



**meenakshi**  
**(india) limited**

Admn. Office:  
New No. 29/16, Whites Road,  
3rd Floor, Royapettah,  
Chennai - 600 014. INDIA  
Phone : 91-44-42636795  
: 91-44-28582862  
Email : contact@milgroup.net  
www.milgroup.net

**(CIN: L74300TN1987PLC014678)**

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **MEENAKSHI (INDIA) LIMITED** will be held on Tuesday, the 13<sup>th</sup> August, 2019 at 11.00 a.m. at the Registered Office of the Company at No. 29/16, Whites Road, IV Floor, Royapettah, Chennai – 600 014 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2019 and the Reports of Directors and Independent Auditors thereon.
2. To appoint a Director in place of **Shri. SHYAM SUNDAR GOENKA (DIN: 00180875)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT **M/s. CHATURVEDI & CO (FRN: 302137E)**, Chartered Accountants, Chennai be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2023 at a remuneration to be decided by the Board of Directors.”

**SPECIAL BUSINESS:**

4. 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 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), **Shri. SHUBHANG GOENKA (DIN: 06980306)** who was appointed as an Additional Director of the Company under section 161(1) of the Companies Act, 2013, to hold office upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from the member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation in accordance with the Articles of Association of the Company.”

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5. 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 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), **Ms. ANUPRIYA KHEMKA (DIN: 08353542)** who was appointed as an Additional Director of the Company under section 161(1) of the Companies Act, 2013, to hold office upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from the member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation in accordance with the Articles of Association of the Company.”

6. 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, 160, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment for the time being in force) and regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. HEMAL K SHAH (DIN: 08372624)** be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years commencing from the date of Board meeting held on 25<sup>th</sup> March, 2019 and ending on 24<sup>th</sup> March, 2024.”

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, 160, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment for the time being in force) and regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. LAXMI KANTA TOLASARIYA (DIN: 00554629)** be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years commencing from the date of Board meeting held on 25<sup>th</sup> March, 2019 and ending on 24<sup>th</sup> March, 2024.”

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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, 160, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment for the time being in force) and regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. MAHAVEERCHAND KANKARIYA (DIN: 08424792)** be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years commencing from the date of Board meeting held on 29<sup>th</sup> April, 2019 and ending on 28<sup>th</sup> April, 2024.”

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 section 149, 152, 160, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. DAN SINGH (DIN: 08305653)** be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the term of five consecutive years commencing from the date of Board meeting held on 30<sup>th</sup> May, 2019 and ending on 29<sup>th</sup> May, 2024.”

10. 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 section 149, 152, 160, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. KAMAL CHORDIA (DIN: 01280853)** be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the term of five consecutive years commencing from this Annual General Meeting and ending on 12<sup>th</sup> August, 2024.”

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

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“RESOLVED THAT pursuant to the provisions of sections 196, 197, Chapter XIII read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Shri. SHYAM SUNDAR GOENKA (DIN: 00180875)**, be and is hereby re-appointed as Executive Chairman of the Company for a period of **three years** with effect from 1<sup>st</sup> October, 2019 on the salary, allowances and perquisites as under:

Salary : Subject to a maximum of Rs.300000/- per month; and  
Perquisites : Subject to a maximum of Rs.100000/- per month

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to **Shri. SHYAM SUNDAR GOENKA (DIN: 00180875)** shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT **Shri. SHYAM SUNDAR GOENKA (DIN: 00180875)**, the Executive Chairman shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits / amenities and other privileges, as any from time to time, be available to other senior executives of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide the break-up of the remuneration within the above said maximum permissible limit and in order to give effect with the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

12. 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 196, 197, Chapter XIII read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Shri. ASHUTOSH GOENKA (DIN: 00181026)**, be and is hereby re-appointed as Managing Director of the Company for a period of **three years** with effect from 1<sup>st</sup> October, 2019 on the salary, allowances and perquisites as under:

