

Changing the way,  
we twist the yarn

 **MEERA™**  
INDUSTRIES LIMITED

Regd. office  
2126, Road No. 2, GIDC,  
Sachin - 394 230, Surat.(Guj.) India.  
Tel.: 0261-2399114, Cell : 98795 63372, Fax : +91-261-2397269  
E-Mail : Info@meeraind.com Web :www.meeraind.com

Principle Works, Quality Speaks.

IN HOUSE R&D Center

An ISO 9001:2015 Company

CIN - L29298GJ2006PLC048627

Date: 24<sup>TH</sup> August, 2019

The Manager - Listing BSE Limited 14 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.	Stock ID: MEERA Scrip Code: 540519
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**Sub: Intimation of Annual General Meeting, Cut-off date and Record date**

In terms of **Regulation 42** of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 we wish to inform you that the **13<sup>th</sup> Annual General Meeting ("AGM")** of the members of the company will be held on **WEDNESDAY, 18<sup>TH</sup> SEPTEMBER, 2019 AT 11:30 A.M.** at the Registered office of the Company at 2126, Road No. 2, GIDC, Sachin, Surat – 394230, Gujarat, India to transact the businesses mentioned in the said AGM notice. Notice of AGM is attached below.

Further the board has decided cut-off date and record date for voting at AGM and for purpose of payment of dividend is Wednesday, 11th September 2019 i.e. members who hold shares as on Wednesday, 11th September 2019 will be entitled to vote at AGM and receive dividend.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Meera Industries Limited

  
Bhavisha Khakhkhar  
Company Secretary & Compliance Officer



CC:

1. National Securities Depository Services Limited (NSDL), Mumbai.
2. Central Depository Service (India) Limited (CDSL), Mumbai.
3. Karvy Fintech Private Limited.

## **NOTICE OF 13th A.G.M.**

**NOTICE IS HEREBY GIVEN THAT 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF “MEERA INDUSTRIES LIMITED” CIN: L29298GJ2006PLC048627 WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 2126, ROAD NO. 2, GIDC, SACHIN, SURAT - 394230 ON WEDNESDAY, 18TH SEPTEMBER, 2019 AT 11:30 A.M. TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS:**

### **A) ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31st March 2019**, the Consolidated Financial Statements for the said financial year and along with Report of the Board of Directors & Report of Auditors thereon.
2. **To declare the payment of Final Dividend on Equity Shares for the financial year 2018-19 and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** a final dividend at the rate of Rs.3/- (Three Rupees Only) per equity share of Rs.10/- (Ten Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid to shareholders whose name appear on record date as fixed by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019.”

3. **To appoint a Director in place of Mrs. BIJAL DHARMESHBHAI DESAI (DIN: 00292319), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, Mrs. BIJAL DHARMESHBHAI DESAI (DIN: 00292319), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

### **B) SPECIAL BUSINESS:**

may be necessary, proper or expedient to give effect to. To Consider Increase in Authorised Share Capital of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 62 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, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 5,00,00,000/- (Rupees Five Crore only) consisting of 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.12,00,00,000/- (Rupees Twelve Crore only) consisting of 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each by creating additional 70,00,000 (Seventy Lakh) equity shares of Rs. 10 each ranking pari passu in all respect with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting the Memorandum of Association of the Company and be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crore only) consisting of 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of face value Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** any Director of the Company or company secretary of the Company be and is

hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

5. **Re-appointment of Shri Dharmesh Desai as Chairman and Managing Director of the Company w.e.f. 1ST January, 2020.**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, 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), approval of the members be and is hereby accorded to re-appoint Shri. Dharmesh Desai (DIN: 00292502) as Chairman and Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from 01ST January 2020, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri. Dharmesh Desai without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Dharmesh Desai will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Re-appointment of Smt. Bijal Desai as whole time director of the Company w.e.f. 01ST January, 2020.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and 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(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Smt. Bijal Desai (DIN: 00292319) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years, on expiry of her present term of office, i.e. with effect from 01ST January 2020, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to her shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Smt. Bijal Desai without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mrs. Bijal Desai will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as o this resolution."

**Date: 07/08/2019**

**Place: Sachin, Surat**

**Registered Office:**

2126, Road No. 2, GIDC, Sachin, Surat – 394230.

