



**meenakshi
(india) limited**

CIN - L74300TN1987PLC014678

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Meenakshi India Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

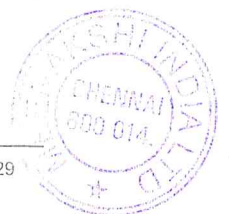
The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors in the meeting held on 3rd March, 2025, has appointed Shri Jagadish Prasad Mundhara, a Practicing Company Secretary (Membership No.: 2353), Proprietor of Mundhara & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 ("SEBI Circular"), this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Monday, 3rd March, 2025 ("cut-off date")** received from the Depositories (i.e. National Securities Depository Limited ("NSDL") and Central Depository and Services (India) Limited ("CDSL") and whose e-mail addresses are registered with the

APPAREL MANUFACTURERS & EXPORTERS

Regd. Office : New No. 29/16, Whites Road, IV Floor, Royapettah, Chennai - 14. INDIA. PH : 91-44-4263 6010, 2852 4629



Company/ Cameo Corporate Services Limited, Registrar ("RTA") / Depositories. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members since the requirement has been dispensed with as per the afore-mentioned MCA Circulars and SEBI Circular and consequently no physical ballot forms will be accepted by the Company.

The Postal Ballot Notice ("Notice") will also be placed on the website of the Company at <https://www.milgroup.in/> under News and Notifications, in the Investors tab, the e-voting website of CDSL at <https://www.evotingindia.com/> and shall also be communicated to stock exchange where the shares of the Company are listed i.e. The Calcutta Stock Exchange Limited ("CSE") at www.cse-india.com.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, as amended and framed thereunder and the MCA Circulars and SEBI Circular, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The voting rights of the Members shall be reckoned in proportion to the equity shares held by them as on the Cut-Off date i.e., Monday, 3rd March, 2025. Only those who are the Members as on the cut-off date are entitled to vote under the e-voting-facility offered by the Company and any other recipients of the Notice who have no voting rights should treat the Notice as intimation only.

The Members are requested to carefully read the instructions on e-voting printed in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process. **The Members should cast their votes online from 9:00 am (IST) on Sunday, 9th March 2025 till 05.00pm (IST) on Monday, 7th April 2025 as per e-voting and other instructions provided in this Notice. E-Voting shall not be allowed beyond 05.00 pm (IST) of Monday, 7th April, 2025 and beyond such time it will be considered that no reply has been received from the Member.**

The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the e-voting. The results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the E-voting and the same shall be communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website <https://www.milgroup.in/> and that of CDSL and the Scrutinizer's decision on the validity of the voting shall be final.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Monday, 7th April 2025.**



"RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;"

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the bonus shares and the new equity shares of Rs. 10 (Rupees Ten) each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall be issued in dematerialized form only and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and that these bonus shares shall be eligible for the dividends, if any, to be declared thereafter."

"RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form."

"RESOLVED FURTHER THAT Mr. Ashutosh Goenka (DIN: 00181026), Managing Director, Mr. Shubhang Goenka (DIN: 06980306), Whole-time Director, and the Company Secretary of the Company be and are hereby authorised severally to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines."

"RESOLVED FURTHER THAT Mr. Ashutosh Goenka (DIN: 00181026), Managing Director, Mr. Shubhang Goenka (DIN: 06980306), Whole-time Director, and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2: Increase in Authorised Share Capital and Consequent Amendment to the Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:



"RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and as authorized by the Articles of Association ('AOA') of the Company, consent of the Members be and are hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000/- (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000/- (One Crore and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause (V) of the Memorandum of Association of the Company be and are hereby amended by substituting with the following:

"V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten Only) with power to increase or reduce the same in accordance with the provisions of The Companies Act 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Ashutosh Goenka (DIN: 00181026), Managing Director and Mr. Shubhang Goenka (DIN: 06980306), Whole-time Director of the Company be and are hereby authorised severally to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT Mr. Ashutosh Goenka (DIN: 00181026), Managing Director, Mr. Shubhang Goenka (DIN: 06980306), Whole-time Director, and the Company Secretary of the Company be and are hereby authorised severally to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

ITEM NO. 3: Approval of the appointment of Mr. Virusangulaam Kumarasamy Jeyakodi as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being



in force, Mr. Virusangulaam Kumarasamy Jeyakodi (DIN: 03636599) in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 01, 2025 and for a term up to March 31, 2030."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 25 (2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Virusangulaam Kumarasamy Jeyakodi (DIN: 03636599), as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from April 01, 2025 and for a term up to March 31, 2030 be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Ashutosh Goenka (DIN: 00181026), Managing Director and Mr. Shubhang Goenka (DIN: 06980306), Whole-Time Director or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

ITEM NO. 4: Approval of the appointment of Mrs. Kalpana Maheshwari, as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Kalpana Maheshwari (DIN: 06559194) in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 01, 2025 and for a term up to March 31, 2030."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 25 (2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mrs. Kalpana Maheshwari (DIN: 06559194), as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from April 01, 2025 and for a term up to March 31, 2030 be and is hereby approved."