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Salary : Subject to a maximum of Rs.300000/- per month; and  
Perquisites : Subject to a maximum of Rs.100000/- per month

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to **Shri. ASHUTOSH GOENKA (DIN: 00181026)** shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT **Shri. ASHUTOSH GOENKA (DIN: 00181026)**, the Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits / amenities and other privileges, as any from time to time, be available to other senior executives of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide the break-up of the remuneration within the above said maximum permissible limit and in order to give effect with the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

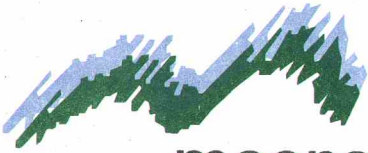
13. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute, in any financial year, to *bona fide* charitable and other funds, any amounts the aggregate of which, may exceed five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs.100 Lakhs per annum.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules framed thereunder, the donations made by the Company during the earlier years be and is hereby ratified and confirmed.

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

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“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Related Party	Maximum Amount (in Rs.)	
			Receipts	Payments
1.	Availing or rendering of any services – Payment of Rent and other charges	ASHUTOSH GOENKA	-	2400000/-
		MITA GOENKA	-	1200000/-
		SHRUTI ASHWIN AGARWAL	-	1200000/-
		SHUBHANG GOENKA	-	1200000/-
		PRATIKSHA GOENKA	-	1200000/-
		LIBRA CONSTRUCTIONS & FINANCE LIMITED	-	5000000/-
		S.S. GOENKA & SONS HUF	-	900000/-
2.	Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company – Salary paid to Relative of Director	MITA GOENKA	-	1500000/-

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

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Place: Chennai  
Date : 30.05.2019

By order of the Board,  
For MEENAKSHI (INDIA) LIMITED

✓

**(SHYAM SUNDAR GOENKA)**

Chairman

DIN: 00180875

New No. 23, Old No. 9A,  
Venus Colony, 2<sup>nd</sup> Cross Street,  
Alwarpet,  
Chennai – 600 018.

**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 and the proxy need not be a member of the Company.

A person can act as a 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 shareholder.

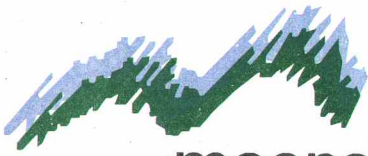
The proxy form, in order to be effective, must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 7<sup>th</sup> August, 2019 to Tuesday, the 13<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

3. The members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai – 600 002, Change of Address, if any, at the earliest quoting their registered folio number.

4. Members holding Shares in more than one folio in identical order of names are requested to write to the Registrar and Transfer Agents enclosing their Share Certificate to enable us to consolidate their holding in one folio to facilitate better service.

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5. As per the provisions of section 72 of the Companies Act, 2013 as amended from time to time and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective depository participant.

6. Corporate Members intending to send their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.

8. Members holding their shares in electronic form are requested to intimate immediately any change in their address to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company's Registrar and Transfer Agents.

9. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company atleast seven days before the date of Annual General Meeting to enable the Company to keep information ready at the meeting.

10. All documents referred to in the above notice are open for inspection at the Registered Office of the Company at No. 29/16, Whites Road, IV Floor, Royapettah, Chennai – 600 014 between 11.00 a.m. and 1.00 p.m. on all working days other than Saturdays, Sundays, Public and National Holidays upto the date of Annual General Meeting.

11. Members are requested to:

- bring their copy of Annual Report to the Meeting,
- bring the Attendance Slip sent herewith, duly filled in,
- bring their Folio Number / DP and Client ID and quote it in all correspondence,
- inform your e-mail ids, if not already registered with the Registrar,
- consider converting their physical holding to dematerialised form to eliminate all risks associated with physical shares and ease of portfolio management, and
- write to the Company for seeking clarification on queries, if any, with regard to the Accounts.

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12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013, will be made available for inspection by the members at the Annual General Meeting.

