



**meenakshi
(india) limited**

CIN - L74300TN1987PLC014678

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Chennai - 600 014, INDIA
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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **MEENAKSHI (INDIA) LIMITED** will be held on Monday, the 29th September, 2025 at 12.00 noon, 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, 2025 and the Reports of Directors and Independent Auditors thereon.
2. To appoint a Director in place of **Shri. SHUBHANG GOENKA (DIN: 06980306)** who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Approval for Listing the equity shares of the company over Bombay Stock Exchange

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and all other applicable laws, regulations, rules, notifications, circulars, and guidelines issued by the Securities and Exchange Board of India (SEBI), BSE Limited and/or any other statutory or regulatory authorities, and subject to such approvals, permissions, and sanctions as may be necessary or required in this regard, the consent of the members of the Company be and is hereby accorded to list the equity shares of the Company on BSE Limited (Bombay Stock Exchange) through direct listing route."

"RESOLVED FURTHER THAT Mr. ASHUTOSH GOENKA (DIN: 00180026), Managing Director, Mr. SHUBHANG GOENKA (DIN: 06980306), Whole time director, Mr. AMIT BIHANI, Chief Financial Officer and Ms. KANCHAN RATHI, Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion consider necessary, proper, or desirable for the purpose of listing the equity shares of the Company on BSE Limited, including but not limited to, filing of requisite forms with the Registrar of Companies (RoC), entering into agreements, appointing intermediaries, consultants, legal advisors, merchant bankers, or any other professional advisor as may be necessary, and to settle all such questions, difficulties, or doubts that may arise in this regard and

APPAREL MANUFACTURERS & EXPORTERS



to sign and execute all such deeds, documents, undertakings, declarations and agreements as may be required and undertaking such compliances as may be required under applicable laws."

"RESOLVED FURTHER THAT Mr. ASHUTOSH GOENKA (DIN: 00180026), Managing Director, Mr. SHUBHANG GOENKA (DIN: 06980306), Whole time director and Ms. KANCHAN RATHI, Company Secretary of the company be and are hereby severally authorized to issue certified true copies of this resolution and to take all such actions and do all such things as may be necessary to give effect to the foregoing resolution."

4. Appointment of M/s Mundhara & Co, Practicing Company Secretaries as the Secretarial Auditor of the company

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in line with the recommendation of the Board of Directors and the Audit Committee of the Company, consent of the members be and is hereby accorded for the appointment of M/s MUNDHARA & CO., Practising Company Secretaries (ICSI Unique Code: S1988TB005000), as the Secretarial Auditor of the Company for a continuous period of five (5) financial years, commencing from the financial year 2025-26 to 2029-30, to conduct the Secretarial Audit of the Company as prescribed under the Companies Act, 2013 and SEBI Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to decide and finalize the terms and conditions of the appointment, including the remuneration and fees payable to the Secretarial Auditor for each year, and to do all such acts, deeds, matters, and things as may be deemed necessary, desirable or expedient in this regard to give effect to this resolution."

5. To approve Omnibus Material Related Party Transaction(s) with Shri. SHYAM SUNDER GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below,



falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	SHYAM SUNDER GOENKA	-	15,00,000/-
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 for being Chairman Emeritus	SHYAM SUNDER GOENKA	-	60,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

6. To approve Omnibus Material Related Party Transaction(s) with Shri. ASHUTOSH GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or



re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	-	30,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

7. To approve Omnibus Material Related Party Transaction(s) with Smt. MITA GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,



as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	MITA GOENKA	-	10,00,000/-
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	-	24,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."



8. To approve Omnibus Material Related Party Transaction(s) with Smt. SHRUTI ASHWIN AGARWAL – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company:

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	SHRUTI ASHWIN AGARWAL	-	15,00,000/-

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”



“RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. To approve Omnibus Material Related Party Transaction(s) with Smt. SUNITA KHEMKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company:

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	SUNITA KHEMKA	-	15,00,000/-

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take



such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

10. To approve Omnibus Material Related Party Transaction(s) with Shri. SHUBHANG GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	SHUBHANG GOENKA	-	15,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

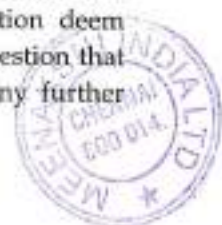
11. To approve Omnibus Material Related Party Transaction(s) with Ms. PRATIKSHA GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	PRATIKSHA GOENKA	-	30,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further



consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

12. To approve Omnibus Material Related Party Transaction(s) with SMT. USHA GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	USHA GOENKA	-	10,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem



necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

13. To approve Omnibus Material Related Party Transaction(s) with SMT. ISHITA GOENKA – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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.	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	ISHITA GOENKA	-	30,00,000/-

