

EXTRA ORDINARY GENERAL MEETING OF Meenakshi (India) Ltd**Conduct of proceedings of 1st Extra Ordinary General Meeting****Day - Friday****Date – 28th Day of June 2024****Time - 12.30 PM****Mode - Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)**

At the start of the meeting Shri Ashutosh Goenka shall take the Chair as the Chairman of the Meeting.

Kanchan: Good afternoon to all, it is 12.30 PM and we shall start the meeting. We have received Leave of Absence application from:

1. Our Chairman, Shri Shyam Sunder Goenka ji
2. Shri Dan Singh ji
3. Shri Rajesh Bhandari ji
4. Shri Rajesh Bhandari ji

and they have informed the board that they would not be able to attend the Extra ordinary General Meeting due to personal reasons. Leave of absence have been duly granted to them. Further I would request our MD and the chairman of this meeting to take over from here now.

AG

Good afternoon to all. Myself, Ashutosh Goenka, chairman of the meeting and Managing Director of the Company having DIN: 00181026, managing the day-to-day affairs of the company. I am attending this Meeting from company registered office at Chennai.

I extend to you all a warm welcome to the 1st Extra ordinary General Meeting of the company for FY 2024-25. I hope everyone is safe and healthy.

I request Mr. Vineet Mundhara to confirm whether requisite quorum being present, if so, I call this meeting to order.

Vineet Mundhara – Requisite Quorum present.

AG:

Now, I would request the Directors and other panelists attending the meeting through Video Conference to introduce themselves.

Mr. G R Prasad

I am G R Prasad, Whole-time Director of the Company having DIN: 01793755. I am managing the day-to-day affairs of the company factories at Salem. I am attending this Meeting from Salem.

Mr. Shubhang Goenka

I am Shubhang Goenka, Whole-time Director of the Company having DIN: 06980306. I am engaged in overseeing the operation and production of the textile division of the company. I am attending this Meeting from company registered office at Chennai.

Mr. Kamal Chordia

I am Kamal Chordia, acting as Independent Director of the Company having DIN: 01280853 and I am attending this Meeting from the company registered office in Chennai.

Mr. Mahaveer Chand

I am Mahaveer Chand, acting as Independent Director of the Company having DIN: 08424792 and I am attending this Meeting from company registered office in Chennai.

Mrs. Geeta Thakur

I am Geeta Thakur, acting as Independent Director of the Company having DIN: 07112935 and I am attending this Meeting from Chennai.

Ms. Kanchan Rathi

I am Kanchan Rathi, Company Secretary of the company. I look after entire secretarial and compliance related work of the company. I am attending this meeting from the company registered office in Chennai.

Mr. Amit Bihani

I am Amit Bihani, CFO of the company. I am heading the finance of the company. I am attending this meeting from the company registered office at Chennai.

Mr. Vineet Mundhara

I am Vineet Mundhara, Representing the Secretarial Auditor (M/s Mundhara and Co) and Scrutinizer Mr. Jagdish Prasad Mundhara. I am attending this meeting from my office.

Mr. S Ganesan

I am S Ganesan, Partner of Chaturvedi and Co. We are the statutory auditors of the company. I am attending this meeting from my office.

AG

Thank you, all the Panelist. I would now request the Company Secretary, Ms. Kanchan Rathi, to provide general instructions to the members regarding participation in this meeting.

Kanchan

Thank you Sir, I would like to take you through certain points regarding the participation in this Meeting. Facility for joining this meeting through video conference or other audio-visual means is made available for the members on a first-come-first-served basis. All Members who have joined this Meeting are by default placed on mute mode by the moderator to avoid any disturbance arising from background noise and ensure smooth and seamless conduct of the Meeting.

Pursuant to provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI Circular, the Company had provided the facility to its members to exercise their right to vote by electronic means in respect of the businesses to be transacted at this Meeting. The remote e-voting commenced on Tuesday, 25th June 2024 at 09:00 am (IST) and ended on Thursday, 27th June 2024 at 5:00 pm (IST).

The Members who have not cast their vote by remote e-Voting prior to the Meeting and who are participating in this Meeting may cast their votes during this Meeting through e-Voting System provided by Central Depository Services Limited. Members are requested to login through the e-voting website of CDSL and cast their vote while at the same time watch the proceedings of the Meeting.

Since the EGM is being held through Video Conference/ Other Audio-Visual Means and the resolutions mentioned in the Notice convening this EGM have already been put to vote through remote e-Voting, there will be no proposing and seconding of the resolutions.

Members are requested to refer to the instructions provided in the Notice, for a seamless participation through video conference and for voting during the Meeting. In case members face any difficulty, they may reach out to the helpline numbers mentioned in the Notice.

Thank you. I request our MD to take the meeting further on

AG:

Thank you, Kanchan,

As the Notice of the Meeting is already circulated to all the Members, I, with the permission of the Members, take the Notice convening the meeting as read.