CIN: L29298GJ2006PLC048627

Tel.: +91-261-2399114 Email: info@meeraind.com

Website: www.meeraind.com

**By Order of the Board of Directors**

**Bhavisha Khakhkhar**

Company Secretary & Compliance Officer

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF THE MEMBER. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. **THE INSTRUMENT APPOINTING THE PROXY MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013("The Act)", relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were re-appointed in the Annual General Meeting held on August 02nd, 2018.
8. Members can inspect the registers as required under the Companies Act, 2013, read with Rules (to the extent as permitted and stated under applicable laws) and all documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days during business hours up to the date of the Annual General Meeting.
9. Details of Directors retiring by rotation/seeking re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.
10. Company has entrusted its registrar & share transfer activities to M/s Karvy Fintech Private Limited, Karvy selenium tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500032.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, Karvy Fintech Private Limited to provide efficient and better services.
12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meetings so that the information required may be made available at the meeting.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of

any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

14. Electronic copy of the Annual Report for the year ended 31st March, 2019 is being sent to all the members whose e-mail addresses are registered with the company/ Depository Participants(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this notice and the annual report 2018-19 will also be available on the company's website viz. [www.meeraind.com](http://www.meeraind.com) For any communication, the Members may also send a request to the Company's investor email id: [cs@meeraind.com](mailto:cs@meeraind.com).
15. To support the 'green initiative', members who have not registered their e-mail addresses are requested to register the same with DPs / Karvy Fintech Private Limited. Members are requested to provide their e-mail address along with DP id/client id and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
16. The route map showing directions to reach the venue of the thirteenth AGM is annexed.
17. Attendance slip and proxy form is attached.
18. The members whose names appear on the Company's register of members as on Wednesday, 11th September 2019 (Cut off date) will be eligible to attend and vote at the meeting.
19. The payment of dividend will be made to all members holding Equity in respect of shares held in dematerialized form and/or in physical form (if any), as per the data made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) and/or Registrar & Share Transfer Agent as of the close of business hours on Wednesday, 11th September 2019 (Record Date).
20. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.
21. Instructions for e-voting:

### **Procedure and Instructions for Remote E-Voting:**

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means On voluntary basis and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Karvy Fintech Private Limited ("remote e-voting") and Ballot paper at the Venue of AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting.
2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, 11th September 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
3. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, 11th September 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper or Ballot Paper at the AGM by following the procedure mentioned in this part.
4. The Company has appointed Mr. A G Shaikh, Practising Company Secretary (Membership No. ACS: 4596; CP No: 2171), to act as the Scrutinizer for conducting the remote e-voting process at the AGM and to scrutinize the ballot, in a fair and transparent manner.
5. Instructions and other information relating to remote e-voting are as under:

- A. The remote e-voting facility will be available during the following voting period:
- o Commencement of remote e-voting: From 9.00 a.m. (IST) on 15TH September, 2019.
  - o End of remote e-voting: Up to 5:00 p.m. (IST) on 17TH September, 2019.

B. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned at Attendance Slip or as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail ID). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User-ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL: 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>Event no. followed by Folio Number registered with the company.</p>
Password	Your Unique password is printed on the Attendance Slip.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (i) After entering these details appropriately, click on "LOGIN".
- (ii) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (iii) You need to login again with the new credentials.
- (iv) On successful login, the system will prompt you to select the EVENT (E-Voting Event Number) for Meera Industries Limited.
- (v) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (vi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (vii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (viii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (ix) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (x) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [agshaikh\\_cs@yahoo.co.in](mailto:agshaikh_cs@yahoo.co.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN NO."