"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary



documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

14. To approve Omnibus Material Related Party Transaction(s) with M/s. S.S. GOENKA & SONS HUF – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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	S.S. GOENKA & SONS HUF	-	15,00,000/-



"RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

15. To approve Omnibus Material Related Party Transaction(s) with M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:



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	LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED	-	1,50,00,000/-

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

16. To approve Omnibus Material Related Party Transaction(s) with M/s. BHARAT INDUSTRIAL DEVELOPMENT CO PRIVATE LIMITED – Operational Transaction(s):

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Omnibus Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the respective related party and for the maximum amounts per annum, as mentioned herein below, falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation



2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company:

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 – Sale, purchase or supply of any goods or materials	BHARAT INDUSTRIAL DEVELOPMENT CO PVT LTD	3,00,00,000/-	

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

Place: Chennai
Date : 13.08.2025



Kanchan Rathi

KANCHAN RATHI
Company Secretary
ACS 63125

Regd. Off.: New No. 29/16,
Whites Road, IV Floor,
Royapettah, Chennai – 600 014.

Notes:

Section A – Attendance and Documents Inspection

1. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 (hereinafter collectively referred to as the 'SEBI Circulars') have permitted the companies to hold their general meetings through video conferencing / any other audio visual means ('VC/OAVM facility') without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the Annual General Meeting ('Meeting' or 'AGM') of the Company is being held through VC/OAVM facility.

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 to 16 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is furnished as an Annexure to the Notice.

3. **Electronic Dispatch of Notice:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice of the AGM and the Annual Report is also available on the Company's website (<https://www.milgroup.in/>) under 'Investors' section, websites of the Stock Exchange i.e., the Calcutta Stock Exchange Limited and on the website of CDSL (<https://evoting.cdslindia.com>). The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on 29th August 2025 (i.e., the benpos date for sending the Annual Report and AGM Notice).

4. Since this AGM is being held pursuant to the MCA circulars and the SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

5. The Members can join the AGM in the VC/OAVM mode at least 15 minutes before and till 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 AGM through VC/OAVM will be made available for 1,000 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 AGM without restriction on account of first come first served



basis. Shareholders can also view the proceedings of the AGM through live webcast facility available at <https://evoting.cdslindia.com>.

6. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at kanchan.rathi@milgroup.in during the period from Saturday, September 20, 2025 (9.00 a.m. IST) to Monday, September 22, 2025 (5.00 p.m. IST). Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.

7. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to kanchan.rathi@milgroup.in.

8. Shri. CS JAGDISH PRASAD MUNDHARA (Membership No. FCS 2353 CP No. 1443) of M/s. MUNDHARA & CO, Practicing Company Secretaries, Chennai, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mundhara_co@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com and the Company at kanchan.rathi@milgroup.in.

Section B – Updation of records, Nomination, KYC and Unpaid Dividend/IEPF

9. Members are requested to direct notifications about change of name / address, email address, telephone / mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company ("Cameo") at Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai – 600 002, in case the shares are held in physical form.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited for assistance in this regard.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate;



endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.milgroup.in/> and on the website of the Company's Registrar and Transfer Agents M/s. Cameo Corporate Services Limited. It may be noted that any service request can be processed only after the folio is KYC compliant.

12. Transfer of shares permitted in demat form only: As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.

Further members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has opened special window for re-lodgement of Transfer request of Physical shares which were lodged prior to 31.03.2021 but was rejected by either the company or the RTA with respect to any deficiency in the documentation. SEBI has opened the window specially for the shareholders who have missed the deadline and have given them the option to re-lodge again the transfer requests.

13. Nomination: As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Cameo Corporate Services Limited, in case the shares are held in physical form.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. Non-Resident Indian members are requested to inform the Company's RTA immediately of:

- i. Change in their residential status on return to India for permanent settlement.
- ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details / NECS / mandates, nominations, power of attorney, change of address / name, Permanent Account Number ('PAN') details, etc. to their Depository Participant, only and not to the Company / the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.



17. In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, or in electronic mode to M/s. Cameo Corporate Services Limited.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

Section C – Voting through electronic means and attending AGM through VC/OAVM

19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM.

