



# MAHALAXMI FABRIC MILLS LIMITED

(Formerly known as "Sonnet Colours Pvt Ltd")

Ref: MFML/CS/Correspondence/2024-25/05

Date:- 07<sup>th</sup> September, 2024

To,

**BSE LIMITED**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001,  
Maharashtra,  
India.

**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Exchange Plaza, Plot No. C/1, G - Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051,  
Maharashtra,  
India.

**Company Code: MFML**

**Script Code: 544233**

**Trading Symbol: MFML**

**Series: BE**

Dear Sir/Madam,

## **Sub.- Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company**

This is to inform you that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of Mahalaxmi Fabric Mills Limited will be held on Monday, the 30<sup>th</sup> September, 2024, at 12:30 p.m. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the Circulars, the Notice of the 33<sup>rd</sup> AGM along with the Annual Report for the Financial Year 2023-24, has been sent only through electronic mode to those Members whose e-mail Id are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories"). A copy of the Notice of the 33<sup>rd</sup> AGM along with the Annual Report for the Financial Year 2023-24 will also be available on the Company's website i.e. [www.mahalaxmigroup.net/MFML](http://www.mahalaxmigroup.net/MFML); on the website of the BSE Limited and the National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively and on the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

Further in accordance with Regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice of the 33<sup>rd</sup> AGM of the Company.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

**FOR, MAHALAXMI FABRIC MILLS LIMITED**

**JEETMAL B. PAREKH**

**CHAIRMAN**

**(DIN:- 00512415)**



Encl.- Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.

CIN:- U17100GJ1991PLC015345

Registered office:- "Mahalaxmi House", YSL Avenue, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380 015, Gujarat.

Website:- [www.mahalaxmigroup.net/MFML](http://www.mahalaxmigroup.net/MFML); Ph. No.:- 079 – 4000 8000; E-mail Id:- [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting ("AGM") of Mahalaxmi Fabric Mills Limited (Formerly known as "Sonnet Colours Pvt Ltd") will be held, through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM"), on Monday, the 30th Day of September, 2024, at 12:30 p.m. (IST), to transact the following businesses:-

### ORDINARY BUSINESSES:-

1. **TO RECEIVE, CONSIDER AND IF APPROVED, ADOPT THE AUDITED (STANDALONE AND CONSOLIDATED) FINANCIAL STATEMENT OF THE COMPANY, FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024 AND THE REPORTS OF THE BOARD AND AUDITORS THEREON:-**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statement of the Company, for the Financial Year ended on 31st March 2024, consisting of the Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss, the Cash Flow Statement and Statement of Changes in Equity, for the Financial Year ended on that date and the Explanatory Notes annexed to or forming part thereof together with the Board's Report and Auditors Report thereon, be and are hereby adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF SHRI JEETMAL B. PAREKH (DIN:- 00512415), WHO RETIRE BY ROTATION AT THIS AGM AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:-**

In this regard, 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 & any other applicable provisions of the Companies Act, 2013, Shri Jeetmal B. Parekh (DIN:- 00512415), Director, liable to retire by rotation at this Annual General Meeting, being eligible and willing to offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESSES:-

3. **TO APPOINT SHRI ANAND J. PAREKH (DIN:- 00500384), AS A MANAGING DIRECTOR OF THE COMPANY:-**

In this regard, 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 Sections 196, 197, 198, 203 & any other applicable Provisions of the Companies Act, 2013 (Hereinafter referred to as the "Act") & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (Including any statutory modification(s) or re-enactment thereof); and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and Article No. 88 and 89 of the Articles of Association of the Company; and upon approval of the Board of the Directors of the Company, approval of the Members of the Company be and are hereby accorded to appoint Shri Anand J. Parekh (DIN:- 00500384), as a Managing Director (Designated as "Key Managerial Personnel") of the Company, for a period of 5 (Five) years, with effect from 18th April, 2024 to 17th April, 2029, as well as the payment of salary, commission and perquisites (Hereinafter referred to as "Remuneration"), upon the terms & conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Anand J. Parekh.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Anand J. Parekh, shall not exceed the overall ceiling of the total managerial remuneration, as provided under Section 197 of the Act or such other limits, as may be prescribed, from time to time.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file necessary E-Forms with the Registrar of Companies, Ahmedabad and to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

4. **TO REGULARIZE THE APPOINTMENT OF SMT. SANGITA S. SHINGI (DIN:- 06999605) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-**

In this regard, 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 Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013 (Hereinafter referred to as "the Act") (Including any statutory modifications or re-enactment thereof for the time being in force); Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as "the SEBI (LODR) Regulations, 2015") (Including any statutory modifications or re-enactment thereof for the time being in force) and upon approval of the Board of Directors

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of the Company, approval of the Members of the Company be and are hereby given to appoint Smt. Sangita S. Shingi (DIN:- 06999605), who was appointed by the Board of Directors of the Company as an Additional Non-Executive-Independent Director of the Company with effect from 18th April, 2024, pursuant to the provisions of Section 161(1) of the Act and pursuant to the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who has submitted a Declaration that She meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and She is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority and who is eligible for appointment, as a Non-Executive-Independent Director of the Company, who shall hold office for a period of five years commencing from 18th April, 2024 to 17th April, 2029 and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file necessary E-Forms with the Registrar of Companies, Ahmedabad and to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

