

**MEYER APPAREL LIMITED**

Registered office: No. 3&4, Mustil No.19, Killa No.5, Opposite
Tata Consultancy N.H-8, Village Narsingh Pur, Gurugram-
122004, (Haryana) India

CIN: L18101HR1993PLC032010

E-mail: cs.compliance@meyerapparel.com

Website: www.meyerapparel.com

MEYER/BSE/2024

Date: 29th July 2024

To,

Corporate Relations Department
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 531613

Sub: Intimation of Notice of 31st Annual General Meeting of the Company to be held on Thursday, 22nd August, 2024 at 12:30 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir/Madam,

Pursuant to the Regulation 34 & 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we hereby inform you that the copy of the notice of the 31st Annual General Meeting of the Company along with Annual Report to be held on Thursday, 22nd August, 2024 at 12:30 pm through Video Conferencing / Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India is enclosed herewith.

The Company has fixed **16th August, 2024 as the “Cut-off Date”** for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM through VC or OAVM and for the purpose of determining the Members eligible to vote at meeting. Further details on the manner of attending the AGM and casting votes by shareholders will be set out in the Notice of the AGM.

You are requested to please take on record the above said document of the Company for your reference and further needful.

This is for your information and necessary action in accordance with the listing regulations.

Thanking you,
Yours faithfully,

For MEYER APPAREL LIMITED

CHARU SHARMA
Digitally signed by
CHARU SHARMA
Date: 2024.07.29
18:57:30 +05'30'

(Charu Sharma)
Company Secretary & Compliance Officer

Encl.: As above



NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that 31st Annual General Meeting of Meyer Apparel Limited will be held **on Thursday, 22nd day of August 2024 at 12:30 pm IST** through Video Conferencing / Other Audio-Visual Means (VC) to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 01: ADOPTION OF ACCOUNTS

To receive, consider and adopt the audited financial statements of the Company comprising Balance Sheet as at 31st March, 2024, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

ITEM NO. 2: APPOINTMENT OF MR. PAWAN KAKRA, AS NON-EXECUTIVE DIRECTOR & CHAIRMAN

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 read with Section 161 of the Companies Act, 2013, and read with Rule 8,9,14 of the Companies (Appointment and Qualification of Directors) Rules,2014 and section 188 and other applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and read with applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Pawan Kakra (DIN: 01301671), who was appointed as an additional director by Board in their meeting held on 23rd May 2024 and, then, chairman by the Board of directors in their meeting held on 29th July, 2024 be and is hereby appointed as a Non-Executive Director and Chairman of the Company with immediate effect and is liable to retire at the next Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Gajender Kumar Sharma, Whole-Time Director & CFO and/or Ms. Charu Sharma, Company Secretary & Compliance Officer be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana and other requirements under the Listing Regulations in this regard.”



ITEM NO. 03: RE-APPOINTMENT OF MR. GAJENDER KUMAR SHARMA, WHOLE TIME DIRECTOR

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Gajender Kumar Sharma, Whole- Time Director (DIN: 08073521) of the Company, who retires at ensuing Annual General Meeting. He will be designated as Whole Time Director and Chief Financial Officer, a Key Managerial Personnel. Mr. Gajender Kumar Sharma, Whole- Time Director (DIN: 08073521) is liable to retire at ensuing AGM as per Article of Association of the Company and is hereby reappointed till the date of AGM to be held in the year 2025, at a remuneration and on the terms and conditions as mentioned below:

	Salary Structure
I. Salary	
Basic Salary	Rs. 38,583 /- per month
II.Perquisites	
PART – A	
a) Housing House Rent Allowance/Rent free accommodation	Rs. 18,822 /- per month
b) Medical Reimbursement Expenses incurred for self and family subject to a ceiling of	Rs.16,500/- per annum
c) Leave Travel Assistance	One month’s basic salary per Annum for self and family
d) Expenses reimbursement	
i. Reimbursement	Rs. 23,500/- per month on actual basis
ii. Reimbursement for Car service charges and fuel expenses for official use	
iii. Mobile phone and its bills for official use	on actual basis
e) Other special allowances	Rs. 2654/- Per Month

PART – B

Contribution to provident fund @ 12 % of Rs.15,000/- i.e. Rs. 1,800/- per month. Gratuity payable shall not exceed half month’s salary for each completed year of service, subject to the completion of continuous service of five years. In case of annulment, the notice period of three months from either side or three month’s basic salary in lieu thereof will be applicable.



OTHER BENEFITS

As per the Company Policy/ Employment Contract he will be eligible for all the benefits stated therein. In addition, the Whole-Time Director and CFO shall be eligible for leaves as per company policy. The company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter, vary, and modify any or all the above terms and conditions of the appointment and payment of remuneration to Mr. Gajender Kumar Sharma, Whole-time director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Chief Financial Officer and/ or Company Secretary & Compliance Officer be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana and other requirements under the Listing Regulations in this regard.”