20. 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 agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by CDSL.

21. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.

22. **Cut-Off Date:** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e., Monday, September 22, 2025** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date on Monday, September 22, 2025**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or the Company at: kanchan.rathi@milgroup.in and/or RTA.

23. **Remote e-Voting Period:** The remote e-voting period commences on **Friday, September 26, 2025 (9:00 a.m. IST)** and ends on **Sunday, September 28, 2025 (5:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e., Monday, September 22, 2025**, may cast their vote by remote e-voting. Those members, who will be present in the AGM through the VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

24. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and



password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his / her existing user ID and password for casting the vote.

25. The remote 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.

26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e., **Monday, September 29, 2025.**

27. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.

28. **Voting Options:** In view of meeting being held by audio visual means, the members shall have two options of voting, both electronically as follows:

- i. Remote e-voting;
- ii. electronic e-voting during the AGM.

29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.

30. The results of the voting will be declared and the same along with the Scrutinizer's Report will be published on the website of the Company (<https://www.milgroup.in/>) and the website of CDSL (<https://evoting.cdslindia.com>). The Company shall simultaneously communicate the results along with the Scrutinizer's Report to the Calcutta Stock Exchange Limited, where the securities of the Company are listed.

31. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive) for the purpose of Annual General Meeting of the Company.

32. 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.

33. 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.



THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on Friday, September 26, 2025 at 9.00 A.M. (IST) and ends on Sunday, September 28, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid circular, login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period. Additionally, there is also link provided to access the system of E-voting Service Provider i.e. CDSL, so that the user can visit the E-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of the respective E-voting Service Provider, i.e. CDSL.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on "Access to E-voting" under E-voting services and you will be able to see E-voting page. Click on company name – Meenakshi (India) Limited or E-voting service provider name - CDSL and you will be re-directed to E-voting service provider website for casting your vote during the E-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at</p>



	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name – Meenakshi (India) Limited or E-voting service provider name - CDSL and you will be redirected to CDSL's website for casting your vote during the E-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name – Meenakshi (India) Limited or e-Voting service provider name – CDSL, and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for E-voting for Physical shareholders and shareholders other than individual holding in Demat form.



- The shareholders should log on to the E-voting website www.evotingindia.com
- Click on "Shareholders" module.
- Now enter your User ID:
 - a) For CDSL: 16 digit beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
 - c) Shareholders holding shares in Physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login
- 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.
- 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.
- If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Option 1 – PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Option 2 - Dividend Bank Details OR Date of Birth (DOB)	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. 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- Click on the EVSN 250829002 for MEENAKSHI (INDIA) LIMITED.



• 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.

• Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

• 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.

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

• You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

• 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.

• There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians – For E-voting only:

• Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com

• After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

• The list of 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.

• 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.

• Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc., to the Scrutinizer and to the Company at the e-mail address viz; kanchan.rathi@milgroup.in if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

Shareholders holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update the same by submitting prescribed



Form ISR-1 and other relevant forms to the Company's RTA. Shareholders holding shares in demat form are requested to update their email addresses with their respective Depository Participant (DP).

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN 250829002 of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at least Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (kanchan.rathi@milgroup.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (kanchan.rathi@milgroup.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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.
2. For Demat shareholders: please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 1800 22 55 33.

Voting can be exercised only by Shareholder or his /her duly constituted attorney/proxy or, in case of bodies corporate, the duly authorized person

The result of the Annual General Meeting shall be declared within 48 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. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of meeting viz., Monday, September 29 2025.

The Scrutinizer shall within a period of not exceeding two (2) 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.

Place: Chennai
Date : 13.08.2025

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



Kanchan Rathi

KANCHAN RATHI
Company Secretary
ACS 63125

Regd. Off.: New No. 29/16,
Whites Road, IV Floor,
Royapettah, Chennai – 600 014.

Explanatory Statement pursuant to provisions of Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item Nos. 3 to 16 of the accompanying Notice dated August 13, 2025.

Item No. 3:

The equity shares of the Company are presently listed on The Calcutta Stock Exchange Limited (CSE), a regional stock exchange. Over the past few years, there has been a significant shift in the Indian capital market landscape, with national-level exchanges such as BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) providing wider investor reach, increased visibility, enhanced liquidity, and greater compliance and governance benchmarks.

In view of the same and with a long-term strategic focus, the Board of Directors of the Company, at its meeting held on 13.08.2025, considered and approved the proposal to seek listing of the Company's equity shares on BSE Limited, in compliance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws.

