

*Changing the way,  
we twist the yarn*

 **MEERA**<sup>TM</sup>  
INDUSTRIES LIMITED

IN HOUSE R&D Center

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](mailto:Info@meeraind.com) Web : [www.meeraind.com](http://www.meeraind.com)

Principle Works, Quality Speaks.

An ISO 9001:2015 Company

CIN - L29298GJ2006PLC048627

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF "MEERA INDUSTRIES LIMITED" WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 2126, ROAD NO. 2, GIDC, SACHIN, SURAT - 394230 ON WEDNESDAY, 16<sup>TH</sup> JANUARY, 2019 AT 11:00 A.M. TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS:

**A) SPECIAL BUSINESS:**

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, stock exchanges and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to create, issue, offer and allot, equity shares to any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) of Section 62(1) of the Companies Act, 2013, as determined in accordance with SEBI ICDR Regulations and aggregating up to Rs. 14 Crores

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(Fourteen Crores Only) for cash and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations provided.

**FURTHER RESOLVED THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Securities and Exchange Board of India/Ministry of Corporate Affairs/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

**FURTHER RESOLVED THAT** the Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted, are received from the relevant stock exchange in accordance with the ICDR Regulations and SEBI LODR Regulations.

**FURTHER RESOLVED THAT** the said equity shares to be issued shall rank pari passu with the existing equity shares of the Company and shall be entitled to dividend, if any, declared in accordance with the statutory guidelines that are in force at the time of such declaration.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the securities to be issued including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above Resolutions, the Board of Directors or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including



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modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh consent or approval of the shareholders of the Company and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Securities and utilisation of proceeds of the Securities, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization.

**FURTHER RESOLVED THAT** the Board or any Committee thereof be and is hereby authorised to delegate the all powers herein conferred by this resolution on it, to the Chairman & Managing Director of the Company or any one of the Executive Directors or any other person(s) as it may deem fit to give the effect to the aforesaid resolution.

**By Order of the Board of Directors  
For Meera Industries Limited**

**Place: Sachin, Surat  
Date: 22/12/2018**

**Bhavisha Khakhkhar  
Company Secretary &  
Compliance Officer**

**Registered Office:  
2126, Road No. 2,  
GIDC, Sachin,  
Surat – 394230.**

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**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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
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. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 SHAREHOLDER OF THE COMPANY.
4. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/proxies should bring the attendance slip duly filled in meeting.
6. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.



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8. Company has entrusted its registrar & share transfer activities to M/s Karvy Fintech Pvt. Ltd., Karvy selenium tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500032. Members are requested to do all future correspondence at the said address of RTA.
9. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any members have requested for physical 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 will also be available on the company's website viz. [www.meeraind.com](http://www.meeraind.com).
10. 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.
11. 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.
12. A Google map showing route map is attached.
13. Attendance slip and proxy form is attached.

**By Order of the Board of Directors  
For Meera Industries Limited**

**Place: Sachin, Surat  
Date: 22/12/2018**

**Registered Office:  
2126, Road No. 2,  
GIDC, Sachin,  
Surat – 394230.**

**Bhavisha Khakhkar  
Company Secretary &  
Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
IN RESPECT OF AGENDA SET OUT IN ABOVE NOTICE OF EXTRA ORDINARY GENERAL  
MEETING TO BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 2126, ROAD  
NO. 2, GIDC, SACHIN, SURAT - 394230 ON WEDNESDAY, 16<sup>TH</sup> JANUARY, 2019 AT 11:00  
A.M.**

In terms of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Item No. 1 of the accompanying notice:

**ITEM NO. 1:**

The present Authorized Share Capital of the Company is Rs.5,00,00,000, Paid-up share capital is Rs. 3,92,75,000/- The Company proposes to create, offer and issue fresh equity shares of the Company of face value Rs. 10/- (the "Equity Shares") each up to an aggregate of Rs. 14 Crores (Rupees Fourteen Crores) on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI (ICDR) Regulations, 2009 as amended from time to time and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares.