13. The relevant Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 is annexed hereto.

14. The route map for reaching to the venue of the Annual General Meeting is annexed to this notice.

15. Additional information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government is furnished and forms part of the Notice.

**16. Instructions for e-voting:**

I. In compliance with provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 37<sup>th</sup> 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 Company is proposing to sign an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

**Process for e-voting:**

**(A) In case of members receiving e-mail:**

i) If you are holding shares in Demat form for any other Company and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

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iii) Click on "Shareholders" tab to cast your votes.

iv) Now select the Electronic Voting Sequence Number - "EVSN" along with "Meenakshi (India) Limited" from the drop down menu and click on "SUBMIT".

v) Now, fill up the following details in the appropriate boxes:

	<i>For Members holding shares in Demat Form</i>	<i>For Members holding shares in Physical Form</i>
User ID	a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting	
DOB	Enter the Date of Birth as recorded in the Company records for the said folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in the Company records for the said folio.  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.	

vi) After entering these details appropriately, click on "SUBMIT" tab.

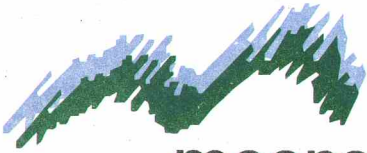
vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password 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.

viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the relevant EVSN on which you choose to vote.

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x) 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.

xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xii) 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.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take print-out of the voting done by you by clicking on "Click here to print" option on the Voting page.

xv) 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.

**xvi) Note For Institutional Shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log onto <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](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details compliance user should be created using admin login and password, 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company / Registrar and Share Transfer Agent or requesting physical copy]:**

Please follow all steps from sl. no. (ii) to sl. no. (xvi) above, to cast vote.

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(C) The voting period begins on Saturday, the 10<sup>th</sup> August, 2019 at 9.00 a.m. and ends on Monday, the 12<sup>th</sup> August, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares, as on the cut-off date i.e. Tuesday, the 6<sup>th</sup> August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- In case you have any queries or issues regarding e-voting, please contact M/s. Cameo Corporate Services Limited, Registrar & Share Transfer Agents or send mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Voting can be exercised only by the shareholder or his/her duly constituted attorney/proxy or, in case of bodies corporate, the duly authorised person.
- The Results of Annual General Meeting shall be declared on 16<sup>th</sup> August, 2019. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and shall be communicated to the stock exchange.
- Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, viz., 13<sup>th</sup> August, 2019.
- Shri. JAGDISH PRASAD MUNDHARA, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting.

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**(CIN: L74300TN1987PLC014678)**

**EXPLANATORY STATEMENT**

**(Pursuant to section 102 of the Companies Act, 2013)**

**Item No. 4:**

The Board of Directors of the Company at their meeting held on 1<sup>st</sup> October, 2018 appointed **Shri. SHUBHANG GOENKA (DIN: 06980306)** as an Additional Director of the Company. In terms of section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company, **Shri. SHUBHANG GOENKA (DIN: 06980306)** will hold office of Additional Director upto the ensuing Annual General Meeting. The Company has received a notice from a member under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of **Shri. SHUBHANG GOENKA (DIN: 06980306)** as a Director of the Company. Accordingly, your approval is solicited for his appointment as a Director of the Company liable to retire by rotation in accordance with the Articles of Association of the Company.

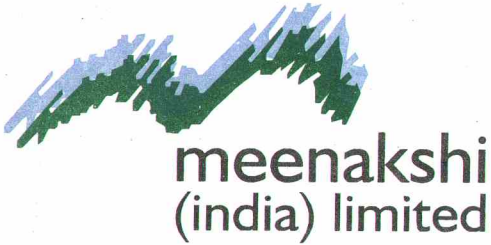
Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. SHUBHANG GOENKA (DIN: 06980306) and Ms. ANUPRIYA KHEMKA (DIN: 08353542), none of the Directors are concerned or interested in the resolution set out at Item No. 4 of the accompanying notice.

