



**meenakshi
(india) limited**

CIN - L74300TN1987PLC014678

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 **38th** Annual General Meeting of the Members of **MEENAKSHI (INDIA) LIMITED** will be held on Friday, the 25th September, 2020 at 12.00 PM IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company as at 31st March, 2020 and the Reports of Directors and Independent Auditors thereon.
2. To appoint a Director in place of **Shri. ASHUTOSH GOENKA (DIN: 00181026)** who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Shri. G.R. PRASAD (DIN: 01793755)** who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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.200 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."

APPAREL MANUFACTURERS & EXPORTERS

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5. 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 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	-	1200000/-
		SHYAM SUNDAR GOENKA	-	1200000/-
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.”

6. 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. G.R. PRASAD (DIN: 01793755)** be and is hereby re-appointed as a Whole-time Director of the Company for a period of **three years** with effect from 1st October, 2020 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

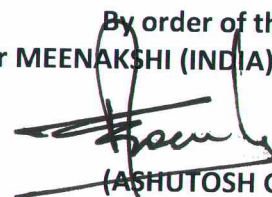
"RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to **Shri. G.R. PRASAD (DIN: 01793755)** shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT **Shri. G.R. PRASAD (DIN: 01793755)**, the Whole-time 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."

Place: Chennai
Date : 10.07.2020

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



(ASHUTOSH GOENKA)

Managing Director

DIN: 00181026

New No. 23, Old No. 9A,

Venus Colony,

2nd Cross Street, Alwarpet,

Chennai – 600 018.

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NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this Annual General Meeting is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the Annual General Meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 19th September, 2020 to Friday, the 25th September, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.
5. The members are requested to intimate to the Registrar and Transfer Agents, ABS Consultant Private Limited, Stephen House, 6th Floor, Room No. 99, No. 4 B.B.D. Bag (East), Kolkata – 700 001, Change of Address, if any, at the earliest quoting their registered folio number.
6. 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.
7. 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.

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8. 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.

9. 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.

10. 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.

11. 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.

12. All documents referred to in the above notice are open for inspection at the Registered Office of the Company at New 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. In view of the present Covid-19 pandemic, the members may also write to the Company by email at milgps@gmail.com to make an electronic inspection of the documents referred to in the notice.

13. Members are requested to

- inform their 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.

14. 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. In view of the present Covid-19 pandemic, the members may also write to the Company by email at milgps@gmail.com to make an electronic inspection of the said registers.

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

16. 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.

17. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.

19. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

20. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for Members attending the Annual General Meeting through VC/OAVM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the Annual General Meeting through VC/OAVM and cast their votes through e-voting.

22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at <http://www.milgroup.net/>. The Notice of Annual General Meeting is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) i.e. www.evotingindia.com.

23. The Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

24. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- a. The voting period begins on Tuesday, the 22nd September, 2020 at 10.00 a.m. and ends on Thursday, the 24th September, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on "Shareholders" module.
- e. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.

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- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is sent herewith in the email.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e) above.</p>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- k. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN on which you choose to vote.
- m. 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

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implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

25. PROCESSES FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- c. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

- a. Shareholder will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at milgps@gmail.com. The shareholders who do not wish to speak during the Annual General Meeting but have queries may send their queries by 2 (two) days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at milgps@gmail.com. These queries will be replied to by the company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

27. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-voting.
- b. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-

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Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.

- c. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.

28. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; milgps@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

29. 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.

30. The Results of Annual General Meeting shall be declared within 24 hours from the conclusion of the meeting. 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.

31. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, viz., 25th September, 2020.

31. 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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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 10.07.2020

Name of the Director	Shri. ASHUTOSH GOENKA	Shri. G. R. PRASAD
Date of Birth	22.09.1970	28.05.1948
Date of Appointment on the Board as Director	01.04.2006	01.10.2010
DIN	00181026	01793755
Date of Last re-appointment as Director	01.10.2019	01.10.2017
Experience in specific functional area	30 years of experience in manufacturing and trading in textiles.	52 years of experience in manufacturing and trading in textiles.
Qualification	B.Com	B.E
List of outside Directorships held	1. Sri Bajrang Textiles Private Limited 2. Bajrang Investment Company Private Limited 3. MIL Steel and Power Limited 4. Meenakshi Bio-tech Private Limited 5. Meenakshi Finance & Properties Private Limited 6. Libra Constructions & Finance Limited 7. Bharat Industrial Development Company Private Limited 8. Sreelal Goenka Medical Institute	1. Libra Constructions & Finance Limited
Chairman/Member of the Committee of Board of Directors of the Company	Nomination & Remuneration Committee – Member	NIL
Chairman/Member of the Committee of the Board of Directors of other Companies in which he is Director	NIL	NIL
Number of Shares held in the Company	216350 Equity Shares of Rs.10/- each.	NIL
Inter-se relationship with any Director	Shri. SHYAM SUNDAR GOENKA	NIL

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EXPLANATORY STATEMENT

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

Item No. 4:

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.200 Lakhs per annum.