Material information pertaining to the Further Public Offer ("FPO") are as follows:

I. Issue Price:

The price and mode through which the Equity Shares will be allotted through the FPO shall be determined and finalized by the Company in consultation with the lead manager in accordance with the SEBI (ICDR) Regulations, 2009 as amended from time to time.



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II. The object(s) of the issue:

The proceeds of the FPO are to be utilized for the purposes that shall be disclosed in the Draft Prospectus to be filed with the Stock Exchange in connection with the FPO, including augmenting the capital base of the Company to meet capital requirements for its future growth and to ensure compliance with regulatory requirements and for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company.

Section 62(1)(c) of the Companies Act, 2013 mandates that shares could be issued to any persons whether members of the company or not if the special resolution is passed by the members of the company hence the Board recommends this resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI (ICDR) Regulations, 2009 as amended from time to time, any other law or if recommended by various advisors to the Company in connection with the FPO, the Board will make necessary amendments. The Board of Directors of the Company has approved this item in its Board Meeting held on 21<sup>ST</sup> December, 2018 and have recommended the resolution as set out in the accompanying Notice for the approval of members of the Company.

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, is interested or concerned in this resolution, except to the extent of their shareholding in the Company.

**By Order of the Board of Directors  
For Meera Industries Limited**

**Place: Sachin, Surat  
Date: 22/12/2018**

**Registered Office:  
2126, Road No. 2,  
GIDC, Sachin, Surat – 394230.**

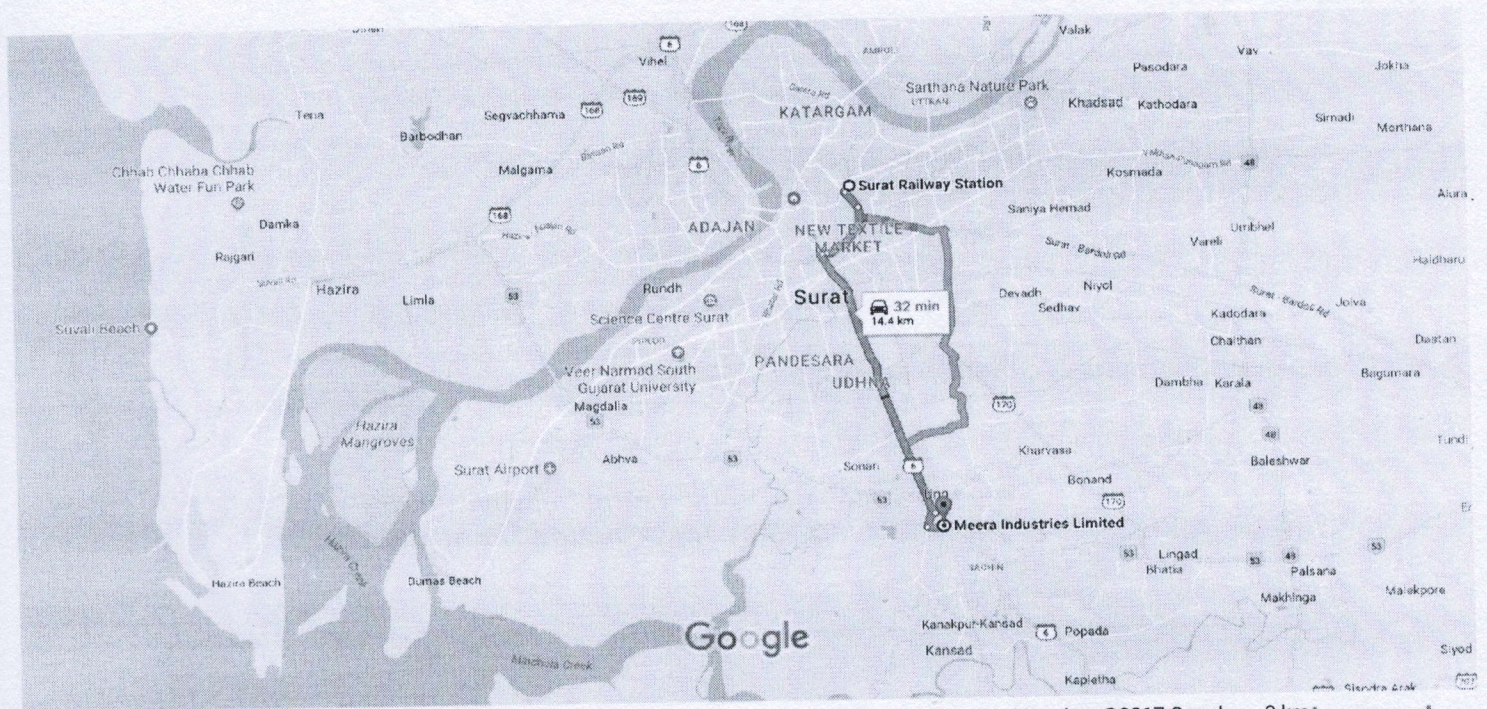
**Bhavisha Khakhkhar  
Company Secretary &  
Compliance Officer**