**Item No. 5:**

The Board of Directors of the Company at their meeting held on 25<sup>th</sup> March, 2019 appointed **Ms. ANUPRIYA KHEMKA (DIN: 08353542)**, as a Women Director and Additional Director of the Company. In terms of section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company, **Ms. ANUPRIYA KHEMKA (DIN: 08353542)** will hold office of Additional Director upto the ensuing Annual General Meeting. The Company has received a notice from a member under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of **Ms. ANUPRIYA KHEMKA (DIN: 08353542)** as a Director of the Company. Accordingly, your approval is solicited for her appointment as a Director of the Company liable to retire by rotation in accordance with the Articles of Association of the Company.

Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. SHUBHANG GOENKA (DIN: 06980306) and Ms. ANUPRIYA KHEMKA (DIN: 08353542), none of the Directors are concerned or interested in the resolution set out at Item No. 5 of the accompanying notice.

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**(CIN: L74300TN1987PLC014678)**

**Item No. 6, 7, 8 & 9:**

The Board of Directors of the Company at their meeting held on 25<sup>th</sup> March, 2019, 29<sup>th</sup> April, 2019 and 30<sup>th</sup> May, 2019 respectively, appointed **Shri. HEMAL K SHAH (DIN: 08372624)**, **Shri. LAXMI KANTA TOLASARIYA (DIN: 00554629)**, **Shri. MAHAVEER CHAND KANKARIYA (DIN: 08424792)** and **Shri. DAN SINGH (DIN: 08305653)** as Non-Executive independent Directors of the Company. In terms of the provisions of section 149 of the Act, every listed public Company is required to have atleast one-third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term upto five consecutive years on the Board of the Company.

Accordingly, it is proposed to seek approval of the members to appoint the above directors as Non-Executive Independent Directors of the Company under section 149 of the Companies Act, 2013 and regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term upto five consecutive years as set out in the accompanying notice.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended for appointment of the above directors as Independent Directors for a term upto five consecutive years.

The above directors have given their declarations to the Board that they meet the criteria of independence as provided under sub-section (6) of section 149 of the Act and the rules made thereunder. In the opinion of the Board, each of these persons fulfill the conditions specified in the Act and the rules framed thereunder for their respective appointment as Independent Directors and that they are independent of the management of the Company.

Details of the above directors are given in the statement as disclosure pursuant to regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board accordingly recommends the resolutions set out at item Nos. 6, 7, 8 and 9 of the accompanying Notice for approval of the members.

Except Shri. HEMAL K SHAH (DIN: 08372624), Shri. LAXMI KANTA TOLASARIYA (DIN: 00554629), Shri. MAHAVEERCHAND KANKARIYA (DIN: 08424792) and Shri. DAN SINGH (DIN: 08305653), none of the Directors or their relatives, are concerned or interested in the resolution set out at Item Nos. 6, 7, 8 and 9 of the accompanying notice.





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**Item No. 10:**

The members of the Company at their meeting held on 30<sup>th</sup> September, 2014, appointed **Shri. KAMAL CHORDIA (DIN: 01280853)** as Non-Executive independent Director of the Company for a term of five years ending on 30<sup>th</sup> September, 2019. In terms of the provisions of section 149 of the Act, the above director may be re-appointed as an Independent Director for a further term of five years subject to passing of special resolution by the members at the General Meeting.

Accordingly, it is proposed to seek approval of the members to re-appoint the above director as Non-Executive Independent Director of the Company under section 149 of the Companies Act, 2013 and regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a further term of five consecutive years as set out in the accompanying notice.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended for appointment of the above director as Independent Director.

The above director has given his declaration to the Board that he meets the criteria of independence as provided under sub-section (6) of section 149 of the Act and the rules made thereunder. In the opinion of the Board, the above director fulfills the conditions specified in the Act and the rules framed thereunder for his respective re-appointment as Independent Director and that he is independent of the management of the Company.