The proposed listing will:

- Provide a nationwide trading platform for the Company's shares;
- Enable better price discovery and increased liquidity for shareholders;
- Enhance the credibility and transparency of the Company through stricter disclosure and corporate governance norms;
- Facilitate greater investor participation, including institutional and retail investors;
- Strengthen the brand image and reputation of the Company in the capital market;

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI regulations, listing of shares on another recognized stock exchange requires the approval of the shareholders by way of a Special Resolution. The Company intends to make an application for direct listing on BSE Limited, and no public offer (IPO) is being made as part of this listing process. The proposed listing shall be subject to approvals, permissions, and sanctions as may be required from statutory, regulatory, and governmental authorities including SEBI and BSE Limited.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Item No. 4:

The Company, being a listed entity, is required to conduct Secretarial Audit under Section 204 of the Companies Act, 2013 read with applicable rules and Regulation 24A of SEBI (LODR) Regulations, 2015. In view of strengthening corporate compliance, transparency, and oversight, the Audit Committee and the Board of Directors at their respective meetings held on 26.05.2025 recommended the appointment of M/s MUNDHARA & CO., as Secretarial Auditor for a term of five (5) years starting from FY 2025-26 to 2029-30.



The firm is well-experienced in corporate and securities laws and is eligible under Section 204 of the Act. The appointment requires shareholders' approval as a matter of good governance and long-term engagement.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice to be passed as an Ordinary Resolution by the members.

The Board recommends the resolution for your approval. None of the Directors, Key Managerial Personnel or their relatives are interested in the proposed resolution.

Context for Item Nos. 5 to 16:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transactions ('RPTs') with an aggregate value exceeding Rs.1000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that the Resolution Nos. 5 to 16 are placed for the approval of the Shareholders of the Company.

Item No. 5:

Shri. SHYAM SUNDER GOENKA is the relative of Directors of the Company and Chairman Emeritus of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.15.00 Lakhs during the financial year 2025-26 towards such rent payments. Further, the company in its last AGM have given the related party, an honorary position of Chairman Emeritus and shall be paying salary. The proposed outflow is expected to be up to Rs.60.00 Lakhs during the financial year 2025-26 towards such salary and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 5 of the accompanying Notice to the



shareholders for approval. Details of the proposed transactions with Shri. SHYAM SUNDER GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SHYAM SUNDER GOENKA – Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA Director of the Company – Relatives of Shri. SHYAM SUNDER GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	<p>The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises up to Rs.15.00 Lakhs during the financial year 2025-26.</p> <p>Further, the above related party is also Chairman Emeritus of the company and the company is proposing to pay a Salary up to Rs.60.00 Lakhs during the financial year 2025-26.</p>
d.	Value of Transaction	Rs. 75.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.40%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>Further, the said related party is also the founder of the company and presently retired, the company in its 42nd AGM decided to give the honorarium title of Chairman Emeritus to him.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after</p>



		<p>reviewing all necessary information, has granted approval for entering into RPTs with Shri. SHYAM SUNDER GOENKA for an aggregate value of up to Rs.75.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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 resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 5 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6:

Shri. ASHUTOSH GOENKA is the Chairman and Managing Director of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the Director and is paying rent for such premises. The proposed outflow is expected to be up to Rs.30.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 6 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Shri. ASHUTOSH GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ASHUTOSH GOENKA - Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. SHUBHANG GOENKA, Director of the Company - Relative of Shri. ASHUTOSH GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the Director and is proposing to pay rent for such premises up to Rs.30.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.30.00 Lakhs
e.	Percentage of annual consolidated	0.16%



	turnover considering FY 2024-25 as the immediately preceding financial year	
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Shri. ASHUTOSH GOENKA for an aggregate value of up to Rs.30.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness; - cost of funds; and - tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through	Not Applicable



	registered email address of the shareholder	
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 6 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 6 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7:

Smt. MITA GOENKA is the relative of Directors of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.10.00 Lakhs during the financial year 2025-26 towards such rent payments. Further, the related party is also in the employment of the Company. The proposed outflow is expected to be up to Rs.24.00 Lakhs during the financial year 2025-26 towards such salary payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 7 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Smt. MITA GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	



a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	MITA GOENKA - Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director, Shri. SHUBHANG GOENKA, Director of the Company - Relatives of Smt. MITA GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	<p>The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises up to Rs.10.00 Lakhs during the financial year 2025-26.</p> <p>Further, the above related party is also in the employment of the Company and the Company is proposing to pay a Salary up to Rs.24.00 Lakhs during the financial year 2025-26.</p>
d.	Value of Transaction	Rs.34.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.18%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>Further, the said related party is also having diversified business experience in the Company and accordingly, continuation of her service is necessary for the growth of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Smt. MITA GOENKA for an aggregate value of up to Rs.34.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p>



		Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 7 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 7 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or



their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 7 of the Notice.

