

**IFB IFB INDUSTRIES LIMITED**

CIN: L51109WB1974PLC029637  
 Regd. Office: 14 Taratala Road, Kolkata -700 088  
 Ph: (91) (33) 30489299/9218 Fax: (91) (33) 3048 9230  
 E-mail : investors@ifbglobal.com • Website: [www.ifbindustries.com](http://www.ifbindustries.com)

Annexure to the Notice dated 29th May, 2019 of the 43rd Annual General Meeting to be held on 26th July, 2019

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company held on Friday, July 26, 2019 at Club Ecovista, Ecospace Business Park, Premises No. 2F / 11, Action Area II, Rajarhat, New Town, Kolkata - 700 156 at 9.30 A.M. or any adjournment thereof.

Registered Folio No/ DP ID & Client Id	
Name and Address of the Shareholder	
Name of joint holders, if any	
No. of Shares held	

\_\_\_\_\_  
SIGNATURE OF THE SHAREHOLDER(S)

\_\_\_\_\_  
SIGNATURE OF PROXY

- Notes :**
- Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
  - Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

**THE ELECTRONIC VOTING PARTICULARS ARE SET OUT BELOW :**

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

**E-VOTING FACILITY IS AVAILABLE DURING THE FOLLOWING VOTING PERIOD:**

Commencement of E-Voting	End of E-Voting
<b>July 23, 2019 from 9.00 a.m.</b>	<b>July 25, 2019 till 5.00 p.m.</b>

Please read the Instructions for e-voting procedure mentioned at the reverse of this form.

Calcutta Marketing Ph: 6630042594  
 06/19

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

**PROXY FORM  
FORM No. MGT-11**

Annexure to the Notice dated 29th May, 2019 of the 43rd Annual General Meeting to be held on 26th July, 2019

Name of the Member (s):	
Registered address :	
E-mail Id: Folio No./Client Id: DPID:	

I/We, being the Member(s) of ..... shares of the above named Company, hereby appoint

- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him;
- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him;
- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Friday, July 26, 2019 at Club Ecovista, Ecospace Business Park, Premises No. 2F / 11, Action Area II, Rajarhat, New Town, Kolkata - 700 156 at 9.30 A.M. or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
<b>Ordinary Business</b>			
1	To Adopt the Audited Standalone Financial Statements of the Company relating to year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2	To Adopt the Audited Consolidated Financial Statements of the Company relating to year ended March 31, 2019 and Auditors Report thereon.		
3	To re-appoint Mr. Prabir Chatterjee (DIN: 02662511) as Director.		
4	To re-appoint auditors of the Company to hold office from the conclusion of 43rd Annual General Meeting until the conclusion of 48th Annual General Meeting.		
<b>Special Business</b>			
5	To approve the remuneration of Mr. Bikram Nag (DIN: 00827155), Joint Executive Chairman and Managing Director.		
6	To re-appoint Dr. Rathindra Nath Mitra (DIN: 01071347) as Independent Director for a second term (Special Resolution).		
7	To ratify the remuneration payable to M/s. Mani & Co., Cost Auditors for the financial year 2019-20.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

- 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.
  - For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 43rd Annual General Meeting.
  - 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 carrying voting rights. 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 Member.

**VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through Remote E-Voting Services. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ii. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- iii. **The remote e-voting period commences on July 23, 2019 (9:00 am) and ends on July 25, 2019 (5:00 pm).** During this period, members of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of July 19, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The process and manner for remote e-voting are as under:

**Step 1 : Log-in to NSDL e-voting system**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat ( NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****)
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****)
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***)

5. Your password details are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 19, 2019.
12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice convening the AGM and holding shares upto the cut-off date i.e. July 19, 2019, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rita@cbmls.com](mailto:rita@cbmls.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
13. Mr. S. K. Patnaik, Practising Company Secretary (Membership No. FCS 5699) a Partner of M/s. Patnaik & Patnaik, Company Secretaries has been appointed by the Board of Directors as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail ([patnaikandpatnaik@yahoo.com](mailto:patnaikandpatnaik@yahoo.com)) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
15. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
16. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the shareholder.
17. In case of joint holders, only one of the joint holders may cast his/her vote.
18. 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 Annual General Meeting through ballot paper.
19. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will 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 make, not later than three days of the conclusion of the Annual General Meeting, 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 in writing, who shall countersign the same and declare the results of the voting forthwith.
21. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.ifindustries.com](http://www.ifindustries.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results shall also be immediately communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.