Details of the above director is given in the statement as disclosure pursuant to regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board accordingly recommends the resolutions set out at item No. 10 of the accompanying Notice for approval of the members as a special resolution.

Except Shri. KAMAL CHORDIA (DIN: 01280853), none of the Directors or their relatives, are concerned or interested in the resolution set out at Item No. 10 of the accompanying notice.

**Item No. 11:**

Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) was re-appointed as the Executive Chairman of the Company under the provisions of the Companies Act, 2013 for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2016 to manage and control the affairs of the Company under the

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superintendence, control and direction of the Board of Directors of the Company. His present term as the Executive Chairman of the Company expires on 30<sup>th</sup> September, 2019.

In view of Shri. SHYAM SUNDAR GOENKA's performance and capabilities, the Nomination and Remuneration Committee of the Board of Directors of the Company at its Meeting held on 30<sup>th</sup> May, 2019 and the Board Meeting held on 30<sup>th</sup> May, 2019 have re-appointed, subject to the approval of the Members of the Company in its ensuing Annual General Meeting, Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) as the Executive Chairman of the Company for a further period of 3 (three) years with effect from 1<sup>st</sup> October, 2019.

The terms and conditions for re-appointment of Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) as the Company's Executive Chairman are summarised hereunder:

1. Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) shall be the Executive Chairman of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2022 as decided by the Board of Directors.
2. Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) shall subject to the superintendence, control and direction of the Board of Directors of the Company have substantial powers of Management and shall perform the duties and exercise the powers in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine.
3. In consideration of his services as the Company's Executive Chairman, Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) shall be entitled to receive the following remuneration from the Company:

Salary	: Subject to a maximum of Rs.300000/- per month; and
Perquisites	: Subject to a maximum of Rs.100000/- per month
4. In the absence or inadequacy of profits of the Company in any financial year during his term of reappointment hereunder, he shall for that year receive the same remuneration as in clause 3 hereinabove specified, within the ceiling limits as laid down in Schedule V to the Companies Act, 2013.
5. Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

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The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the shareholders of the Company within the maximum amount payable to the Executive Chairman in accordance with the Act and Schedule V thereto.

The re-appointment and remuneration of Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) as the Company's Executive Chairman require the approval of the members of the Company in General Meeting by passing a special resolution in terms of Schedule V read with sections 196, 197, Chapter XIII and other applicable provisions of the Companies Act, 2013.

Additional information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government about the Director proposed to be re-appointed is furnished and forms part of the Notice.

The members may also note that the age of Shri. SHYAM SUNDAR GOENKA (DIN: 00180875) is exceeding 70 years and accordingly, a special resolution in this behalf is also sought for.

The Board of Directors commend the resolution for approval by the members of the Company by passing a special resolution.

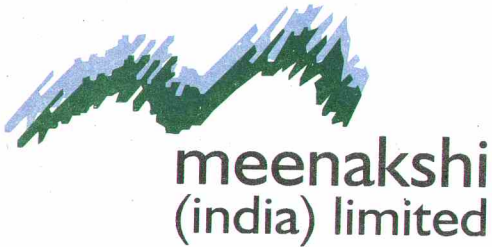
Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. SHUBHANG GOENKA (DIN: 06980306) and Ms. ANUPRIYA KHEMKA (DIN: 08353542), none of the Directors are concerned or interested in the resolution set out at Item No. 11 of the accompanying notice.

**Item No. 12:**

Shri. ASHUTOSH GOENKA (DIN: 00181026) was re-appointed as the Managing Director of the Company under the provisions of the Companies Act, 2013 for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2016 to manage and control the affairs of the Company under the superintendence, control and direction of the Board of Directors of the Company. His present term as the Managing Director of the Company expires on 30<sup>th</sup> September, 2019.