## 5. TO REGULARIZE THE APPOINTMENT OF SHRI NEHAL M. SHAH (DIN:- 00020062) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-

In this regard, 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 Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013 (Hereinafter referred to as “the Act”) (Including any statutory modifications or re-enactment thereof for the time being in force); Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as “the SEBI (LODR) Regulations, 2015”) (Including any statutory modifications or re-enactment thereof for the time being in force) and upon approval of the Board of Directors of the Company, approval of the Members of the Company be and are hereby given to appoint Shri Nehal M. Shah (DIN:- 00020062), who was appointed by the Board of Directors of the Company as an Additional Non-Executive-Independent Director of the Company with effect from 18th April, 2024, pursuant to the provisions of Section 161(1) of the Act and pursuant to the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who has submitted a Declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority and who is eligible for appointment, as a Non-Executive-Independent Director of the Company, who shall hold office for a period of five years commencing from 18th April, 2024 to 17th April, 2029 and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file necessary E-Forms with the Registrar of Companies, Ahmedabad and to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

## 6. TO REGULARIZE THE APPOINTMENT OF SMT. INDRA B. SINGHVI (DIN:- 07054136) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-

In this regard, 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 Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013 (Hereinafter referred to as “the Act”) (Including any statutory modifications or re-enactment thereof for the time being in force); Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as “the SEBI (LODR) Regulations, 2015”) (Including any statutory modifications or re-enactment thereof for the time being in force) and upon approval of the Board of Directors of the Company, approval of the Members of the Company be and are hereby given to appoint Smt. Indra B. Singhvi (DIN:- 07054136), who was appointed by the Board of Directors of the Company as an Additional Non-Executive-Independent Director of the Company with effect from 18th April, 2024, pursuant to the provisions of Section 161(1) of the Act and pursuant to the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who has submitted a Declaration that She meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and She is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority and who is eligible for appointment, as a Non-Executive-Independent Director of the Company, who shall hold office for a period of five years commencing from 18th April, 2024 to 17th April, 2029 and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file necessary E-Forms with the Registrar of Companies, Ahmedabad and to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**7. TO APPROVE DISPOSAL OF SHARES/ASSETS OF THE MATERIAL SUBSIDIARY:-**

In this regard, 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 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (Hereinafter referred to as the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (Hereinafter referred to as the “Rules”) (Including any statutory modification(s) or re-enactment thereof for the time being in force); and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as “the SEBI (LODR) Regulations, 2015”) (Including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members of the Company be and are hereby accorded to divest by way of sale, transfer, lease, assign, giving off, dispose off or otherwise, the entire Investment/any substantial part thereof including Equity Shares in one or more of its Material Subsidiary or Assets belonging to one or more of its Material Subsidiary with other integrated facilities & moveable/immovable properties, if any, attached thereto, with/without associated liabilities, in one or more tranches, to the Promoters and Directors of the Company and their Relatives or other Persons/Entities including Entities where Directors of the Company are interested, at such price and on such terms & conditions as may be decided by the Board of Directors of the Holding Company and the Material Subsidiary and in such manner as both the Board of Directors deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things and to delegate such authority, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected herewith or incidental hereto.”

**8. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY:-**

In this regard, 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 188 & any other applicable Provisions of the Companies Act, 2013 & the Companies (Meeting of Board and its Powers) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force); Regulation 23 & any other applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and upon approval of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and are hereby accorded to approve the material Related Party Transactions of the Company, to be entered into/continue with the Related Parties, as detailed in the Explanatory Statement attached hereto, for transactions during 5 (Five) Financial Years i.e. from F.Y. 2024-25 to F.Y. 2028-29.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things and to delegate such authority, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected herewith or incidental hereto.”

BY ORDER OF THE BOARD OF DIRECTORS  
FOR, MAHALAXMI FABRIC MILLS LIMITED

Sd/-  
NARESH VASUDEVBHAI KANZARIYA  
COMPANY SECRETARY  
ICSI MEMBERSHIP NO.:- A60683

DATE: AUGUST 17, 2024  
PLACE: AHMEDABAD

**NOTES:-**

1. The Ministry of Corporate Affairs (“MCA”) issued the General Circular Nos.:- 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 09/2023 dated 25th September, 2023 (Collectively referred to as “the MCA Circulars”) allowing the Companies whose AGMs are due in the year 2024, to conduct their AGMs on or before 30th September, 2024, through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (“the SEBI”) has also issued the Circular Nos.:- SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (Collectively referred to as “the SEBI Circulars”) permitting the holding of the AGMs, through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations, 2015”), the AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of the Members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, Special Businesses mentioned at Item No. 3 to 8 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
2. Since this AGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, a Body Corporate Member are entitled to appoint an Authorised Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The Body



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Corporate Member intending to authorize its Representative to attend the AGM is requested to submit to the Company, a certified true copy of the Board Resolution/Authorization document, authorizing their Representative to attend and vote, on its behalf at the AGM.