ITEM NO. 4: RE-APPOINTMENT OF MS. SWASTIKA KUMARI, INDEPENDENT DIRECTOR FOR THE SECOND CONSECUTIVE TERM

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee, who was re-appointed as Independent director for the second consecutive term by Board in their meeting held on 23rd May 2024, the consent of the Members be and is hereby accorded for the re-appointment Ms. Swastika Kumari, DIN: 07823199 who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment, as an Independent Director of the Company for a second consecutive term of Five Years w.e.f 9th November 2024.

RESOLVED FURTHER THAT Mr. Gajender Kumar Sharma, Whole Time Director and CFO and /or Ms. Charu Sharma, Company Secretary & Compliance Officer be and is hereby authorized to comply with the statutory requirements and the listing guidelines in this regard.”



ITEM NO. 05: APPOINTMENT OF MR. VIVEK SAXENA AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Mr. Vivek Saxena (holding DIN: 10163717) who was earlier appointed as Additional Independent Director by the Board in their meeting held on 29th July, 2024 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years effective from 29th July, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gajender Kumar Sharma, CFO and Whole-Time Director and/or Ms. Charu Sharma, Company Secretary & Compliance Officer be and is hereby authorized to comply with the necessary statutory and listing requirements and comply with all necessary formalities in this regard.”

Place : Gurugram
Dated : 29th July 2024

By Order of the Board
for **Meyer Apparel Limited**

Sd/-
Charu Sharma
Company Secretary & Compliance Officer



NOTES TO 31st AGM NOTICE DATED 29TH JULY 2024

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.meyerapparel.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 16th August 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16th August 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 18th August, 2024 at 09:00 A.M. and ends on Wednesday, 21st August, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th August 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th August 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your

existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 hold 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 or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting

	<p>page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspratibha.gupta@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.compliance@meyerapparel.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.compliance@meyerapparel.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.compliance@meयरapparel.com. The same will be replied by the company suitably.
6. Shareholders can register themselves as speaker by sending advance request or notice to the Company mentioning their name demat account number/folio number, email id, mobile number at cs.compliance@meयरapparel.com. The same will be replied by the company suitably.



OTHER INFORMATION:

1.The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or to a person authorized by the Chairperson in writing who shall countersign the same.

2.The Company Secretary & Compliance Officer shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.

3.Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., 22nd August, 2024

4.Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.



EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013

ANNEXURE-1: TO THE 31ST AGM NOTICE DATED 29TH JULY, 2024

ITEM NO. 2:

The Company being a listed company, there is a statutory requirement for Nomination & Remuneration committee to have at least three (3) Non-Executive Directors in which minimum 50% shall be the Independent Directors. In compliance with the provisions of Section 152(6) of the Companies Act, 2013 the Board of Directors in their meeting held on 23rd May, 2024 appointed Mr. Pawan Kakra (DIN: **01301671**) as Additional Director and, then, Chairman of the Company in their meeting held on 29th July 2024. He will be liable to retire at every Annual General Meeting of the Company in accordance with Articles of Association and subject to approval of the members in this Annual General Meeting.

Mr. Pawan Kakra (DIN: **01301671**) is a Commerce postgraduate and possesses more than 34 years of experience in the area of finance functions.

This resolution is proposed for approval of the shareholders/members as an ordinary resolution.

Except Mr. Pawan Kakra (DIN: **01301671**), none of the other Directors and the key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 2.

ITEM NO. 3:

Mr. Gajender Kumar Sharma (DIN: 08073521) was appointed as a Whole-Time Director by the Board w.e.f. 26th March, 2018 and approved by shareholders in their Annual General Meeting held on 28th September, 2018 pursuant to provisions of Section 203 of the Companies Act 2013.

The Board in their meeting held on 20th August, 2020 had recommended to re-appoint and modify his terms of appointment, and thus he was liable to retire at every Annual General Meeting of the Company in accordance with Articles of Association of the Company and subject to approval of the members in this Annual General Meeting.

It was also informed that on the recommendation of its Audit Committee and Nomination & Remuneration Committee at its meeting held on 23rd May, 2024 approved the re-appointment of Mr. Gajender Kumar Sharma as Whole-Time Director of the Company for the period of 1 year and his remuneration subject to the approval of shareholders at the forthcoming Annual General Meeting. He will be designated as Whole Time Director and Chief Financial Officer, a Key Managerial Personnel.

The terms and conditions of the re-appointment and remuneration payable to Mr. Gajendra Kumar Sharma are provided in the resolution referred in Item No. 3.

Mr. Gajender Kumar Sharma is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent in writing to act as Director of the Company. He does not hold position of Director in any other Company except Meyer Apparel Limited as on date. Neither he is member of any committee in any company.



This resolution is proposed for approval of the shareholders/members as ordinary Resolution.

Except Mr. Gajender Kumar Sharma (DIN: 08073521), none of the other Directors and the Key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 3.