In view of Shri. ASHUTOSH GOENKA's performance and capabilities, the Nomination and Remuneration Committee of the Board of Directors of the Company at its Meeting held on 30<sup>th</sup> May, 2019 and the Board Meeting held on 30<sup>th</sup> May, 2019 have re-appointed, subject to the

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approval of the Members of the Company in its ensuing Annual General Meeting, Shri. ASHUTOSH GOENKA (DIN: 00181026) as the Managing Director of the Company for a further period of 3 (Three) years with effect from 1<sup>st</sup> October, 2019.

The terms and conditions for re-appointment of Shri. ASHUTOSH GOENKA (DIN: 00181026) as the Company's Managing Director are summarised hereunder:

1. Shri. ASHUTOSH GOENKA (DIN: 00181026) shall be the Managing Director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2022 as decided by the Board of Directors.

2. Shri. ASHUTOSH GOENKA (DIN: 00181026) shall subject to the superintendence, control and direction of the Board of Directors of the Company have substantial powers of Management and shall perform the duties and exercise the powers in relation thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine.

3. In consideration of his services as the Company's Managing Director, Shri. ASHUTOSH GOENKA (DIN: 00181026) shall be entitled to receive the following remuneration from the Company:

Salary : Subject to a maximum of Rs.300000/- per month; and  
Perquisites : Subject to a maximum of Rs.100000/- per month

4. In the absence or inadequacy of profits of the Company in any financial year during his term of reappointment hereunder, he shall for that year receive the same remuneration as in clause 3 hereinabove specified, within the ceiling limits as laid down in Schedule V to the Companies Act, 2013.

5. Shri. ASHUTOSH GOENKA (DIN: 00181026) shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Company's business.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its sole discretion deem fit without seeking further approval of the shareholders of the Company within the maximum amount payable to the Managing Director in accordance with the Act and Schedule V thereto.

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The re-appointment and remuneration of Shri. ASHUTOSH GOENKA (DIN: 00181026) as the Company's Managing Director require the approval of the members of the Company in General Meeting by passing a resolution in terms of Schedule V read with sections 196, 197, Chapter XIII and other applicable provisions of the Companies Act, 2013.

Additional information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government about the Director proposed to be re-appointed is furnished and forms part of the Notice.

The Board of Directors commend the resolution for approval by the members of the Company.

Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. SHUBHANG GOENKA (DIN: 06980306) and Ms. ANUPRIYA KHEMKA (DIN: 08353542), none of the Directors are concerned or interested in the resolution set out at Item No. 12 of the accompanying notice.

**Item No. 13:**

Under section 181 of the Act, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to *bona fide* charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of Rs.100 Lakhs per annum.

The Directors commend the Resolution at Item No. 13 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company are concerned or interested in the aforesaid resolution except as a member of the Company.

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**Item No. 14:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Company and the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in certain cases prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

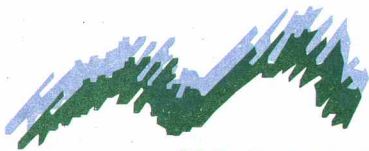
In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with the annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

<b>Name of the related party</b>	<b>Name of the Director or Key Managerial Person who is related, if any</b>	<b>Nature of Relationship</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>	<b>Maximum Amount per annum (Amount in Rs.)</b>
ASHUTOSH GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GEOENKA, SHUBHANG GOENKA and ANUPRIYA KHEMKA	Key Managerial Personnel – Managing Director	The Company has taken on lease, the property owned by the Director and is paying rent for such premises.	Rs.2400000/-

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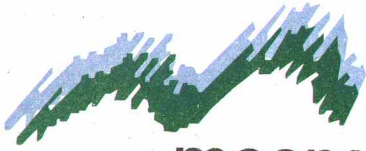
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(CIN: L74300TN1987PLC014678)