3. The Register of Members and Transfer Book of the Company will remain closed from Tuesday, the 24th day of September, 2024 to Monday, the 30th day of September, 2024 (Both days inclusive) for the purpose of 33rd AGM.
4. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”), who is also a Registrar to an Issue and Share Transfer Agent (“RTA”) of the Company, as the Authorized Agency for conducting the e-AGM, providing Remote E-Voting and E-voting facility for/during the AGM of the Company. The instruction for participation by the Members is given in the subsequent paragraphs.
5. 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 Act.
6. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Act, Secretarial Standard – 2 on the General Meetings and Regulation 36 of the SEBI (LODR) Regulations, 2015, in respect of the Special Businesses mentioned at Item No. 3 to 8 of the Notice is annexed hereto.
7. The Hon’ble National Company Law Tribunal (NCLT), Ahmedabad, Special Bench, Court-1, by an Order dated 04th March, 2024, has sanctioned the Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) (Demerged Company); Mahalaxmi Fabric Mills Limited (Formerly known as “Sonnet Colours Pvt Ltd”) (MFML) (CIN:- U17100GJ1991PLC015345) (First Resulting Company); and Globale Tessile Limited (GTL) (CIN:- U17299GJ2017PLC098506) (Second Resulting Company) and their respective Shareholders and Creditors (Scheme). Effective Date of the Scheme is 01st April, 2024.

Pursuant to the Scheme becoming effective, MFML, on 11th June, 2024, has credited 1,76,576 new Equity Shares Capital to the IEPF Authority. The concerned Members may note that Equity Shares transferred to the IEPF Authority can be claimed back from the IEPF Authority. The concerned Members are advised to contact, by sending a duly signed request letter with Folio No., to Link Intime India Private Limited (Unit:- Mahalaxmi Fabric Mills Limited), 5th Floor, 506-508, Amarnath Business Centre-I, (ABC-I), Beside Gala Business Centre, Nr. St. Xavier’s College Corner Off C G Road, Ellisbridge, Ahmedabad – 380 009, Gujarat; Ph. No.:- 079 – 26465179; E-mail ID:- [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), for detailed procedure to lodge the Claim with the IEPF Authority.

Pursuant to the Scheme becoming effective, the Company has credited (i) on 06th June, 2024, 3375 new Equity Shares Capital to Unclaimed Suspense Account; and (ii) on 06th June, 2024, 47,500 and on 10th June, 2024, 857 new Equity Shares Capital to Demerger Escrow Account. Total Equity Shares Capital in Demerger Escrow Account is 48,357. The concerned Members may note that Equity Shares transferred to these Unclaimed Suspense Account and Demerger Escrow Account can be claimed back from the Company. The concerned Members are advised to contact, by sending a duly signed request letter with Folio No., to Link Intime India Private Limited (Unit:- Mahalaxmi Fabric Mills Limited), 5th Floor, 506-508, Amarnath Business Centre-I, (ABC-I), Beside Gala Business Centre, Nr. St. Xavier’s College Corner Off C G Road, Ellisbridge, Ahmedabad – 380 009, Gujarat; Ph. No.:- 079 – 26465179; E-mail ID:- [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), for detailed procedure to lodge the Claim with Company.

8. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the F.Y. 2023-24, is being sent only through electronic mode to those Members whose E-mail IDs are registered with the Company or National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) (“the Depositories”). The Members may note that the Notice and the Annual Report for the F.Y. 2023-24 will also be available on the Company’s website i.e. [www.mahalaxmigroup.net/MFML](http://www.mahalaxmigroup.net/MFML); and on the website of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively.
9. The Notice of the 33rd AGM of the Company, inter alia, indicating the process and manner of E-Voting is being sent to the Members, whose e-mail IDs are registered with the Company/Depositories, for communication purposes. In case the Shareholder’s e-mail ID is already registered with the Company/Depositories, login details for E-voting shall be sent on the registered E-mail IDs.
10. In case the Shareholder holding Shares in physical mode has not registered his/her E-mail ID with the Company/Depositories, He/She may do so by sending a duly signed request letter to LI IPL by providing Folio No. and Name of Shareholder at Link Intime India Private Limited (Unit:- Mahalaxmi Fabric Mills Limited), 5th Floor, 506-508, Amarnath Business Centre-I, (ABC-I), Beside Gala Business Centre, Nr. St. Xavier’s College Corner Off C G Road, Ellisbridge, Ahmedabad – 380 009, Gujarat; Ph. No.:- 079 – 26465179; E-mail ID:- [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
11. In case the Shares held in demat mode, the Shareholder may contact the Depository Participant (“DP”) and register the E-mail ID in the demat account as per the process followed and advised by the DP.
12. Brief resume of the Directors proposed to be appointed/reappointed, nature of expertise in functional areas, names of the Companies in which he/she hold Directorship and Membership/Chairmanship of the Board Committees and the Shareholding and other details, are hereto furnished as stipulated under Regulation 36 of the SEBI (LODR) Regulations, 2015 and other requisite information as per Secretarial Standards – 2 on the General Meetings are provided along with the Notice.
13. The SEBI vide its Master Circular dated 07th May, 2024, has mandated Listed Companies to issue securities in demat form only while processing any service requests viz. issue of Duplicate Securities Certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of Securities Certificate; Endorsement; Sub-Division/Splitting of Securities Certificate; Consolidation of Securities Certificates/Folios; Transmission and Transposition.

