

**meenakshi
(india) limited**

CIN - L74300TN1987PLC014678

Admn. Office:
New No. 29/16, Whites Road,
3rd Floor, Royapettah,
Chennai - 600 014. INDIA
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MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (REMOTE VOTING PROCESS) BY MEMBERS OF MEENAKSHI INDIA LIMITED ON 7TH DAY OF APRIL 2025, RESULTS OF WHICH WERE DECLARED ON 9TH APRIL 2025

The Board of Directors of the Company at its Board Meeting held on 3rd March 2025, approved the proposal to conduct a Postal Ballot by remote e-voting process 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). (collectively referred to as "MCA Circulars") to seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated 3rd March 2025:

S No.	Particulars	Type of Resolutions
1.	Issue of Bonus Equity Shares	Ordinary Resolution
2.	Increase in Authorised Share Capital and Consequent Amendment to the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution
3.	Approval of the appointment of Mr. Virusangulaam Kumarasamy Jeyakodi as an Independent Director of the Company	Special Resolution
4.	Approval of the appointment of Mrs. Kalpana Maheshwari, as an Independent Director of the Company	Special Resolution

The Board appointed Mr. Jagdish Prasad Mundhara, Practicing Company Secretary (Membership No. 2353 and CP No. 1443), Chennai as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The Company had provided remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL").



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The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 9th April 2025. The summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice together with explanatory statement, dated 3rd March 2025 was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e. 3rd March, 2025 and whose e-mail addresses were registered with the Company/ Depositories on the said date.
2. The remote e-voting period commenced on Sunday, 9th March, 2025 (9.00 a.m. IST) and ended on Monday, 7th April 2025 (5.00 p.m. IST), both days inclusive.
3. Post conclusion of the remote e-voting period on 7th April 2025, based on the analysis of votes, the Scrutinizer submitted his report dated 9th April, 2025, addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 7th April, 2025.

The results were declared on 9th April, 2025, simultaneously intimated to The Calcutta Stock Exchange Limited and uploaded on website of the Company on the same day.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

- 44 Members had cast their votes through remote e-voting.
- Based on the voting results, **Two Ordinary Resolutions and Two Special Resolutions** as set out in Item Nos. 1 to 4 of the Postal Ballot Notice dated 3rd March, 2025 have been passed with the requisite majority.

1. ISSUE OF BONUS EQUITY SHARES

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary from the appropriate authority, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers

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conferred under this resolution) for capitalisation of a sum not exceeding ₹ 7.50 Crore (Rupees Seven Crore and Fifty Lakhs only) out of securities premium and/or general reserve and/or retained earnings as per the audited financial statements of the Company for the financial year ending March 31, 2024 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 75,00,000 equity shares of Rs.10 each as bonus equity shares each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:2 i.e., 2 (Two) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member."

"RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paidup equity shares of the Company as existing on the Record Date."

"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."

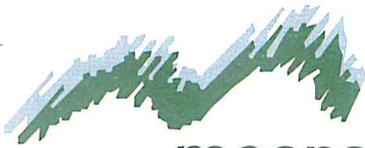
"RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With 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

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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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of Votes Polled	No. of Votes polled in Favour	No. of Votes polled – Against	% of Votes polled in Favour	% of Votes polled – Against
2706966	2706966	-	100%	-

Resolution passed by requisite majority.

2. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

“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.”

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“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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of Votes Polled	No. of Votes polled in Favour	No. of Votes polled – Against	% of Votes polled in Favour	% of Votes polled – Against
2706966	2706966	-	100%	-

Resolution passed by requisite majority.

3. APPROVAL OF THE APPOINTMENT OF MR. VIRUSANGULAAM KUMARASAMY JEYAKODI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“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,

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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."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of Votes Polled	No. of Votes polled in Favour	No. of Votes polled – Against	% of Votes polled in Favour	% of Votes polled – Against
2706966	2706966	-	100%	-

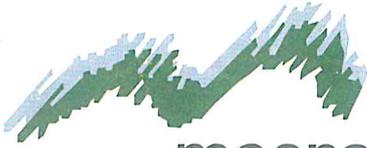
Resolution passed by requisite majority.

4. APPROVAL OF THE APPOINTMENT OF MRS. KALPANA MAHESHWARI, AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"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

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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."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of Votes Polled	No. of Votes polled in Favour	No. of Votes polled – Against	% of Votes polled in Favour	% of Votes polled – Against
2706966	2706966	-	100%	-

Resolution passed by requisite majority.

Certified True Copy

For MEENAKSHI (INDIA) LIMITED

ASHUTOSH GOENKA

Managing Director

DIN: 00181026

**New No. 23, Old No. 9A,
Venus Colony, 2nd Cross Street,
Alwarpet, Chennai – 600018**

SHUBHANG GOENKA

Wholetime Director

DIN: 06980306

**New No. 23, Old No. 9A,
Venus Colony, 2nd Cross Street,
Alwarpet, Chennai – 600018**



DATE: 10.04.25

PLACE: CHENNAI

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