## C. Others:

- (I) In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) Use 'user ID' and 'initial password' as provided at Attendance Slip.
- (ii) Please follow all steps from Sr. No. (i) to (x) as mentioned in (B) above, to cast your vote
- (II) The remote e-voting period commences on 15TH September, 2019 (09.00 AM IST) and ends on 17TH September, 2019 (05.00 PM. IST). The remote e-voting module shall be disabled by M/s Karvy Fintech Private Limited for voting thereafter and the facility will be blocked forthwith. During remote e-voting period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 11th September 2019, may cast their vote electronically. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (III) Any Person who has acquired shares and becomes Member of the Company after the dispatch of the Notice of the AGM but before the cut-off date of Wednesday, 11th September 2019, may obtain their user ID and password for remote e-voting from Company's Registrar & Transfer Agents, M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No: 040 6716 1500, E-mail id: einward.ris@karvy.com, Toll Free No.: 18003454001 and Fax: 040 23420814 and can also request for the physical copy of the Annual Report.
- (IV) Members who have cast their vote through remote e-voting facility prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. At the venue of the meeting, members who have not cast their vote through remote voting may cast their vote through ballot paper. The facility for voting by electronic voting system shall not be made available at the venue of the AGM.
- (V) **Persons whose names are recorded in the Register of Members maintained by Registrar and Share Transfer Agent as on cut-off date i.e. Wednesday, 11th September 2019 shall only avail the facility of remote e-voting or voting through ballot paper at venue of the meeting.**
- (VI) In case of any query, members are requested to contact:  
**Name:** Shri S. V. Raju  
**Designation:** Deputy General Manager  
**E-mail id:** einward.ris@karvy.com  
**Address:** M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.  
**Contact details:** Phone No. 040 67161569/72  
**Fax No.** 040 23420814  
**Toll Free No.** 18003454001
- (VII) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- (VIII) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Wednesday, 11th September + 2019.
- (IX) The Board of Directors have appointed Shri A G Shaikh, M/s A G Shaikh & Co, Company Secretaries, as a Scrutinizer, for conduct of the e-voting process in a fair and transparent manner.
- (X) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than forty eight hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Chairman

or a person authorized by him in writing shall declare the result of the voting forthwith.

- (XI) The Results on resolutions shall be declared after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (XII) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.meeraind.com](http://www.meeraind.com)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared by the Chairman or a person authorized by him in writing and communication of the same to BSE Limited.

### **Important Communication to Members: -**

6. As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA. Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with RTA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, intimation etc. for the Company electronically.

**Date: 07/08/2019**  
**Place: Sachin, Surat**

**By Order of the Board of Directors**

**Bhavisha Khakhkhar**  
Company Secretary & Compliance Officer

**Registered Office:**  
2126, Road No. 2, GIDC,  
Sachin, Surat – 394230.  
CIN: L29298GJ2006PLC048627  
Tel.: +91-261-2399114  
Email: [info@meeraind.com](mailto:info@meeraind.com)  
Website: [www.meeraind.com](http://www.meeraind.com)



## ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF AGENDA 4 TO 6 SET OUT IN ABOVE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT 2126, ROAD NO. 2, GIDC, SACHIN, SURAT - 394230 ON WEDNESDAY, 18<sup>TH</sup> SEPTEMBER, 2019 AT 11:30 A.M.

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice:

### Item no 4

The Current Authorized Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crore Only) and the paid-up share capital of the Company is Rs.4,44,95,000 (Rupees Four Crore Forty-Four Lakh Ninety-Five Thousand Rupees Only). The Company proposes to increase its authorized share capital to Rs.12,00,00,000/- (Rupees Twelve Crore Only) to facilitate any fund raising in future via any mode which board finds suitable for the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members. No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

### Item no 5

The members at the Extra Ordinary General Meeting of the Company held on 25<sup>TH</sup> February, 2017 had appointed Mr. Dharmesh Desai as Chairman & Managing Director for a period of 3 years on the terms and conditions as approved by them.

The Nomination & Remuneration Committee at its meeting held on 07<sup>TH</sup> August, 2019 recommended and the Board at its meeting held on 07<sup>TH</sup> August, 2019 have re-appointed Mr. Dharmesh Desai as a Chairman & Managing Director of the Company for a further period of five years w.e.f. 01<sup>ST</sup> January, 2020, on following terms and conditions, subject to the approvals of the shareholders in the General Meeting.

The brief particulars of re-appointment and remuneration payable to Mr. Dharmesh Desai as Chairman & Managing Director are as follows:

**Period of Appointment:** 5 years with effect from 01<sup>ST</sup> January, 2020.

**Remuneration current:** Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum.

**Remuneration Proposed:** Rs. 33,00,000/- (Rupees Thirty-Three Lakh Only) per annum.

**Perquisites:**

The Company shall provide a car for official use to the Chairman & Managing Director of the Company.

**Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including for Mr. Dharmesh Desai's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Mr. Dharmesh Desai is not liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or committees thereof. Mr. Dharmesh Desai has been associated with Meera Industries Limited since its inception. He is in charge of the operations of the company and has been responsible for developing its business relationships. His proactive, personalized approach to the business and competitive spirit has helped towards the

growth of the Company and its various businesses. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Dharmesh Desai as Chairman & Managing Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Mr. Dharmesh Desai satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

The Board of Directors felt that it is in interest of the Company to continue to avail services of Mr. Dharmesh Desai as a Chairman & Managing Director of the Company. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

The Board of Directors recommends the said resolution for your approval.

Brief resume and other details of Mr. Dharmesh Desai are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Dharmesh Desai is deemed to be interested in the said resolution as it relates to his re-appointment. Mrs. Bijal Desai being relative of Mr. Dharmesh Desai is also interested in the said resolution.

None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Dharmesh Desai under Section 190 of the Companies Act, 2013.

## **Item no 6**

The Board of Directors of the Company ("the Board"), at its meeting held on 07<sup>TH</sup> August, 2019 has, subject to approval of members, re-appointed Mrs. Bijal Desai (DIN: 00292319) as a Whole-time Director, designated as Executive Director, for a period of 5 (five) years from the expiry of her present term, i.e. with effect from 01<sup>ST</sup> January, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

It is proposed to seek members approval for the re-appointment of and remuneration payable to Mrs. Bijal Desai as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the Act).

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Bijal Desai are as under:

**Period of Appointment:** 5 years with effect from 01<sup>ST</sup> January, 2020.

**Remuneration Current:** Rs. 21,00,000/- (Rupees Twenty One Lakh Only) per annum..

**Remuneration Proposed:** Rs. 23,40,000/- (Rupees Twenty-Three Lakh Forty Thousand Only) per annum.

**Perquisites:**

The Company shall provide a car with Driver for official use to the Whole time Director of the Company.

## **Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including for Mrs. Bijal Desai's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

## **General:**

(i) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage

and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director/Board of Directors.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

Mrs. Bijal Desai has rich and varied experience of more than 13 years in production and human resource department, administration and logistics department of our Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mrs. Bijal Desai as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mrs. Bijal Desai as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Mrs. Bijal Desai satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. Mrs. Bijal Desai is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mrs. Bijal Desai are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

Mrs. Bijal Desai is deemed to be interested in the said resolution as it relates to her re-appointment. Mr. Dharmesh Desai being relative of Mrs. Bijal Desai is also interested in the said resolution.

Save and except the above, None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

The above may be treated as written memorandum setting out the terms of re-appointment of Mrs. Bijal Desai under Section 190 of the Companies Act, 2013.

**Date: 07/08/2019**  
**Place: Sachin, Surat**

**By Order of the Board of Directors**

**Registered Office:**  
2126, Road No. 2, GIDC,  
Sachin, Surat – 394230.  
CIN: L29298GJ2006PLC048627  
Tel.: +91-261-2399114  
Email: info@meeraind.com  
Website: www.meeraind.com

**Bhavisha Khakhkhar**  
Company Secretary & Compliance Officer

**Information Pursuant to the Listing Regulations and Secretarial Standards  
in Respect of Directors Retiring by Rotation / Appointment &  
Re-Appointment of Directors.**

<b>1) Name of Directors</b>	<b>BIJAL DHARMESH DESAI</b>	<b>DHARMESH VINODBHAI DESAI</b>
2) Age	43 Years	46 Years
3) Qualification	Master's Degree in Science from Veer Narmad South Gujarat University	Bachelor of Engineering (Mechanical) Degree from South Gujarat University
4) Date of first Appointment on the Board	05.07.2006	05.07.2006
5) Experience	Mrs. Bijal D. Desai having a more than 13 years of experience in production and human resource department. She is currently heading the human resource, administration and logistics department of our company. She has been on our Board since the inception of our Company.	Our Managing Director and Promoter, Mr. Dharmesh Desai has experience of around two decades of experience in manufacturing of yarn twisting, winding and heat - setting machines for textile industries. He actively participates in timely execution of the Business Orders and is the guiding force behind the growth and business strategy of our Company. His functional responsibility in our Company involves handling the overall business affairs of the Company including planning, business marketing strategies, capacity expansion, and overall development of the business of our Company. He has been on our Board since the inception of our Company.
6) List of Companies in which holds directorship as on 31.3.2019	Nil	Science Engineering & Technological upliftment Foundation
7) Chairman/member of the Committee as on 31.03.2019	Nil	Nil