In view of the same and to eliminate all risks associated with physical Shares and avail various benefits of dematerialisation, the Members are advised to dematerialise the Shares held by them in physical form.

14. The Members are advised to avail the nomination facility in respect of Shares held by them pursuant to the provisions of Section 72 of the Act. The Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, power of attorney, change of address/name, Income Tax Permanent Account Number (PAN), etc. to their DP only. Changes intimated to the DP will be automatically reflected on the Company's record which will help the Company and its RTA to provide efficient & better services. The Members holding the Shares in physical mode are requested to intimate all above mentioned changes to LIPL or the Company as soon as the change occurs.
15. The Members holding Shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect with Shares held in electronic/demat form, the nomination form may be filed with the respective DP.
16. The SEBI, vide Circular No.:- SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, has made it mandatory to furnish PAN, nomination, contact details, bank account details and specimen signature, by holders of physical Securities.

Folios wherein any one of the said document/details are not available on or after 01st October, 2023, shall be frozen by the Company/RTA. The Shareholders whose Folios have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned and for any payment including Dividend, interest or redemption payment only through electronic mode with effect from 01st April, 2024.

Further, the Shareholders holding Shares in physical mode were to link their PAN with Aadhaar number, by 31st March, 2023, as extended by the Central Board of Direct Taxes (CBDT). Accordingly, from 01st April, 2023 or any other date as may be specified by the CBDT, the RTA shall accept only operative PAN i.e linked with Aadhar number. The folios in which PANs are not linked with Aadhar numbers as on the notified cut-off date of 31st March, 2023 or any other date as may be specified by the CBDT, shall be frozen.

Further, as per the above Circular of the SEBI, the frozen Folios shall be referred by the RTA/Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025. Keeping the above statutory requirements in view, the Members holding Shares in physical form are requested to furnish valid PAN, nomination, contact details, bank account details and specimen signature, immediately to the RTA/Company in the required forms, to ensure that, their Folios are not frozen on or after 01st October, 2023. The Company had sent communication letters on above to respective Shareholders for submission of required documents.

17. The Members seeking any information or clarification on the accounts are requested to send in written queries to the Company, at least one week before the date of the AGM, replies will be provided in respect of such queries received in writing, only at the AGM.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be obtained for inspection by writing to the Company at its e-mail ID:- [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net), till the date of the AGM.
19. Non-Resident Indian Shareholders are requested to inform about the change in the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned DP, as the case may be.
20. The Company has created an exclusive e-mail ID:- [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net), for quick redressal of Shareholders/Investors grievances.
21. The Company is having depository arrangement with the NSDL and CDSL to facilitate the Shareholders to hold and trade the Company's Equity Shares in electronic form. Interested Shareholders can avail this facility by opening a beneficiary account with the DP. For more details, the Shareholders may contact the Company's RTA, Link Intime India Private Limited (Unit:- Mahalaxmi Fabric Mills Limited), 5th Floor, 506-508, Amarnath Business Centre-I, (ABC-I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Ellisbridge, Ahmedabad – 380 009, Gujarat; Ph. No.:- 079 – 26465179; E-mail ID:- [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
22. The Board of Directors of the Company has appointed Shri Malay Desai, Proprietor of M/s. Malay Desai & Associates (Membership No.:- A48838 and CoP No.:- 26051), Company Secretary, having Office at 1503, West Port, Nr. Taj Sky Line, Sindhubhavan Road, Ahmedabad - 380 058, Gujarat, to act as a Scrutinizer for conducting the E-Voting and Remote E-voting process in a fair and transparent manner.
23. The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the AGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.  
  
The results declared along with the Scrutinizer's report, will be posted on the website of the Company i.e [www.mahalaxmigroup.net/MFML](http://www.mahalaxmigroup.net/MFML); on the website of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively; and on the website of E-Voting Agency i.e. <https://instavote.linkintime.co.in>, immediately after the declaration of the results by the Chairman or any other person authorized by him.

24. Voting through electronic means:-

- a) The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Secretarial Standards – 2 on the General Meetings and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting

# MAHALAXMI FABRIC MILLS LIMITED

through electronic means to all its Members to enable them to cast their votes electronically. The Company has made necessary arrangements with the RTA to facilitate the Members to cast their votes from a place other than the venue of the AGM (Remote E-Voting).