"RESOLVED FURTHER THAT Mr. Ashutosh Goenka (DIN: 00181026), Managing Director and Mr. Shubhang Goenka (DIN: 06980306), Whole-Time Director or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

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



Kanchan Rathi

KANCHAN RATHI
COMPANY SECRETARY
29/16, Whites Road,
Royapettah, Chennai - 600014

Date: 03.03.2025

Place: Chennai

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and any other applicable provisions of the Act read with Rules thereunder setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, SEBI Listing Regulations and SS-2 are appended herein below for your consideration.
2. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice along with the instructions regarding E-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Registrar and Transfer Agent, Cameo Corporate Services Limited ("RTA")/ as at close of business hours on **Monday, 3rd March 2025 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its RTA as on the Cut-off date and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering Remote E-Voting ("e-voting") facility to enable the Members to cast their votes electronically. The Company has availed services of Central Depository Services (India) Limited for this purpose. Shareholders are requested to read the instructions provided in **Annexure - A 'Voting through electronic means**.
4. The Remote E-Voting facility will commence on **Sunday, 9th March 2025 at 09:00 am (IST) and will end on Monday, 7th April 2025 at 5:00 pm (IST)**. Remote E-Voting facility will be blocked by CDSL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time. Members are requested to cast their vote through the remote E-voting process not later than 05:00 pm (IST) on Monday, 7th April 2025, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. A copy of the Postal Ballot Notice with its explanatory statement would be available on the website of the Company at www.milgroup.in website of the stock exchanges i.e. CSE Limited, at www.cse-india.com and also on the website of e-Voting service provider i.e. Central Depository Services (India) Limited's ('CDSL') e-Voting website at www.evotingindia.com.



7. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular language in Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 and the same will also be uploaded on the Company's website: <https://www.milgroup.in/>.
8. The Board of Directors of the Company has appointed CS Mr. JAGDISH PRASAD MUNDHARA (Membership No. FCS 2353 CP No. 1443) of M/s. MUNDHARA & Co, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman of the Company or in his absence any other person duly authorized by him, after completion of scrutiny of the postal ballots (e- voting). The results along with Scrutinizer's Report shall be declared on or before Wednesday, 9th April 2025 and shall be communicated to the Company, Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website <https://www.milgroup.in/> and that of CDSL at www.evotingindia.com, CSE at www.cse-india.com.
10. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to kanchan.rathi@milgroup.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Sunday, 9th March 2025 to Monday, 7th April 2025
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Monday, 7th April 2025 at 5.00 p.m. (IST)**, i.e. the last date specified for receipt of votes through the Remote E- voting process. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors at the meeting held on 3rd March 2025 has recommended the capitalization of sum of Rs. 7,50,00,000 (Rupees Seven Crore and Fifty Lakh only) out of securities premium and/or general reserve and/or retained earnings for issue and allotment of bonus equity shares in the proportion of two new bonus equity share of Rs. 10/- (Rupees Ten) each for every 1 (one) existing equity shares of Rs.10/- (Rupees Ten) each held by the Members on the Record Date, to be determined by the Board for this purpose. Accordingly, 75,00,000 (Seventy-five Lakhs) equity shares of Rs.10/- (Rupees Ten) would be issued as fully paid up bonus shares to the shareholders of the Company. Consequently, the paid-up equity share capital of the Company would increase to Rs. 11,25,00,000 (Rupees Eleven Crores and Twenty-Five Lakhs only) consisting of 1,12,50,000 (One Crore Twelve Lakhs and Fifty thousand) fully paid-up equity shares of Rs.10 each.

The new equity shares of Rs. 10/- (Rupees Ten) each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and that these bonus shares shall be entitled to participate in full in any dividend/s to be declared thereafter.

The allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Escrow Account as per the SEBI Regulations and on receiving the details of demat account from the shareholders, such Bonus Shares shall be credited to the concerned demat account of the shareholders, as per SEBI Regulations.