Item No. 8:

Smt. SHRUTI ASHWIN AGARWAL is the relative of Directors of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.15.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Smt. SHRUTI ASHWIN AGARWAL, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SHRUTI ASHWIN AGARWAL – Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Director of the Company – Relatives of Smt. SHRUTI ASHWIN AGARWAL
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises up to Rs.15.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.15.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.08%
2.	Justification for the transaction	The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.



		<p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Smt. SHRUTI ASHWIN AGARWAL for an aggregate value of up to Rs.15.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice



The support and services being extended to the Company by the above related party is 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. 8 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 8 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 8 of the Notice.

Item No. 9:

Smt. SUNITA KHEMKA is the relative of Directors of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.15.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 9 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Smt. SUNITA KHEMKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SUNITA KHEMKA – Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Director of the Company – Relatives of Smt. SUNITA KHEMKA



c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises up to Rs.15.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.15.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.08%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Smt. SUNITA KHEMKA for an aggregate value of up to Rs.15.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	



d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 9 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 9 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 9 of the Notice.

Item No. 10:

Shri. SHUBHANG GOENKA is the Whole-time Director of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the Director and is paying rent for such premises. The proposed outflow is expected to be up to Rs.15.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 10 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Shri. SHUBHANG GOENKA, being a related party of the Company, are as follows:



Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SHUBHANG GOENKA – Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director of the Company – Relative of Shri. SHUBHANG GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the Director and is proposing to pay rent for such premises up to Rs.15.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.15.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.08%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Shri. SHUBHANG GOENKA for an aggregate value of up to Rs.15.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	



a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 10 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 10 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 10 of the Notice.

Item No. 11:

Ms. PRATIKSHA GOENKA is the relative of Directors of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs. 30.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.



The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 11 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Ms. PRATIKSHA GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	PRATIKSHA GOENKA – Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Director of the Company – Relatives of Ms. PRATIKSHA GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises and other charges up to Rs. 30.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs. 30.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.16%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Ms. PRATIKSHA GOENKA for an</p>



		<p>aggregate value of up to Rs. 30.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 11 shall be entitled to vote on this resolution.



The Board recommends the relevant ordinary resolution set forth at Item No. 11 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026), and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 11 of the Notice.

Item No. 12:

Mrs. USHA GOENKA is the relative of Directors of the Company. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs. 10.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 12 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Mrs. USHA GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	USHA GOENKA - Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Director of the Company - Relatives of Mrs. USHA GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises and other charges up to Rs. 10.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs. 10.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.05%
2.	Justification for the transaction	The premises taken on rent by the

		<p>Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Mrs. USHA GOENKA for an aggregate value of up to Rs. 10.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	
5.	Any other information that may be	All important information forms part of



	relevant	the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice
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The support and services being extended to the Company by the above related party is 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. 12 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 12 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026), and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 12 of the Notice.

Item No. 13:

Smt. ISHITA GOENKA is the relative of Directors of the Company. The related party is in the employment of the Company. The proposed outflow is expected to be up to Rs. 30.00 Lakhs during the financial year 2025-26 towards such salary payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 13 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Smt. ISHITA GOENKA, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ISHITA GOENKA – Relative of Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director, Shri. SHUBHANG GOENKA, Director of the



		Company – Relatives of Smt. ISHITA GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The above related party is in the employment of the Company and the Company is proposing to pay a Salary up to Rs. 30.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.30.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.16%
2.	Justification for the transaction	<p>The said related party is having experience which is favorable for the Company and accordingly, continuation of her service is necessary for the growth of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Smt. ISHITA GOENKA for an aggregate value of up to Rs.30.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if	



	secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 13 shall be entitled to vote on this resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 13 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 13 of the Notice.