- b) A Person whose name is recorded in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. The Persons who are not Members as on the cut-off date should treat the Notice for information purpose only.
- c) The Notice will be displayed on the website of the Company i.e. <https://www.mahalaxmigroup.net/MFML>; on the website of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively; and on the website of E-Voting Agency i.e. <https://instavote.linkintime.co.in>.
- d) The Members who have cast their vote by Remote E-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- e) The Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on cut-off date are entitled to vote on Resolutions set forth in the Notice. Eligible Members who have acquired Shares after the dispatch of the Annual Report and holding Shares as on the cut-off date may approach the RTA for issuance of the User ID and Password for exercising their right to vote by electronic means.
- f) The Remote E-voting period will commence at 09:00 a.m. (IST) on Friday, the 27th Day of September, 2024 and will end at 05:00 p.m. (IST) on Sunday, the 29th Day of September, 2024. During this period, the Members of the Company, holding Shares in physical form/dematerialized form, as on the cut-off date i.e. Monday, the 23rd Day of September, 2024, may cast their vote by Remote E-Voting. The Remote E-Voting module shall be disabled by the RTA for voting thereafter.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR, MAHALAXMI FABRIC MILLS LIMITED

Sd/-

**NARESH VASUDEVBHAI KANZARIYA**  
COMPANY SECRETARY  
ICSI MEMBERSHIP NO.:- A60683

DATE: AUGUST 17, 2024  
PLACE: AHMEDABAD

## Remote E-Voting Instructions for Shareholders:-

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

#### 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

#### 2. 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. The 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:-**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:-

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:-**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders:-**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload



# MAHALAXMI FABRIC MILLS LIMITED

a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

## Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:-

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

## Helpdesk for Individual Shareholders holding securities in demat mode:-

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022- 4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Individual Shareholders holding securities in Physical mode has forgotten the password:-

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

## Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:-

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

## Process and manner for attending the Annual General Meeting through InstaMeet:-

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

<p>▶ Select the "Company" and 'Event Date' and register with your following details: -</p> <p><b>A. Demat Account No. or Folio No:</b> Enter your 16 digit Demat Account No. or Folio No</p> <ul style="list-style-type: none"><li>• Shareholders/ members holding shares in <b>CDSL demat account shall provide 16 Digit Beneficiary ID</b></li><li>• Shareholders/ members holding shares in <b>NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID</b></li><li>• Shareholders/ members holding shares in <b>physical form shall provide</b> Folio Number registered with the Company</li></ul> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. Mobile No.:</b> Enter your mobile number.</p> <p><b>D. Email ID:</b> Enter your email id, as recorded with your DP/Company.</p> <p>▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).</p>
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**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:-**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:-**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:-

On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

1. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
2. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
3. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

BY ORDER OF THE BOARD OF DIRECTORS  
**FOR, MAHALAXMI FABRIC MILLS LIMITED**

Sd/-

**NARESH VASUDEVBHAI KANZARIYA**  
COMPANY SECRETARY  
ICSI MEMBERSHIP NO.:- A60683

DATE: AUGUST 17, 2024  
PLACE: AHMEDABAD

# MAHALAXMI FABRIC MILLS LIMITED

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:-

### ITEM NO. 3:-

#### TO APPOINT SHRI ANAND J. PAREKH (DIN:- 00500384), AS A MANAGING DIRECTOR OF THE COMPANY:-

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board of Directors of the Company passed a Resolution on 18th April, 2024, approving appointment of Shri Anand J. Parekh (DIN:- 00500384), as a Managing Director (Designated as "Key Managerial Personnel") of the Company, for a period of 5 (Five) years, with effect from 18th April, 2024 to 17th April, 2029, with authority to the Board of Directors to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Anand J. Parekh. This is subject to the approval of the Shareholders at this AGM.

The Board of Directors in its Meeting held on 18th April, 2024, approved the payment of remuneration of ₹ 24,00,000/- plus perquisites as specified, p.a. to Shri Anand J. Parekh as a Managing Director of the Company, recommended to be continue for a period of 5 years from 18th April, 2024 to 17th April, 2029, with authority to the Board of Directors to alter and vary the terms and conditions of the remuneration and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Anand J. Parekh.

Disclosure as required under Schedule V of the Companies Act, 2013 is given hereunder along with the Notice. Shri Anand J. Parekh, aged 47 years, is the Promoter and Managing Director of the Company and Second Generation Entrepreneur. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He looks after Textile Processing and Exports. Adept at managing all the production, financial and market requirements. He primarily oversees the operations of the Processing Unit of the Group.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Brief terms and condition of the remuneration of Shri Anand J. Parekh is as follows including allowances and perquisites:-

Sr. No.	Particulars	Shri Anand J. Parekh
1.	Salary	₹ 2,00,000/- (Rupees Two Lakh Only) per month.
2.	PF Contribution	Contribution to Provident Fund shall be as per the Rules of the Company.
3.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
4.	Leave Travel Allowance	For self and family, once a year in accordance with the Rules of the Company.
5.	Car & Telephone	The Company will provide car with driver. The cell phone and telephone facility at residence shall not be considered as perquisites. Use of cell phone / telephone shall be reimbursed.
6.	Personal Accident Insurance	For an amount, premium of which shall not exceed ₹ 20,000 p.a./-.
7.	Entertainment and other business	Entertainment, traveling and all other expenses incurred for the business of the Company shall be expenses reimbursed as per the Rules of the Company.
8.	Club Fees	Membership fees and expense of two Club in India.
9.	Gas/ Water / Electricity	Actual expenditure (Incurred).
10.	Medical Expenses	Reimbursement of medical expenses and medical policy for self and family.
11.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the Senior Officer of the Company as per the Rules of the Company.