The proposed issue of bonus shares will be in line with the provisions of Section 63 of the Companies Act, 2013, rules made thereunder, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to the approvals, if required, from the statutory authorities. The applications will be made to the respective Stock Exchanges for permission to list and deal in such bonus shares. Article 110 of the Articles of Association of the Company permits capitalization of securities premium and/or general reserve and/or retained earnings by applying the same towards payment of unissued shares to be allotted to the Members.

None of the Directors / Key Managerial Personnel or their respective relatives are interested in the said Resolution except to the extent that they would be entitled for bonus



shares in relation to their respective holding of equity shares in the Company.

The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution as contained in Item No. 1 of the Notice.

ITEM NO. 2:

Presently, the Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each.

With the issue of bonus shares as per Item No. 1 of this notice, the paid-up share capital of the Company would increase to Rs. 11.25 crores. Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on 3rd March 2025, have recommended increasing the Authorised Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore and Fifty lakhs) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional capital of Rs. 10,00,00,000 (Rupees Ten Crores), divided into 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

ITEM NO. 3:

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mr. Jeyakodi as a Director of the Company. Mr. Jeyakodi has conveyed his consent to act as the Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Jeyakodi.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') and Article 116 of the Articles of Association of the Company, Mr. Virusangulaam Kumarasamy Jeyakodi has



given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

Mr. V. K. Jeyakodi (DOB: 20.12.1959) is 1984 batch IAS officer (Tamil Nadu Cadre). He has worked in various departments of State Government and Government of India. Mr. Jeyakodi completed his BE (Hons) in Electronics and Communication Engineering from Madras University. He has completed MBA (International Business) from Sydney. During his tenure as an IAS with Tamil Nadu Government, he had served as Chief Executive / General Manager – Madurai District Milk Producers' Co-operative Union, Deputy Secretary to Government – Food & Civil Supplies, public department, Director of Sericulture, Salem, Deputy Commissioner of Commercial Taxes (Enforcement), District collector, Thanjavur and Tirunelveli District, Managing Director, Tamil Nadu Civil Supplies Corporation, Member Secretary, Chennai Metropolitan Development Authority, Executive Director - TN Industrial Development Corporation, Principal Secretary - Technical Education, Commercial Taxes, Revenue Department, Tourism & Culture Department etc., Chairman & Managing Director -TN Power Finance & Infrastructure Development Corporation Ltd, Commissioner of Land Administration, Vigilance Commissioner.

At present he is working as Board Member of Finance Committee, Indian Maritime University, Ministry of Shipping, Govt of India, Independent External Monitor (IEM) of Power Finance Corporation Consultancy Limited and Banaras Hindu University, Varanasi. Further he has also been appointed as an Independent Director in Gujrat Heavy Chemicals limited (GHCL) w.e.f., 1st March, 2025 for a period of 5 years. His deep understanding of the law, general management, finance empowers him to contribute effectively to the Board's deliberations on governance matters. His general management skills enable him to provide valuable insights and guidance in shaping the Company's strategic direction. Moreover, his commitment to public advocacy and public policy positions him as a trusted advocate for stakeholders' interests.

With his extensive expertise, financial understanding, and multifaceted leadership skills, Mr. Jeyakodi enhances the Company's ability to navigate Company's governance landscapes. His presence on the Board not only strengthens the Company's commitment to excellence but also ensures that it upholds the highest standards of ethics and integrity.

Mr. Jeyakodi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Jeyakodi has also confirmed that he is not debarred from holding the office of the Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority. Mr. Jeyakodi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Jeyakodi has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



In the opinion of the Board, Mr. Jeyakodi fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Jeyakodi also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mr. Jeyakodi meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Jeyakodi is independent of the management.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is mentioned below-with herein and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. V. K. Jeyakodi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

S No.	Particulars	
1.	Name	VIRUSANGULAAM KUMARASAMY JEYAKODI
2.	Category/Definition	Non-executive, Independent Director
3.	Director Identification No. (DIN)	03636599
4.	Age	65
5.	Date of Birth	20.12.1959
6.	Original Date of Appointment	Not applicable as Mr. Virusangulaam Kumarasamy Jeyakodi is being appointed for the first time.
7.	Qualifications	BE (Hons) in Electronics MBA (International Business)
8.	Name of listed entities from which the person has resigned in the past three years	None
9.	Directorship in other Companies*	Mr. Virusangulaam Kumarasamy Jeyakodi, shall be appointed as the Independent Director in GHCL Textiles limited w.e.f. 1 st March, 2025
10.	Chairmanship / Membership of Committees in other Companies*	None
11.	Number of Equity Shares held in the Company*	None
12.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	None

13.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14.	Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years w.e.f. April 01, 2025, not liable to retire by rotation.
15.	Remuneration last drawn, if applicable	Not Applicable
16.	Remuneration proposed to be paid	Sitting Fees and Commission in accordance with the provisions of the Companies Act, 2013
17.	Number of Meetings of the Board attended during the year 2024-25	Not Applicable
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the above mentioned
19.	Brief Resume	
20.	Nature of expertise in specific functional areas	

ITEM NO. 4:

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mrs. Maheshwari as a Director of the Company. Mrs. Maheshwari has conveyed her consent to act as the Director of the Company. The Company has also received other necessary disclosures and declarations from Mrs. Maheshwari.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') and Article 116 of the Articles of Association of the Company, Mrs. Kalpana Maheshwari has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the Listing Regulations.