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 |
| <hr/>   |   |         |
|  | via Dindoli - Karadva Road  | 40 min  |
|   |   | 17.7 km |



**MEERA INDUSTRIES LIMITED**

**Regd. Office: - 2126, ROAD NO. 2, GIDC, SACHIN, SURAT – 394230, GUJARAT, INDIA.**

**CIN: L29298GJ2006PLC048627**

**Form No. MGT-11**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]**

CIN : **L29298GJ2006PLC048627**  
Name of the Company : **MEERA INDUSTRIES LIMITED**  
Registered office : **2126, ROAD NO. 2, GIDC, SACHIN, SURAT – 394230, GUJARAT, INDIA.**

Name of the member (s):

Registered address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I/We, being the holders(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1.	Name:	E-mail Id:
	Address:	Signature:

or failing him/her

2.	Name:	E-mail Id:
	Address:	Signature:

or failing him/her

3.	Name:	E-mail Id:
	Address:	Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the members of the **MEERA INDUSTRIES LIMITED**, to be held on the **WEDNESDAY, 16<sup>TH</sup> JANUARY, 2019 AT 11:00 A.M.** at **2126, ROAD NO. 2, GIDC, SACHIN, SURAT – 394230, GUJARAT, INDIA** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Vote		
		For	Against	Abstain
<b>Special Business</b>				
1.	To consider a proposal of fund raising options by way of issue of equity shares and/or such other securities as may be permitted by the law.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
(Signature of 1<sup>st</sup> Proxy Holder)    (Signature of 2<sup>nd</sup> Proxy Holder)    (Signature of 3<sup>rd</sup> Proxy Holder)

#### Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**
- No instrument of proxy shall be valid unless -
  - In the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing,
  - In the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorized in writing,
  - In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
- It is optional to indicate your preference. If you leave the for , against , or abstain column blank against any or all resolutions , your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- A proxy need not to be a member of the Company and shall prove his identity at the time of attending the Meeting.



### ATTENDANCE SLIP

Shareholder/Proxy's name	Folio no./DP ID No./Client ID No.	No. of Shares held

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the members of the **MEERA INDUSTRIES LIMITED**, to be held on the **WEDNESDAY, 16<sup>TH</sup> JANUARY, 2019 AT 11:00 A.M.** at **2126, ROAD NO. 2, GIDC, SACHIN, SURAT – 394230, GUJARAT, INDIA.**

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Member's/Proxy's Signature

**Notes:**

1. The Member/Proxy or authorised representative of members, must bring the Attendance Slip to the Meeting duly completed and signed and hand over the same at the Meeting Hall.
2. The Map to reach the EGM venue is attached.