including but not restricted to Agreement to Sell, Deed of Conveyance, Invoice, Bill as may be required/ desired for effective assign, sell, conveyance, transfer, dispose such assets.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required to execute the above transaction on behalf of the Company.”

3. Adoption of new Article of Association

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the new set of Articles of Association be and is hereby approved and adopted as new Articles of Association (as prescribed under the Table-F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required in order to give effect to above adoption of new Articles of Association on behalf of the Company.”

4. Change the Name of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from “MH MILLS AND INDUSTIRES LIMITED to “MH Infraprojects Limited ” or any other name as may be approved by the Registrar of Companies, Gujarat.

RESOLVED FURTHER THAT the name “MH Mills and Industries Limited” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name “MH

Infraprojects Limited” or such other name as may be approved by Registrar of Companies.”

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

By order of the Board
For, MH Mills and Industries Limited

Place: Ahmedabad
Date: 10th January, 2015

(Sunny Chatwani)
Director
DIN: 03179296

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts are appended herein below.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) on 13th January, 2015.
3. The Company has appointed Mr. Ravi Kapoor, Proprietor of M/s. Ravi Kapoor & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed and stamped Business Reply envelop. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 pm on 17th February, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.
5. In compliance with the provisions of Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The instructions for e-voting are detailed hereinafter.
6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link www.mhmills.com or seek duplicate Postal Ballot Form from Sharepro Services (India) Private Limited, Registrar & Share Transfer Agent, Unit: MH Mills and Industries Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072, fill in the details and send the same to the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa.

However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

8. The result of the Postal Ballot shall be declared by the Chairman on 19th February, 2015 at the Registered Office of the Company at MH Mills & Industries Ltd., Opp. Ambedkar Hall, Saraspur Road, Saraspur, Ahmedabad - 380 018. 2.00 p.m. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the Postal Ballot shall also be hosted on the website of the Company www.mhmills.com
9. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs up to the date of declaration of the result of Postal Ballot.
10. In compliance with provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Postal Ballot by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

Voting through electronic means

The instructions for e-voting are as follows :

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
 - a. Open email and open the PDF file titled 'MH Mills e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 (eight) digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.
 - g. Select 'EVEN' (E Voting Event Number) of MH Mills & Industries Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - h. Now you are ready for e-voting as the 'Cast Vote' page opens.
 - i. Cast your vote by selecting the option of your choice and clicking on 'Submit', and also remember to 'Confirm' when prompted.
 - j. Upon confirmation, the message 'Vote cast successfully' will be displayed.

- k. Once you have voted on a resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ravi@ravics.com or info@mhmill.com with a copy marked to evoting@nsdl.co.in
2. For members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted :
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from b to l mentioned above, to cast your vote successfully.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on 19th January, 2015 (9:00 am) and ends on 17th February, 2015 (6:00 pm). 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 13th January, 2015 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th January, 2015.
8. The Results shall be declared on 19th February, 2015 at 2.00 p.m. at Registered Office of the Company at MH Mills & Industries Ltd., Opp. Ambedkar Hall, Saraspur Road, Saraspur, Ahmedabad - 380 018. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mhmills.com and on the website of NSDL within two(2) days of passing of the resolutions through postal ballot on 19th February, 2015 and communicated to the BSE Limited.

By order of the Board
For, MH Mills and Industries Limited

Place: Ahmedabad
Date: 10th January, 2015

(Sunny Chatwani)
Director
DIN: 03179296



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

Item No. 1

As Company wants to diversify its business activities by venturing into infrastructure activities, therefore it is proposed to amend existing object clause as mentioned in the main object of the Memorandum of Association of the Company by deleting existing clause no. 1 & 2 and inserting new clause no. 1 and 2 as Main Objects of the Company under Clause III (A) of the Memorandum of Association of the Company.

As per the provisions of Section 13 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for altering the main object clause of the Memorandum of Association approval of the members by passing Special Resolution through Postal Ballot is required. Accordingly shareholders approval is sought for the same.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommend the resolution for your approval.

Item No. 2

As you are aware that the unit is non operational for long time now and considering the industrial scenario in the textile segment, it may not be possible for the company to revive the unit as such. Secondly there is huge outstanding debt on the Company which requires to be settled. Considering the situation and the fact that this asset can be leveraged to repay the outstanding debt of the company and surplus, if any can be used for the new business activities which the Company is proposing to commence in the long term benefit of all the stakeholders. Considering the above your directors decided to sale the property as below along with all movable and immovable assets thereon including but not restricted to building, plant and machinery, movables lying at the said properties which forms a substantial undertaking of the Company:

- All piece or parcel of non agricultural freehold/leasehold land bearing City Survey no. 140 to 257, Final Plot No 104/1admeasuring about 58938 sq. mtrs of Town Planning Scheme No 16 (Shehar Kotda 2nd Varied) given in lieu of old survey no. 138/A/1, 139, 142/1, 143, 144/1 and 145 of Mouje Shehar Kotda Taluka: Ahmedabad, District-Sub District: Ahmedabad, City Ahmedabad – 7 (Odhav).

As per the provisions of Section 180 (1) (a) and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for selling, leasing otherwise disposing off the whole or substantially the whole of the undertaking of the Company approval of the members by passing Special Resolution through Postal Ballot is required. Accordingly shareholders approval is sought for the same.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company, if any.

The Board of Directors recommend the resolution for your approval.

Item No 3

The Board in its meeting held on 10th January, 2015 decided to alter the Articles of Association in line with the provisions of Companies Act, 2013. It is therefore proposed to adopt a new set of Articles of Association in line with Table F of the Companies Act, 2013.

The proposed Article of Association would be available for inspection at the Registered office of Company on all working days between 11:00 hrs. to 13.00 hrs. up to the date of declaration the result of Postal Ballot. The said Articles of Association are also available on the web site of the Company www.mhmills.com. Any shareholders wanting to have a hard copy of the new Articles of Association may write to the Company at its registered office address.

As per the provisions of Section 14 of the Companies Act, 2013, for altering Articles of Association approval of the members by passing Special Resolution is required. Accordingly shareholders approval is sought for the same.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommend the resolution for your approval.

The Board of Directors recommend the resolution for your approval.

Item no 4

As the Company wants to diversify its business activities by venturing into the infrastructure business therefore it is proposed change of the name of the Company.

Pursuant to the provisions of Section 13(2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals. The Board has proposed the name of the Company be changed from MH Mills and Industries Limited to "MH Infraprojects Limited" or such other name as may be approved by Registrar of Companies, Gujarat.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommend the resolution for your approval.

By order of the Board
For, MH Mills and Industries Limited

Place: Ahmedabad
Date: 10th January, 2015

(Sunny Chatwani)
Director
DIN: 03179296