MITA GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GEOENKA, SHUBHANG GOENKA and ANUPRIYA KHEMKA	Relative of Directors	The Company has taken on lease, the property owned by the relatives of Directors and concern in which Directors are interested and is paying rent for such premises.	Rs.1200000/-
SHRUTI ASHWIN AGARWAL				Rs.1200000/-
SHUBHANG GOENKA				Rs.1200000/-
PRATIKSHA GOENKA				Rs.1200000/-
S.S. GOENKA & SONS HUF				Rs.900000/-
LIBRA CONSTRUCTIONS & FINANCE LIMITED	SHYAM SUNDAR GOENKA, ASHUTOSH GEOENKA & G.R. PRASAD	Common Directors	The Company has taken on lease, the property owned by the Company in which the Directors are interested and is paying rent for such premises.	Rs.5000000/-
MITA GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GEOENKA, SHUBHANG GOENKA and ANUPRIYA KHEMKA	Relative of Directors	The Company has appointed Smt. MITA GOENKA, a relative of Shri. SHYAM SUNDAR GOENKA, Shri. ASHUTOSH GEOENKA, Shri. SHUBHANG GOENKA and Ms. ANUPRIYA KHEMKA as Executive Officer of the Company and is paying salary to such officer.	Rs.1500000/-

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**(CIN: L74300TN1987PLC014678)**

The support and services being extended to the Company by the above related parties are towards the benefit of the Company. The respective agreements are entered on arm's length basis and all factors relevant to the respective contracts have been considered by the Board.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 14 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 14 for approval of the Members.

Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. SHUBHANG GOENKA (DIN: 06980306) and Ms. ANUPRIYA KHEMKA (DIN: 08353542), none of the Directors are concerned or interested in the resolution set out at Item No. 14 of the accompanying notice.

Place: Chennai  
Date : 30.05.2019

**By order of the Board,  
For MEENAKSHI (INDIA) LIMITED**

**(SHYAM SUNDAR GOENKA)**

**Chairman**

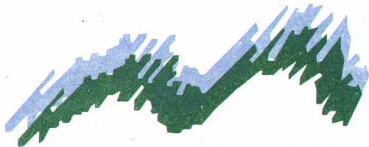
**DIN: 00180875**

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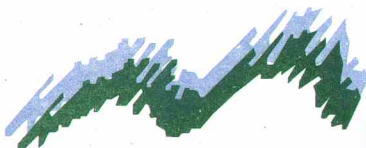
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**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS, VIDE NOTICE DATED 30.05.2019.**

Name of the Director	Shri. SHYAM SUNDAR GOENKA	Shri. ASHUTOSH GOENKA	Shri. SHUBHANG GOENKA	Ms. ANUPRIYA KHEMKA	Shri. KAMAL CHORDIA	Shri. HEMAL K SHAH	Shri. LAXMI KANTA TOLASARIYA	Shri. MAHAVEER CHAND KANKARIYA	Shri. DAN SINGH
Date of Birth	07.06.1940	22.09.1970	23.05.1995	23.01.1993	21.07.1971	04.07.1970	30.01.1965	25.09.1952	01.01.1946
Date of Appointment on the Board as Director	01.04.2005	01.04.2006	01.10.2018	25.03.2019	29.01.2007	25.03.2019	25.03.2019	29.04.2019	30.05.2019
DIN	00180875	00181026	06980306	08353542	01280853	08372624	00554629	08424792	08305653
Date of Last re-appointment as Director	30.09.2016	30.09.2017	Not Applicable	Not Applicable	30.09.2014	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Experience in specific functional area	59 years of experience in manufacturing and trading in textiles.	29 years of experience in manufacturing and trading in textiles.	3 years of experience as project manager in Royal Bank of Scotland and 1 year of experience in manufacturing	2 years of experience as a Public policy researcher and 1 ½ years of experience in manufacturing	20 plus years of experience in finance	20 plus years of experience in manufacturing and technical field	20 plus years of experience in manufacturing	35 plus years of experience in manufacturing and procuring field	35 plus years of experience in manufacturing and planting
Qualification	B.Com	B.Com	BA (Hons)	MA (Hons) (Economics)	Chartered Accountant	B.Tech	Graduate	Higher Secondary	Higher Secondary
List of outside	1. Meenakshi	1. Meenakshi	Nil	Nil	1. Ask	-	-	-	-

