



**meenakshi
(india) limited**

CIN - L74300TN1987PLC014678

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Chennai - 600 014. INDIA
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www.milgroup.in

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 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 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, 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 14th November, 2024, 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 Thursday, 21st November, 2024 ("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

APPAREL MANUFACTURERS & EXPORTERS

Regd. Office : New No. 29/16, Whites Road, IV Floor, Royapettah, Chennai - 14, INDIA. PH : 91-44-28524628, 28514629



registered with the 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., Thursday, 21st November, 2024. Only the Members are entitled to vote as on the cut-off date 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 Saturday, 23rd November, 2024 till 05.00pm (IST) on Sunday, 22nd December, 2024 as per e-voting and other instructions provided in this Notice. E-Voting shall not be allowed beyond 05.00 pm (IST) of Sunday, 22nd December, 2024 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. **Sunday, 22nd December, 2024.**



SPECIAL BUSINESS:

ITEM NO. 1 – Approval of Related Party Transactions entered during the F.Y. 2024-25 exceeding 10% of the total annual consolidated turnover

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

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the omnibus approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company with its Related Parties in ordinary course of business and are at arm's length basis during the Financial Year 2024-25 as detailed in the explanatory statement annexed to this notice, the value of which when all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2023-24 be and are hereby ratified and approved.

“RESOLVED FURTHER THAT all the directors or the key managerial personnel be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

ITEM NO. 2: Approval of Sale of property of the Company under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Meetings of Board and Its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell the property of the Company admeasuring 280 acres of land situated at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 and Drying Yard admeasuring 1.78 acres situated at Meenakshi estate Drying Yard, SVR land Opposite, nearby vannathu chinnapar kovil, Periyaodai pirivu, Sirumalai pirivu Road, Natham Road, Dindigul - 624003 along with the land and development rights attached thereto (“Sale Property”) for a total sale consideration amounting to an approx. of Rs. 17.50 crores to the below mentioned individuals:



- a. Mr. Ashutosh Goenka – 100.56 acres of Land in the property and whole of drying yard encompassing 1.78 acres for an approx. consideration of Rs. 6.71 crores
- b. Mr. Shubhang Goenka – 102.55 acres of land in the property for an approx. consideration of Rs. 6.16 crores
- c. Mrs. Mita Goenka – 77.15 acres of land in the property for an approx. consideration of Rs. 4.63 crores

on such terms and conditions as may be mutually agreed to between the Company and the Buyers.

“RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel and such other officers of the Company as may be authorized by the Board be and are hereby severally authorized to do and perform or cause to be done or performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard including without limitation, finalizing the terms and conditions, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary, expedient or desirable in its own discretion and in the best interest of the Company 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.”

ITEM NO. 3: To approve Omnibus Material Related Party Transaction(s) with Mr. Ashutosh Goenka – under Section 188 of the Companies Act, 2013 along with Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass 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 consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Agreement of Sale (by whatever name called) with Mr. Ashutosh Goenka, being a material related party transaction, with respect to the sale and transfer of 100.56 acres of the land owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 and the Drying Yard admeasuring 1.78 acres situated at Meenakshi estate Drying Yard, SVR land Opposite, nearby vannathu chinnapar



kovil, Periyaodai pirivu, Sirumalai pirivu Road, Natham Road, Dindigul – 624003 along with the land and development rights for an approx. consideration amounting to Rs. 6.71 crores.

RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel and such other officers of the Company as may be authorized by the Board be and are hereby severally authorized to do and perform or cause to be done or performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard including without limitation, finalizing the terms and conditions, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary, expedient or desirable in its own discretion and in the best interest of the Company 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** 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.”

ITEM NO. 4: To approve Omnibus Material Related Party Transaction(s) with Mr. Shubhang Goenka – under Section 188 of the Companies Act, 2013 along with Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass 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 consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Agreement of Sale (by whatever name called) with **Mr. Shubhang Goenka**, being a material related party transaction, with respect to the sale and transfer of 102.55 acres of the land owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 along with the land and development rights for an approx. consideration amounting to Rs. 6.16 crores.

RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel and such other officers of the Company as may be authorized by the Board be and are hereby severally



authorized to do and perform or cause to be done or performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard including without limitation, finalizing the terms and conditions, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary, expedient or desirable in its own discretion and in the best interest of the Company 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 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."

ITEM NO. 5: To approve Omnibus Material Related Party Transaction(s) with Mrs. Mita Goenka – under Section 188 of the Companies Act, 2013 along with Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass 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 consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Agreement of Sale (by whatever name called) with **Mrs. Mita Goenka**, being a material related party transaction, with respect to the sale and transfer of 77.15 acres of the land owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 along with the land and development rights for an approx. consideration amounting to Rs. 4.63 crores.

