

MEERA

INDUSTRIES LIMITED

CIN: L29298GJ2006PLC048627

Registered Office: 2126, Road No. 2, GIDC, Sachin, Surat, Gujarat – 394 230

Email: info@meeraind.com

Website: www.meeraind.com

Ph: 0261-2399114

Tele Fax: +91-261-2397269

Notice of Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for issue of bonus shares is proposed to be passed by the Members through Postal Ballot / electronic voting (E-voting).

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on December 30, 2019, appointed M/s Himanshu S K Gupta & Associates, Practicing Company Secretary Firm, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed pre- paid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on Saturday, February 01, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “General information and instructions relating to e- voting”. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Monday, February 03, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.meeraind.com

Resolution No. 1 - Issue of Bonus Shares

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

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to the Board to capitalize a sum not exceeding ₹ 6,22,93,000/- (Rupees Six Crores Twenty Two Lakhs Ninety Three Thousands Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account and/or the capital redemption reserve account as at March 31, 2019, bę

capitalised and transferred to Share Capital Account and that such sum shall be applied for issue of New Equity Shares of the Company of ₹ 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of ₹ 10/- (Rupees Ten) each of the Company, in the proportion of 7:5 i.e. 7 (Seven) New fully paid Equity Shares for every 5 (Five) existing Equity Shares held by such Members, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the New Equity Shares of ₹ 10/- (Rupees Ten) each to be so allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

RESOLVED FURTHER THAT pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares should be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form;

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, if applicable and as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT no members shall be entitled to a fraction of equity shares as a result of implementation of this resolution of Bonus and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus shares may be reduced;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director of the Company/and or Company Secretary be and is hereby authorized to make public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which he think fit and proper.”

For and on behalf of the Board
MEERA INDUSTRIES LIMITED

Sd/-
Ms. Bhavisha Khakhkar
Company Secretary & Compliance Officer

Date: December 30, 2019
Place: Surat

Notes

1. The statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Cut-Off Date i.e. Tuesday, December 31, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage - prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website www.meeraind.com
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut-Off date i.e. Tuesday, December 31, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@meeraind.com. The Registrar and Transfer Agent/Company shall forward the same along with postage - prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on December 31, 2019. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by KFin Technologies Private Limited ("KFin"). The instructions for e-voting forms part of this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on February 01, 2020. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 17:00 Hours IST on February 01, 2020 will be considered invalid.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, February 03, 2020 at the registered office and will also be displayed on the website of the Company www.meeraind.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, February 01, 2020 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

General information and instructions relating to e-voting

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on Cut-Off date, i.e. Tuesday, December 31, 2019, only shall be entitled to avail the facility of e-voting.
- ii. Any member who holds the shares as on Cut-Off date i.e. Tuesday, December 31, 2019, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS:
MYEPWD<space>E-voting Event Number+Folio No. or DP ID Client ID to **+91 9212993399**
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFIIn’s toll free number 1-800-3454-001
 - d. Members may send an e-mail request to evoting@karvy.com. If the Member is already registered with the KFIIn e- voting platform then such Member can use his/her existing User ID and password for casting the vote through e- voting.
- iii. The e-voting facility will be available during the following period:
 - a. Commencement of e-voting: 9:00 Hours (IST) on Friday, January 03, 2020
 - b. End of e-voting: 17:00 Hours (IST) on Saturday, February 01, 2020

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIIn upon expiry of aforesaid period.

iv. Instructions and other information relating to e-voting:

A. In case of Members receiving an e-mail from KFIIn Technologies Private Limited [for Members whose e-mail addresses are registered with the Company/Depository Participants(s)]

- a. Launch an internet browser by typing the URL <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with KFIIn for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for re-setting the password.
- c. After entering the above details Click on- Login.
- d. 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 also prompt you to 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.**
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for Wipro Limited.
- g. 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 on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- i. Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
- k. 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 not voted on the Resolution(s).
- l. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are 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 Scrutinizer at the e-mail ID: himanshugupta@live.com. They may also upload the same in the e-voting module under their login. The scanned images of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a Member receives physical copy of the Postal Ballot Notice and Postal Ballot Form

- a. User ID and initial password is provided in the Postal Ballot Form.
 - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
- v. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast vote again.
- 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 KFin Technologies 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, Further, Members may also visit Help & FAQ’s section available at KFin’s website <https://evoting.karvy.com>.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution - 1

The equity shares of your Company are listed and actively traded on the SME Platform of the BSE limited. With a view to encourage the participation of other investors by making equity shares of the Company more tradable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on December 30, 2019 considered and approved a bonus issue of 7 (Seven) new equity shares for every 5 (Five) existing equity shares held.

No members shall be entitled to a fraction of equity shares as a result of implementation of this resolution of Bonus and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus shares may be reduced.

Accordingly, Resolution - 1 of this Notice seek Members' approval for capitalization of the amount standing to the credit of free reserves and/or the securities premium account and/or the capital redemption reserve account for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

None of the Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution - 1 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the Resolution - 1 for approval of the Members.

For and on behalf of the Board
MEERA INDUSTRIES LIMITED

Sd/-
Ms. Bhavisha Khakhkhar
Company Secretary & Compliance Officer

Date: December 30, 2019

Place: Surat