#### Other terms and conditions:-

In the event of absence or inadequacy of profits in any Financial Year, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the appointment shall remain unchanged.

No other Director, Key Managerial Personnel or their respective relatives except Shri Jeetmal B. Parekh, Chairman, Shri Anand J. Parekh, Managing Director, Shri Rahul J. Parekh, Director and their respective relatives, are, in any way, concerned/interested, financially/otherwise, in Resolution set out at Item No. 3 of the Notice, save and except as Shareholders and to the extent of their Shareholdings in the Company.

The Board of Directors of the Company recommends the Resolution set out at Item No. 3 to the Notice as an Ordinary Resolution, for your approval.

**ITEM NO. 4:-****TO REGULARIZE THE APPOINTMENT OF SMT. SANGITA S. SHINGI (DIN:- 06999605) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-**

The Board of Directors of the Company, pursuant to the Provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013; Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has appointed Smt. Sangita S. Shingi as an Additional Independent Director for a term of five (5) consecutive years with effect from 18th April, 2024, subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company. Smt. Sangita S. Shingi, pursuant to Section 152 of the Act, has given consent to act as a Director of the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has also given requisite Notice, pursuant to Section 160 of the Act, proposing appointment as a Director of the Company.

A brief profile is given in the table below on "Disclosure relating to appointment/reappointment of Director in this AGM".

The Company has received a declaration from Smt. Sangita S. Shingi that she meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, she fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that she has applied online for inclusion of name in the data bank maintained by the institute and upon registration she has been exempted/ passed for the online proficiency self-assessment test conducted by the institute. She has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Sangita S. Shingi is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of Five (5) consecutive years with effect from 18th April, 2024 to 17th April, 2029 (both days inclusive) subject to the approval of members.

Upon the confirmation of the appointment of her as a Non-Executive-Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive-Independent Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Smt. Sangita S. Shin and her relative(s) is in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of this Notice.

The Board of Directors of the Company recommends the Resolution set out at Item No. 4 to the Notice as a Special Resolution, for your approval.

**ITEM NO. 5:-****TO REGULARIZE THE APPOINTMENT OF SHRI NEHAL M. SHAH (DIN:- 00020062) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-**

The Board of Directors of the Company, pursuant to the Provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013; Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has appointed Shri Nehal M. Shah as an Additional Independent Director for a term of five (5) consecutive years with effect from 18th April, 2024, subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company. Shri Nehal M. Shah, pursuant to Section 152 of the Act, has given consent to act as a Director of the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has also given requisite Notice, pursuant to Section 160 of the Act, proposing appointment as a Director of the Company.

A brief profile is given in the table below on "Disclosure relating to appointment/reappointment of Director in this AGM".

The Company has received a declaration from Shri Nehal M. Shah that he meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that he has applied online for inclusion of name in the data bank maintained by the institute and upon registration he has been exempted/ passed for the online proficiency self-assessment test conducted by the institute. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Nehal M. Shah is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of Five (5) consecutive years with effect from 18th April, 2024 to 17th April, 2029 (both days inclusive) subject to the approval of members.

Upon the confirmation of the appointment of him as a Non-Executive-Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive-Independent Director.



# MAHALAXMI FABRIC MILLS LIMITED

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None of the Directors or Key Managerial Personnel of the Company or their relatives other than Shri Nehal M. Shah and his relative(s) is in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of this Notice.

The Board of Directors of the Company recommends the Resolution set out at Item No. 5 to the Notice as a Special Resolution, for your approval.

## **ITEM NO. 6:-**

### **TO REGULARIZE THE APPOINTMENT OF SMT. INDRA B. SINGHVI (DIN:- 07054136) AS A NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY:-**

The Board of Directors of the Company, pursuant to the Provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and any other applicable Provisions, Sections, Rules of the Companies Act, 2013; Regulation 25 or any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has appointed Smt. Indra B. Singhvi as an Additional Independent Director for a term of five (5) consecutive years with effect from 18th April, 2024, subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company. Smt. Indra B. Singhvi, pursuant to Section 152 of the Act, has given consent to act as a Director of the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has also given requisite Notice, pursuant to Section 160 of the Act, proposing appointment as a Director of the Company.

A brief profile is given in the table below on "Disclosure relating to appointment/reappointment of Director in this AGM".

The Company has received a declaration from Smt. Indra B. Singhvi that she meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, she fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that she has applied online for inclusion of name in the data bank maintained by the institute and upon registration she has been exempted/ passed for the online proficiency self-assessment test conducted by the institute. She has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Indra B. Singhvi is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of Five (5) consecutive years with effect from 18th April, 2024 to 17th April, 2029 (both days inclusive) subject to the approval of members.

Upon the confirmation of the appointment of her as a Non-Executive-Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive-Independent Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Smt. Indra B. Singhvi and her relative(s) is in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of this Notice.