Admin. Office:  
No. 29/16, Whites Road,  
IV Floor, Royapettah,  
Chennai - 600 014, INDIA.  
Ph: 91-44-28524628, 28524629  
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APPAREL MANUFACTURERS & EXPORTERS



**meenakshi**  
(india) limited

Admn. Office:  
New No. 29/16, Whites Road,  
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Chennai - 600 014. INDIA  
Phone : 91-44-42636795  
: 91-44-28582862

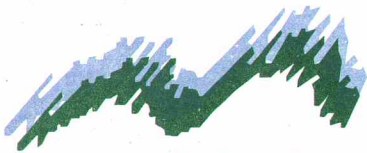
Email : [contact@milgroup.net](mailto:contact@milgroup.net)  
[www.milgroup.net](http://www.milgroup.net)

(CIN: L74300TN1987PLC014678)

Directorship held	Bio-tech Private Limited 2. Sri Bajrang Textiles Private Limited 3. MIL Steel and Power Limited 4. Bharat Industrial Development Company Private Limited 5. Meenakshi Finance & Properties Private Limited 6. Libra Constructions & Finance Limited 7. Bajrang Investment Company Private Limited 8. Gain Financial Consultants Private Limited	Bio-tech Private Limited 2. Sri Bajrang Textiles Private Limited 3. MIL Steel and Power Limited 4. Bharat Industrial Development Company Private Limited 5. Meenakshi Finance & Properties Private Limited 6. Libra Constructions & Finance Limited 7. Bajrang Investment Company Private Limited 8. Sreelal Goenka Medical Institute	Investment & Financial Consultancy Private Limited				
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meenakshi  
(india) limited

(CIN: L74300TN1987PLC014678)

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									Email : contact@milgroup.net www.milgroup.net
								Audit Committee – Member, Nomination and Remuneration Committee – Member, Stakeholders Relationship Committee – Member Risk Management Committee - Member	Nil
								Audit Committee – Member, Nomination and Remuneration Committee – Member, Stakeholders Relationship Committee – Member Risk Management Committee - Member	Nil
								Audit Committee – Member, Nomination and Remuneration Committee - Chairman Stakeholders Relationship Committee – Member Risk Management Committee - Chairman	Nil
								Nil	Nil
								Nil	Nil
							Nomination and Remuneration Committee – Member		Nil
	9. Sreelal Goenka Medical Institute						Audit Committee – Chairman, Stakeholders Relationship Committee – Chairman, Risk Management Committee - Member		Nil
Chairman / Member of the Committee of Board of Directors of the Company									
Chairman / Member of the Committee of the Board of Directors of other Companies in which he is Director									

APPAREL MANUFACTURERS & EXPORTERS



meenakshi  
(india) limited

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Number of Shares held in the Company	299434 Equity Shares of Rs.10/- each.	319850 Equity Shares of Rs.10/- each.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Inter-se relationship with any Director	Related to Shri. ASHUTOSH GOENKA, Shri. SHUBHANG GOENKA and Ms. ANUPRIYA KHEMKA	Related to Shri. SHYAM SUNDAR GOENKA, Shri. SHUBHANG GOENKA and Ms. ANUPRIYA KHEMKA	Related to Shri. SHYAM SUNDAR GOENKA, Shri. ASHUTOSH GOENKA and Shri. SHUBHANG GOENKA	Related to Shri. SHYAM SUNDAR GOENKA, Shri. ASHUTOSH GOENKA and Ms. ANUPRIYA KHEMKA	Related to Shri. SHYAM SUNDAR GOENKA, Shri. ASHUTOSH GOENKA and Shri. SHUBHANG GOENKA	Nil	Nil	Nil	Nil

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