Mrs. Kalpana Maheshwari (DOB: 18.05.1980) is a Fellow member of the Institute of Chartered Accountants of India and holds a Graduate Degree in Commerce from North Bengal University and Diploma in Information System Audit (DISA)- ICAI. She possesses over 22 years of professional experience in the fields of Accounts, Finance, Audit, Taxation, Corporate Law and other compliances across diverse industries.

She is practicing since 2004 under sole proprietorship firm named "M/s. Kalpana Kalyani & Associates". She has conducted Statutory Audits, Internal audits and Tax audits of various entities including manufacturing concerns, NBFCs, PSU Bank Branches, trading concerns, trusts etc.

With her extensive expertise in Audit and Financial Reporting, Risk Management and Internal Control, Income Tax Advisory and her leadership skills Mrs. Maheshwari enhances the Company's ability to navigate Company's governance landscapes. Her presence on the Board not only strengthens the Company's commitment to excellence but also ensures that it upholds



the highest standards of ethics and integrity.

Mrs. Maheshwari has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Maheshwari has also confirmed that she is not debarred from holding the office of the Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority. Mrs. Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Maheshwari has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Maheshwari fulfills the conditions specified in the Act for appointment as an Independent Director and her appointment as such would be in the interest of the Company taking into consideration Mrs. Maheshwari also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mrs. Maheshwari meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mrs. Maheshwari is independent of the management.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is mentioned below-with herein and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mrs. Kalpana Maheshwari and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

S No.	Particulars	
1.	Name	Kalpana Maheshwari
2.	Category/Definition	Non-executive, Independent Director
3.	Director Identification No. (DIN)	06559194
4.	Age	44
5.	Date of Birth	18.05.1980
6.	Original Date of Appointment	Not applicable as Mrs. Kalpana Maheshwari is being appointed for the first time.
7.	Qualifications	Graduate Degree from North Bengal University Chartered Accountant - ICAI Diploma in Information System Audit (DISA) -



		ICAI
8.	Name of listed entities from which the person has resigned in the past three years	None
9.	Directorship in other Companies*	None
10.	Chairmanship / Membership of Committees in other Companies*	None
11.	Number of Equity Shares held in the Company*	None
12.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	None
13.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14.	Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years w.e.f. April 01, 2025, not liable to retire by rotation.
15.	Remuneration last drawn, if applicable	Not Applicable
16.	Remuneration proposed to be paid	Sitting Fees and Commission in accordance with the provisions of the Companies Act, 2013
17.	Number of Meetings of the Board attended during the year 2024-25	Not Applicable
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the above mentioned
19.	Brief Resume	
20.	Nature of expertise in specific functional areas	

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



Kanchan Rathi

KANCHAN RATHI
COMPANY SECRETARY
29/16, Whites Road,
Royapettah, Chennai - 600014

Date: 03.03.2025
Place: Chennai

ANNEXURE - A

Instructions for voting through electronic means

- 1) The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on **Monday, March 3, 2025** ("Cut-off date") shall be considered for the issuance of notice.
- 2) The E-voting shall commence on **Sunday, March 9, 2025 at 09.00 a.m. IST** and shall end on **Monday, April 7, 2025 at 5.00 p.m. IST** ("E-voting Period"). The E-voting module shall be disabled by CDSL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.
- 3) E-voting has been enabled for 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 E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.
- 4) 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 e-mail 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 Tab.</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</p>



	<p>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 and click on login & New System Myeasi Tab and then click on registration option.</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.</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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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 website.

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.: 022-4886 7000 and 022-2499 7000



(i) 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.

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



(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

(v) Click on the EVSN 250303005 for MEENAKSHI INDIA LIMITED.

(vi) 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.

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

(viii) 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.

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

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

(xi) **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).

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

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



Kanchan Rathi

KANCHAN RATHI
COMPANY SECRETARY
29/16, Whites Road,
Royapettah, Chennai - 600014

Date: 03.03.2025
Place: Chennai