The Directors commend the Resolution at Item No. 4 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.

Item No. 5:

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.

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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:

Name of the related party	Name of the Director or Key Managerial Person who is related, if any	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Maximum Amount per annum (Amount in Rs.)
ASHUTOSH GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GOENKA, SHUBHANG GOENKA and ANUPRIYA KHEMKA	Key Managerial Personnel	The Company has taken on lease, the property owned by the Directors and is paying rent for such premises.	Rs.2400000/-
SHYAM SUNDAR GOENKA				Rs.1200000/-
MITA GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GOENKA, 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.1200000/-
LIBRA CONSTRUCTIONS & FINANCE LIMITED	SHYAM SUNDAR GOENKA, ASHUTOSH GOENKA & 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/-

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MITA GOENKA	SHYAM SUNDAR GOENKA, ASHUTOSH GOENKA, SHUBHANG GOENKA and ANUPRIYA KHEMKA	Relative of Directors	The Company has appointed Smt. MITA GOENKA, a relative of Shri. SHYAM SUNDAR GOENKA, Shri. ASHUTOSH GOENKA, 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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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. 5 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Members.

Except Shri. SHYAM SUNDAR GOENKA (DIN: 00180875), Shri. ASHUTOSH GOENKA (DIN: 00181026), Shri. G.R. PRASAD (DIN: 01793755), 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.

Item No. 6:

Shri. G.R. PRASAD (DIN: 01793755) was re-appointed as a Whole-time Director of the Company under the provisions of the Companies Act, 2013 for a period of 3 (three) years with effect from 1st October, 2017 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 Whole-time Director of the Company expires on 30th September, 2020.

(CIN: L74300TN1987PLC014678)

In view of Shri. G.R. PRASAD's performance and capabilities, the Nomination and Remuneration Committee of the Board of Directors of the Company at its Meeting held on 10th July, 2020 and the Board Meeting held on 10th July, 2020 have re-appointed, subject to the approval of the Members of the Company in its ensuing Annual General Meeting, Shri. G.R. PRASAD (DIN: 01793755) as the Whole-time Director of the Company for a further period of 3 (Three) years with effect from 1st October, 2020.

The Company has received from Shri. G.R. PRASAD (DIN: 01793755) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of Section 184(1) and other applicable provisions of the Companies Act, 2013.

The terms and conditions for re-appointment of Shri. G.R. PRASAD (DIN: 01793755) as the Company's Whole-time Director are summarised hereunder:

1. Shri. G.R. PRASAD (DIN: 01793755) shall be the Whole-time Director of the Company for a period of 3 (three) years with effect from 1st October, 2020 to 30th September, 2023 as decided by the Board of Directors.

2. Shri. G.R. PRASAD (DIN: 01793755) 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 Whole-time Director, Shri. G.R. PRASAD (DIN: 01793755) 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 re-appointment 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.

(CIN: L74300TN1987PLC014678)

5. Shri. G.R. PRASAD (DIN: 01793755) 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 Whole-time Director in accordance with the Act and Schedule V thereto.

The re-appointment and remuneration of Shri. G.R. PRASAD (DIN: 01793755) as the Company's Whole-time Director 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.

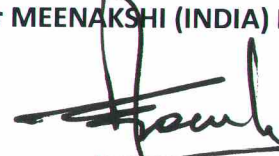
Additional information pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by 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. G.R. PRASAD (DIN: 01793755) is exceeding 70 years and accordingly, a special resolution in this behalf is also sought for.

Except Shri. G.R. PRASAD (DIN: 01793755), none of the Directors of the Company or their relatives, are in anyway, concerned or interested in the resolution set out at Item No. 6 of the accompanying notice.

Place: Chennai
Date : 10.07.2020

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



(ASHUTOSH GOENKA)

Managing Director
DIN: 00181026
New No. 23, Old No. 9A,
Venus Colony,
2nd Cross Street, Alwarpet,
Chennai – 600 018.