The Board of Directors of the Company recommends the Resolution set out at Item No. 6 to the Notice as a Special Resolution, for your approval.

## **ITEM NO. 7:-**

### **TO APPROVE DISPOSAL OF SHARES / ASSETS OF THE MATERIAL SUBSIDIARY:-**

The Company's business, by its nature, is dynamic and competitive, which may necessitate changes in the business plan and/or investment holdings of the Company to address the business requirements, competitive threats, including those that may not be currently envisaged. These changes, if any, in the business plan and/or funding plans shall be made keeping in mind the interests of the Company and its Investors. Also, the Company may be required to divest part of its ownership in the Subsidiary to generate necessary cash flows to deliver the business or support additional investment obligations.

The Board of Directors of the Company, in its Meeting held on 17th August, 2024, decided to consider, if required, at the best possible options to divest by way of sale, transfer, lease, assign, hiving off, dispose off or otherwise, the entire Investment/any substantial part thereof including Equity Shares in one or more of its Material Subsidiary or Assets belonging to one or more of its Material Subsidiary with other integrated facilities & moveable/immovable properties, if any, attached thereto, with/without associated liabilities, in one or more tranches.

The divestment will enable the Company to reduce debt, focus its synergies on the existing capacity of the Company thereby enabling the Company to be dominant player in the Indian textiles business and embark on the significant growth opportunities it offers into the future. Besides, the divestment is expected to improve the Company's Balance Sheet and enhance the Shareholders value. Such divestment will be made by selling the said Shares to the Promoters and Directors of the Company and their Relatives or other Persons/Entities including the Entities where Directors of the Company are interested.

As per Section 180(1)(a) of the Companies Act, 2023, the Board of Directors of the Company shall sell, lease or otherwise dispose of the whole or substantially whole of any of the undertakings of the Company, only with the consent of the Company by a Special Resolution.

As per Regulation 24(5) of the SEBI (LODR) Regulations, 2015, the Company shall not dispose of Shares in the Material Subsidiary resulting in reduction of its Shareholding (Either on its own or together with other Subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the Subsidiary without passing a Special Resolution in its General Meeting except in cases where such divestment is made under a Scheme of Arrangement duly approved by a Court/Tribunal or under a Resolution Plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the Recognized Stock Exchanges within one day of the Resolution Plan being approved.

As per Regulation 24(6) of the SEBI (LODR) Regulations, 2015, the Company shall not sell, dispose and lease the Assets amounting to more than twenty percent of the Assets of the Material Subsidiary on an aggregate basis during a Financial Year without prior approval of its Shareholders by way of Special Resolution, unless the sale/disposal/lease is made under a Scheme of Arrangement duly approved by a Court/Tribunal or under a Resolution Plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the Recognized Stock Exchanges within one day of the Resolution Plan being approved.

As per Explanation of Regulation 24(1) of the SEBI (LODR) Regulations, 2015, the term "Material Subsidiary" shall mean a Subsidiary, whose Income or Net Worth exceeds twenty percent of the Consolidated Income or Net Worth respectively, of the Company and its Subsidiaries, in the immediately preceding Accounting Year.

The approval of the Shareholders sought shall also be considered as a compliance under Regulation 24(5) & (6) of the SEBI (LODR) Regulations, 2015.

No other Director, Key Managerial Personnel or their respective relatives except Shri Jeetmal B. Parekh, Chairman, Shri Anand J. Parekh, Managing Director, Shri Rahul J. Parekh, Director and their respective relatives, are, in any way, concerned/interested, financially/otherwise, in Resolution set out at Item No. 7 of the Notice, save and except as Shareholders and to the extent of the Shares of the Company to be sold to them or to the Entities where they are interested.

The Board of Directors of the Company recommends the Resolution set out at Item No. 7 to the Notice as a Special Resolution, for your approval.

**ITEM NO. 8:-**

**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY:-**

Pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require prior approval of the shareholders, through a Resolution.

The Audit Committee and the Board of Directors of the Company, at its meeting held on 14th August, 2024, have approved the Related Party Transactions of the Company, to be entered into/continue with the Related Parties, as detailed hereunder, for transactions during 5 (Five) Financial Years i.e. from F.Y. 2024-25 to F.Y. 2028-29.

The value of transactions, for which the approval is being sought, for the period commencing from 01st April, 2024 till date of this Notice has not exceeded the materiality threshold.

The details of the Related Party Transactions as required under the Section 188 of the Companies Act, 2013 & the Companies (Meeting of Board and its Powers) Rules; Regulation 23 of the SEBI (LODR Regulations, 2015; and the SEBI Master Circular No.:- SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, are given in the following Table:-

No other Director, Key Managerial Personnel or their respective relatives except Shri Jeetmal B. Parekh, Director, Shri Rahul J. Parekh, Director, Shri Anand J. Parekh, Managing Director and their respective relatives, are, in any way, concerned/interested, financially/otherwise, in the Resolution set out at Item No. 8 of the Notice, save and except as Shareholder and to the extent of their Shareholding, if any, in the Company.