Item No. 14:

M/s. S.S. GOENKA & SONS HUF is a related party as the Directors are the members in the said HUF. The Company in the ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.15.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 14 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with M/s. S.S. GOENKA & SONS HUF, being a related party of the Company, are as follows:



Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s. S.S. GOENKA & SONS HUF – Relative of Key Managerial Personnel – The karta is the relative of the directors of the Company.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director, Shri. SHUBHANG GOENKA, Director of the Company – Members of M/s. S.S. GOENKA & SONS HUF
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by the above related party and is proposing to pay rent for such premises up to Rs.15.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.15.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.08%
2.	Justification for the transaction	<p>The premises taken on rent by the Company is located in the prominent part of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with M/s. S.S. GOENKA & SONS HUF for an aggregate value of up to Rs.15.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution in the accompanying Notice to the shareholders for approval.</p>



3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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 resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 14 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 14 of the Notice.

Item No. 15:

M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED is a related party of the Company pursuant to having common directors in both the Companies. The Company in the



ordinary course of its business, has taken on lease, the property owned by the related party and is paying rent for such premises. The proposed outflow is expected to be up to Rs.150.00 Lakhs during the financial year 2025-26 towards such rent payments and other charges.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 15 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED - There are Common Directors in the listed entity and related party.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Directors are also Non-Executive Directors on the board of M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED.
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company has taken on lease, the property owned by M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED and is proposing to pay a rent for such premises up to Rs.150.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.150.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	0.80%
2.	Justification for the transaction	<p>The location of the premises taken on rent by the Company is in the heart of the City. Further, the said address is also easily accessible for the customers and other stakeholders of the Company.</p> <p>The Management has provided the Audit Committee with the relevant details, as</p>



		<p>required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED for an aggregate value of up to Rs.150.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <p>- nature of indebtedness;</p> <p>- cost of funds; and</p> <p>- tenure</p>	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice



The support and services being extended to the Company by the above related party is 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. 15 shall be entitled to vote on this special resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 15 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 15 of the Notice.

Item No. 16:

M/s. BHARAT INDUSTRIAL DEVELOPMENT CO PRIVATE LIMITED is a related party of the Company pursuant to having common directors in both the Companies. The Company in the ordinary course of its business, shall have purchase, sale or supply of goods or materials for the purpose of carrying on the smooth business activities of the company. The proposed inflow or outflow is expected to be up to Rs. 300.00 Lakhs during the financial year 2025-26 towards such services.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed related party transactions including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for the said transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 16 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with M/s. BHARAT INDUSTRIAL DEVELOPMENT CO PRIVATE LIMITED, being a related party of the Company, are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	BHARAT INDUSTRIAL DEVELOPMENT CO PRIVATE LIMITED - There are Common Directors in the listed entity and related party.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. ASHUTOSH GOENKA, Chairman and Managing Director and Shri. SHUBHANG GOENKA, Directors are also Non-Executive Directors on the board of M/s. BHARAT INDUSTRIAL DEVELOPMENT CO

		PRIVATE LIMITED.
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The Company shall have purchase, sale or supply of goods or materials for the purpose of carrying on the smooth business activities of the company and is proposing to receive/pay a sum up to Rs. 300.00 Lakhs during the financial year 2025-26.
d.	Value of Transaction	Rs.300.00 Lakhs
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	1.60%
2.	Justification for the transaction	<p>M/s. MEENAKSHI (INDIA) LIMITED and M/s. BHARAT INDUSTRIAL DEVELOPMENT CO PRIVATE LIMITED being part of the MIL Group, the business transaction between the two companies will not only help smoothen business operations for both the companies, but also ensure consistent flow of service without interruptions.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with M/s. BHARAT INDUSTRIAL DEVELOPMENT PRIVATE LIMITED for an aggregate value of up to Rs.300.00 Lakhs to be entered during FY 2025-26. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business.</p> <p>Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution accompanying Notice to the shareholders for approval.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or guarantees given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	



c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The support and services being extended to the Company by the above related party is 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. 16 shall be entitled to vote on this special resolution.

The Board recommends the relevant ordinary resolution set forth at Item No. 16 in the Notice for the approval of the Members.

Except Shri. ASHUTOSH GOENKA (DIN: 00181026) and Shri. SHUBHANG GOENKA (DIN: 06980306), none of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 16 of the Notice.

Place: Chennai
Date : 13.08.2025

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



Kanchan Rathi

KANCHAN RATHI
Company Secretary
ACS 63125

Regd. Off.: New No. 29/16,
Whites Road, IV Floor,
Royapettah, Chennai – 600 014