Now I shall move forward with the meeting. As the shareholders are aware that the notice of the Meeting covers agenda items as mentioned in the EGM Notice I would like to move the following Resolutions for consideration and approval of the Members:

Resolution No. 1 (Special Resolution)

The Resolution pertains to ratification of Ms. Geeta Thakur (DIN: 07112935) as Independent Director for a period of 5 (five) consecutive years until 28th March, 2029.

The full resolution is shared in screen by Mr. Amit (Screen-2)

I believe, everyone has read the resolution and approve the same.

Being interested in the next item(s) of the agenda pertaining to related party transactions omnibus approval, I request Mr. Kamal Chordia to chair the Meeting.

Mr. Kamal Chordia

Thanks Mr. Ashutosh. Good afternoon everyone.

Resolution No. 2 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Shri. SHYAM SUNDAR GOENKA – Operational Transaction(s) upto a maximum limit of Rs. 15 Lakhs.

The full resolution is shared in screen by Mr. Amit (Screen-2)

I believe, everyone has read the resolution and approve the same.

Resolution No. 3 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Shri. ASHUTOSH GOENKA – Operational Transaction(s) upto a maximum limit of Rs. 30 Lakhs.

The full resolution is shared in screen by Mr. Amit (Screen-3)

I believe, everyone has read the resolution and approve the same.

Resolution No. 4 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Smt. MITA GOENKA – Operational Transaction(s) upto a maximum limit of Rs. 48 Lakhs.

As such the following resolution is passed. The entire resolution is shared in the screen by Mr. Amit (Screen-4)

I believe, everyone has read the resolution and approve the same.

Resolution No. 5 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Smt. SHRUTI ASHWIN AGARWAL – Operational Transaction(s) upto a maximum limit of Rs. 15 Lakhs.

The entire resolution is shared in the screen by Mr. Amit (Screen-5)

I believe, everyone has read the resolution and approve the same.

Resolution No. 6 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Smt. SUNITA KHEMKA – Operational Transaction(s) upto a maximum limit of Rs. 15 Lakhs.

Full resolution is shared by Mr. Amit on screen. (Screen-6)

I believe, everyone has read the resolution and approve the same.

Resolution No. 7 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Shri. SHUBHANG GOENKA – Operational Transaction(s) upto a maximum limit of Rs. 15 Lakhs.

Full resolution is shared by Mr. Amit on screen. (Screen-7)

I believe, everyone has read the resolution and approve the same.

Resolution No 8 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Ms. PRATIKSHA GOENKA – Operational Transaction(s) up to a maximum limit of Rs. 20 Lakhs.

Full resolution with Related Party is being shared by Mr. Amit on Screen (Screen -8)

I believe, everyone has read the resolution and approve the same.

Resolution No 9 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with M/s. LIBRA CONSTRUCTIONS & FINANCE PRIVATE LIMITED – Operational Transaction(s) up to a maximum limit of Rs. 150 Lakhs.

Full resolution is being shared by Mr. Amit on Screen (Screen -9)

I believe, everyone has read the resolution and approve the same.

Resolution No 10 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with M/s. S.S. GOENKA & SONS HUF – Operational Transaction(s) up to a maximum limit of Rs. 15 Lakhs.

Full resolution is being shared by Mr. Amit on Screen (Screen -10)

I believe, everyone has read the resolution and approve the same.

Resolution No 11 (Ordinary Resolution)

To approve Omnibus Material Related Party Transaction(s) with Smt. USHA GOENKA – Operational Transaction(s) upto a maximum limit of Rs. 10 Lakhs.

Full resolution is being shared by Mr. Amit on Screen (Screen -11)

I believe, everyone has read the resolution and approve the same.

Resolution No 12 (Special Resolution)

To approve and amend and restate Articles of Association as per the provisions of Companies Act, 2013

Full resolution with Related Party is being shared by Mr. Amit on Screen (Screen -12)

I believe, everyone has read the resolution and approve the same.

Now I would request our Company Secretary Ms. Kanchan to carry on from here.

Kanchan:

Thank you, Sir,

Now, I invite the members who have registered themselves as speakers to ask questions or present their views on the working of the Company. I further inform that only the microphone will be switched on and the camera will be off due to bandwidth restrictions.

I request the Members to restrict their questions to the business of the Extra Ordinary General Meeting and relating only to the Company and not to any other matter. I also request the shareholders that they should restrict their speech to 3 minutes. To avoid repetition, the answers to all the questions will be provided towards the end.

The company has not received any questions from the members.

The Scrutinizer shall, after the conclusion of electronic voting submit a consolidated scrutinizer's report to either me or to Mr. Amit Bihani, CFO.

Now I would like our MD to continue.

AG Sir,

I authorize Ms. Kanchan Rathi, Company Secretary to declare the consolidated results of voting immediately on receipt of the same from the Scrutinizer and the same would be intimated to the Stock Exchanges

Thank you all for attending the meeting. There being no other business, I hereby declare the Meeting as closed.

Vote of Thanks

I would like to thank all our shareholders for attending the meeting and extending continuous support to the company.