**Date: 07/08/2019**  
**Place: Sachin, Surat**

**By Order of the Board of Directors**

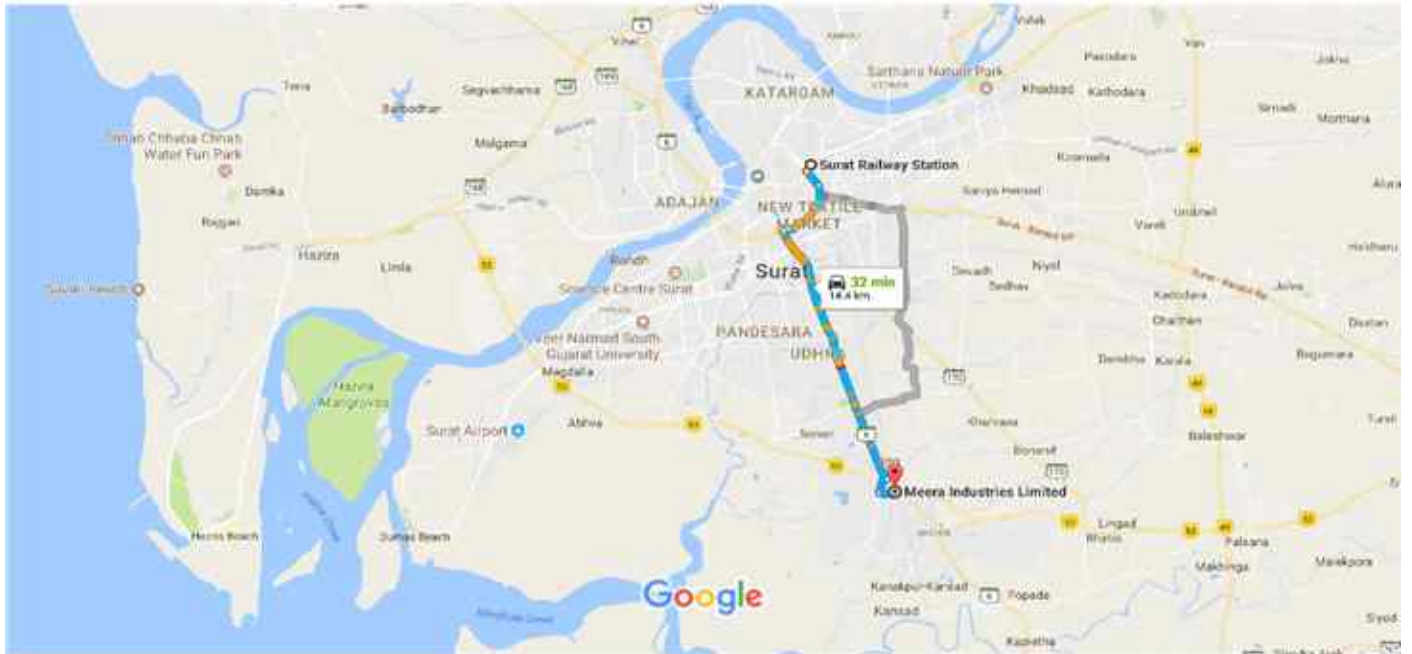
**Bhavisha Khakhkhar**  
Company Secretary & Compliance Officer

**Registered Office:**  
2126, Road No. 2, GIDC,  
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CIN: L29298GJ2006PLC048627  
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Website: www.meeraind.com

Google Maps

Surat Railway Station, Surat, Gujarat to Meera Industries Limited, Surat, Gujarat

Drive 14.4 km, 32 min



Map data ©2017 Google 2 km



via Songada - Surat/Surat - Navsari Rd/Surat - Navsari - Palsana Rd

32 min

Fastest route, the usual tra c

14.4 km



via Dindoli - Karadva Road

40 min

17.7 km