ITEM NO. 4:

Pursuant to the provisions of Section 149 read with Section 150 of the Companies Act, 2013 every listed company is required to have at least one-third of the total number of its directors as independent directors, who are not liable to retire by rotation.

In opinion of the Board, Ms. Swastika Kumari (DIN:07823199) fulfils the conditions specified in the Act and the Rules framed there under for her re-appointment as Independent Director. The Board of Directors thus re-appointed her as independent directors in the meeting of the Board of directors held on 23rd May 2024 for second consecutive term of five years w.e.f 9th November 2024, subject to approval of the shareholders in the AGM.

Ms. Swastika Kumari (DIN: 07823199) is a law graduate and a practicing advocate in Delhi and has experience in handling legal cases and advocacy.

This resolution is proposed for approval of the shareholders/members as an ordinary resolution.

Except Ms. Swastika Kumari (DIN:07823199), none of the other Directors and the key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 4.

ITEM NO. 5:

Pursuant to the provisions of Section 149 read with Section 150 of the Companies Act, 2013 every listed company is required to have at least one-third of the total number of its directors as independent directors, who are not liable to retire by rotation.

Ms. Vivek Saxena was earlier appointed as an additional Independent director of the Company, by the board in their meeting held on 29th July, 2024 subsequently in compliance with the provisions of section 149 read with Schedule IV of the Act and read with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the opinion of the Board, Mr. Vivek Saxena (DIN: 10163717) fulfils the conditions specified in the Act and the Rules framed thereunder for his appointment of Independent Director for the first consecutive term of Five Year w.e.f. 29th July 2024 subject to approval of the shareholders in the AGM and he is independent of the management.

Mr. Vivek Saxena (DIN: 10163717) is a qualified company secretary and possesses experience in the areas of managerial, legal, secretarial and finance functions.

This resolution is proposed for approval of the shareholders/members as an ordinary resolution.

Except Mr. Vivek Saxena (DIN: 10163717), none of the other Directors and the key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 5.

By Order of the Board
for **Meyer Apparel Limited**

Place : Gurugram
Dated : 29th July, 2024

Sd/-
Charu Sharma
Company Secretary
& Compliance Officer



Annexure to AGM Notice dated 29th July, 2024

Details of Directors seeking appointment/re-appointment at the forthcoming 31st Annual General Meeting

Name of the Director	Mr. Pawan Kakra	Mr. Gajendra Kumar Sharma
Date of Birth	17-05-1965	02-11-1965
DIN No.	01301671	08073521
Original Date of Appointment	23 rd May 2024	26 th March, 2018
Qualification(s)	Post-Graduate	Post-Graduate
Experience (including expertise in specific functional area)	34 Years	35 Years
Terms & Conditions of Appointment/re-appointment including detail of remuneration sought to be paid	The remuneration to the Independent Directors & Non-Independent Non-Executive Directors & shall be governed by the differential remuneration policy of the company	Remuneration is proposed to be paid within ceilings prescribed in Schedule V of the Companies Act in case of no profits/ inadequate profits.
Details of remuneration last drawn (FY 2023-24)	NIL	Rs. 9.82 lacs
Board Membership of other companies as on March 31, 2024	1.) TIL Investments Pvt Ltd 2.) Inari Fashions Limited 3.) Riverwalk Holdings Private Limited 4.) Teska Investments and Consultancy Private Limited	NIL
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/ she is a Director*	Meyer Apparel Limited Nomination & Remuneration Committee [M] Audit Committee [M] Stakeholder Relationship Committee [M]	NIL
No. of Board Meetings attended during FY 2023-24	NIL	4
No. of shares held in the Company as on March 31, 2024	NIL	5
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company	

* This includes Committee of the Board of Directors of Indian companies.



Cont. to Annexure to AGM Notice dated 29th July 2024

Details of Directors seeking appointment/re-appointment at the forthcoming 31st Annual General Meeting

Name of the Director	Mrs. Swastika Kumari	Mr. Vivek Saxena
Date of Birth	12-08-1987	04-10-1990
DIN No.	07823199	10163717
Original Date of Appointment	12-09-2017	29-07-2024
Qualification(s)	Post-Graduate	Associate member of the Institute of Company Secretaries of India
Experience (including expertise in specific functional area)	11 years	7 Years
Terms & Conditions of Appointment/re-appointment including detail of remuneration sought to be paid	The remuneration to the Independent Directors & Non-Independent Non-Executive Directors & shall be governed by the differential remuneration policy of the company.	
Details of remuneration last drawn (FY 2023-24)	0.45	NIL
Board Membership of other companies as on March 31, 2024	NIL	NIL
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/ she is a Director*	Meyer Apparel Limited Nomination & Remuneration Committee [M] Audit Committee [M] Stakeholder Relationship Committee [Chairperson]	NIL
No. of Board Meetings attended during FY 2023-24	4	NIL
No. of shares held in the Company as on March 31, 2024	NIL	NIL
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company	

* This includes Committee of the Board of Directors of Indian companies.