RESOLVED FURTHER THAT all the Directors and Key Managerial Personnel and such other officers of the Company as may be authorized by the Board be and are hereby severally authorized to do and perform or cause to be done or performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard including without limitation, finalizing the terms and conditions, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary, expedient or desirable in its own discretion and in the best interest of the Company 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 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



Kanchan Rathi

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

Date: 14.11.2024

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 **Thursday, 21st November 2024 (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 1** 'Voting through electronic means.
4. The Remote E-Voting facility will commence on **Saturday, 23rd November 2024 at 09:00 am (IST) and will end on Sunday, 22nd December 2024 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 Sunday, 22nd December 2024, 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 Tuesday, 24th December 2024 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 Saturday, November 23, 2024 to Sunday, December 22, 2024.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, 22nd December 2024 at 5.00 p.m. (IST)**, i.e. the last date specified for receipt of votes through the Remote E- voting process. The resolution 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 Company has entered into/or has proposed herein to enter into the Related Party Transactions during the Financial Year 2024-25 with Related Parties a brief summary of these transactions is given below:

S No.	Name of the Related Party	Type of Transactions	Maximum Amount approved/proposed to be approved	% of Total Annual turnover as on FY 2023-24
1	SHYAM SUNDER GOENKA	Remuneration	75,00,000/-	0.48%
2	ASHUTOSH GOENKA	Payment of rent and other charges Sale of Property (proposed herein)	7,30,00,000/-	4.65%
3	MITA GOENKA	Payment of rent, other charges and Salary Sale of Property (proposed herein)	5,48,00,000/-	3.49%
4	SHRUTI ASHWIN AGARWAL	Payment of rent and other charges	15,00,000/-	0.10%
5	SUNITA KHEMKA	Payment of rent and other charges	15,00,000/-	0.10%
6	SHUBHANG GOENKA	Payment of rent and other charges Sale of Property (proposed herein)	6,65,00,000/-	4.24%
7	PRATIKSHA GOENKA	Payment of rent and other charges	20,00,000/-	0.13%
8	LIBRA CONSTRUCTION & FINANCE PVT LTD	Payment of rent and other charges	1,50,00,000/-	0.96%
9	S S GOENKA & SONS HUF	Payment of rent and other charges	15,00,000/-	0.10%
10	USHA GOENKA	Payment of rent and other charges	10,00,000/-	0.06%
12	ISHITA JHUNJHUNWALA	Payment of Salary	24,00,000/-	0.15%
TOTAL			22,67,00,000	14.46%

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits



prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of 10% of the annual consolidated turnover. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 all related party transactions shall be considered as "Material" if the transaction entered with individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2024-25 is "Material" and the value of which, when taken all together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY 2023-24 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above during the Financial Year 2024-25.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2024-25 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 1 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

Except Mr. ASHUTOSH GOENKA (DIN: 00181026) and Mr. 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. 1 of the Notice.

ITEM NO. 2

The company has not achieved sustainable income from its agricultural land situated at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 encompassing an area of 280 acres and from its drying yard admeasuring 1.78 acres situated at Meenakshi estate Drying Yard, SVR land Opposite, nearby vannathu



chinnapar kovil, Periyaodai pirivu, Sirumalai pirivu Road, Natham Road, Dindigul – 624003 and moreover, the investment in the above-mentioned lands has not yielded the anticipated returns. As a result, the board of directors has decided to divest these lands which includes both the lands and its development rights and reallocate the capital toward its primary focus i.e., Garment sector. This reallocation is intended to enhance operational efficiency and support growth in the company's core business. The total sale consideration from both, land and yard has been set at an approx. value of Rs. 17.50 crore which shall be sold to below mentioned individuals:

- a. Mr. Ashutosh Goenka – 100.56 acres of Land in the property and whole of drying yard encompassing an area of 1.78 acres for an approx. consideration of Rs. 6.71 crores
- b. Mr. Shubhang Goenka – 102.55 acres of land in the property for a consideration of Rs. 6.16 crores.
- c. Mrs. Mita Goenka – 77.15 acres of land in the property for a consideration of Rs. 4.63 crores

The Board of Directors recommends passing the Special Resolution as set out at Item No. 2 of the notice.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Members by way of a Special Resolution. The Consent of members is sought to sell the Sale Property to Buyer in the best interest of the Company.

Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the of the undertaking.

Except Mr. ASHUTOSH GOENKA (DIN: 00181026) and Mr. 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. 2 of the Notice.

ITEM NO. 3

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], any transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the 'Rule' and



'SEBI (LODR)' are required to be approved by the members of the Company.

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. 3 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Mr. Ashutosh Goenka, being a related party of the Company has been mentioned below with.

In view of the proposed sale of a portion of the Land encompassing 100.56 acres of area owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 and drying yard comprising of 1.78 acres of area situated at Meenakshi estate Drying Yard, SVR land Opposite, Near by vannathu chinnapar kovil, Periyaodai pirivu, Sirumalai pirivu Road, Natham Road, Dindigul – 624003 along with the land and development rights attached theretoto Mr. Ashutosh Goenka being a related party and the approval of the members of the Company is being sought by way of an Ordinary Resolution as set out at Item no. 3 of the Notice.

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);	Mr. ASHUTOSH GOENKA – Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. SHUBHANG GOENKA Whole-time Director of the Company – Relatives of Mr. ASHUTOSH GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The company is divesting a portion of its land comprising an area of 100.56 acres situated at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 and the drying yard comprising an area of 1.78 acres situated at Meenakshi estate Drying Yard, SVR land Opposite, Near by vannathu chinnapar kovil, Periyaodai pirivu, Sirumalai pirivu Road, Natham Road, Dindigul – 624003 for an



		approx. consideration of Rs. 6.71 crores.
d.	Value of Transaction, upto a maximum limit for this matter.	Rs. 7.00 Crores
e.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	4.46%
2.	Justification for the transaction	<p>The company has not achieved sustainable income from its agricultural land and yard therefore the company decided to divest these lands and sell it off to Mr. Ashutosh Goenka and shall reallocate the capital toward its primary focus i.e., the Garment sector</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 RPTs with Mr. ASHUTOSH GOENKA upto a maximum limit amounting to Rs. 7.00 crores for this transaction. 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 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>	



	- 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	The company has taken prior shareholder approval for the ongoing transaction of Rs. 30,00,000/- for Payment of rent and other charges for FY 2024-25 with Mr. Ashutosh Goenka via Extra ordinary General meeting dated 28.06.2024. The above-mentioned transaction is an addition to the on-going transaction for the financial year. All other 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

Item No. 4

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], any transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' are required to be approved by the members of the Company.

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. 4 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Mr. Shubhang Goenka, being a related party of the Company has been mentioned below with.

In view of the proposed sale of a portion of the Land encompassing 102.55 acres of area owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 along with the land and development rights attached thereto Mr. Shubhang Goenka being a related party and the approval of the members of the Company is being sought by way of an Ordinary Resolution as set out at Item no. 4 of the Notice.

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);	Mr. SHUBHANG GOENKA – Key Managerial Personnel
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. ASHUTOSH GOENKA, Managing Director of the Company – Relatives of Mr. SHUBHANG GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The company is divesting a portion of its land comprising an area of 102.55 acres situated at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 for an approx. consideration of Rs. 6.16 crores.
d.	Value of Transaction, upto a maximum limit for this matter.	Rs. 6.50 Crores
e.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	4.14%
2.	Justification for the transaction	<p>The company has not achieved sustainable income from its agricultural land therefore the company has decided to divest this land and sell it off to Mr. Shubhang Goenka and shall reallocate the capital toward its primary focus i.e., Garment sector.</p> <p>The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs</p>



		<p>including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Mr. SHUBHANG GOENKA upto a maximum limit amounting to Rs. 6.50 crores for this transaction. 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 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	The company has taken prior shareholder approval for the ongoing transaction of Rs. 15,00,000/- for Payment of rent and other charges for FY 2024-25 with Mr. Shubhang Goenka via Extra ordinary General meeting dated 28.06.2024. The



		<p>above-mentioned transaction is an addition to the on-going transaction for the financial year.</p> <p>All other 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.</p>
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Item No. 5

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], any transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' are required to be approved by the members of the Company.

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. 5 of the accompanying Notice to the shareholders for approval. Details of the proposed transactions with Mrs. Mita Goenka, being a relative to the director, hence related party of the Company has been mentioned below-with.

In view of the proposed sale of a portion of the Land encompassing 77.15 acres of area owned by the Company located at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 thereto along with the land and development rights attached thereto Mrs. Mita Goenka being a related party the approval of the members of the Company is being sought by way of an Ordinary Resolution as set out at Item no. 5 of the Notice.

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	Mrs. MITA GOENKA – Relative of Key Managerial Personnel



	or interest (financial or otherwise);	
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. ASHUTOSH GOENKA Managing Director of the Company and Mr. SHUBHANG GOENKA, Whole-time director of the company– Relatives of Mrs. MITA GOENKA
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	The company is divesting a portion of its land comprising an area of 77.15 acres situated at Meenakshi Estate, Sirumalai Pudur, Sirumalai, within the Dindugal Taluk and District Pin Code: 624001 for an approx. consideration of Rs. 4.63 crores.
d.	Value of Transaction, upto a maximum limit for this matter.	Rs. 5.00 Crores
e.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	3.19%
2.	Justification for the transaction	<p>The company has not achieved sustainable income from its agricultural land therefore the company has decided to divest this land and sell it off to Mrs. Mita Goenka and shall reallocate the capital toward its primary focus i.e., Garment sector.</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. MITA GOENKA upto a maximum limit amount to Rs. 5.00 crores for this transaction. 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 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	<p>The company has taken prior shareholder approval for the ongoing transaction of Rs. 48,00,000/- for Payment of rent and other charges and for Payment of Salary for FY 2024-25 with Mrs. Mita Goenka via Extra ordinary General meeting dated 28.06.2024. The above-mentioned transaction is an addition to the on-going transaction for the financial year.</p> <p>All other 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.</p>



Annexure-1
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 **Thursday, November 21, 2024** ("Cut-off date") shall be considered for the issuance of notice.
- 2) The E-voting shall commence on **Saturday, November 23, 2024 at 09.00 a.m. IST and shall end on Sunday, December 22, 2024 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 E-voting period. Additionally, there is also link provided</p>



	<p>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 241114006 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: 14.11.2024
Place: Chennai