The Board of Directors of the Company recommends the Resolution set out at Item No. 8 to the Notice as an Ordinary Resolution, for your approval.

# MAHALAXMI FABRIC MILLS LIMITED

(₹ in Crores)

Particulars	Details										
	MRT (Associate)	GTL (Associate)	MEPL (Wholly Owned Subsidiary Company)	ACI (Associate)	MC (Associate)	ME (Associate)	RT (Associate)	SJC (Associate)	SJA (Associate)	SV (Associate)	Directors
Type of transaction	To sale goods and articles and / or To get job work done for party and / or To purchase goods and articles and / or To get job work done from party and / or To avail services from party and / or To provide services to party and / or To appoint to any office or place of profit (Including sell, purchase or otherwise dispose / acquire property if any kind and / or Letting / Leasing of property of any kind) and / or to give / take loans, advances and Corporate Guarantee and / or to transfer of resources, services or obligations										
Material terms and particulars of transaction	Recurring nature and ordinary course of business										
Tenure of transaction	5 (Five) Financial Years i.e. from F.Y. 2024-25 to F.Y. 2028-29										
Value of transaction, on estimated basis, in each of FY.	50	100	100	10	10	75	5	10	50	25	50
Value of RPT as % of the Company's Audited Consolidated Annual Turnover of ₹ 166.45 Crores for the F.Y. 2023-24	~ 30%	~ 60%	~ 60%	~ 6%	~ 6%	~ 45%	~ 3%	~ 6%	~ 30%	~ 15%	~ 30%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company:											
i. details of the source of funds in connection with the transaction;	Own Funds and Resources										
ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable										
iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Unsecured Loans / Advances, at the Interest Rate as may be decided by the Board, repayable on demand, for business purposes										
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For general corporate purposes										
Justification as to why the RPT is in the interest of the Company	RPT is commercially beneficial										
A statement that the valuation or other external report relied upon by the Company in relation to the transaction will be made available through the registered email address of the shareholders	Not Applicable										

## Abbreviations for the given Table :-

MRT:- Mahalaxmi Rubtech Limited, GTL:- Globale Tessile Limited, MEPL:- Mahalaxmi Exports Private Limited, ACI:- Anand Chem Industries Pvt Ltd, MCC:- Mahalaxmi Calchem Private Limited, ME:- M/s. Mahalaxmi Exports, RT:- M/s. Rahul Textile, SJC:- M/s. Shah Jeetmal Champalal, SJA:- M/s. Shah Jeetmal Anandkumar, SV:- M/s. Skyco Ventures, Directors:- Directors namely Jeetmal Parekh, Rahul Parekh, Anand Parekh and their Relatives

**DISCLOSURE RELATING TO APPOINTMENT/REAPPOINTMENT OF DIRECTOR IN THIS AGM PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR), REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ON THE GENERAL MEETINGS:-**

<b>Name of the Director</b>	<b>Shri Jeetmal B. Parekh</b>	<b>Shri Anand J. Parekh</b>
Director Identification Number (DIN)	00512415	00500384
Date of Birth	07/07/1943	07/06/1976
Qualification	B.Com.	Chartered Accountant
Date of first appointment	28/08/2022	25/07/2000
Brief resume and nature of expertise and experience in specific functional area	Shri Jeetmal B. Parekh is founder Member of the Company and first-generation entrepreneur and established the Mahalaxmi Group in 1991. He has a successful track record of over five decades in the home textile business and over three decades in international textile market. He has vast experience in production, quality control, marketing and export matters. He is responsible for strategic financial matters, including administration, corporate finance, corporate strategy, business development and risk management of the Company. Presently he is designated as Chairman Non-Executive-Non-Independent Director of the Company.	Shri Anand J. Parekh is a second generation entrepreneur and joined the Company in 2008 on the Board of the Company and is responsible for the Company's diversification into other categories of business. He is a Chartered Accountant by training. He looks after Textile Processing and Exports. Adept at managing all the production, financial and market requirements. Presently he is a Managing Director of the Company.
Remuneration last drawn	Nil	Nil
Number of Meetings of the Board attended during the Financial Year 2023-24	07	07
Shareholding in the Company including shareholding as a beneficial owner as on 31.03.2024 @	490 number of Equity Shares of Rs. 100/- per Share Face Value	450 number of Equity Shares of ₹ 100/- per Share Face Value
Disclosure of relationship between Directors inter-se	Father of Shri Rahul J. Parekh (Director) and Shri Anand J. Parekh (Director)	Son of Shri Jeetmal B. Parekh (Chairman) and Brother of Shri Rahul J. Parekh (Director)
Name of Listed Entities in which the Person also holds Directorship	1. Mahalaxmi Rubtech Limited 2. Mahalaxmi Fabric Mills Limited* 3. Globale Tessile Limited*	1. Mahalaxmi Rubtech Limited 2. Mahalaxmi Fabric Mills Limited* 3. Globale Tessile Limited*
Membership of Committees of the Board along with Listed Entities from which the Person has resigned in the past three years	Mahalaxmi Rubtech Limited:- 1. Member of Nomination and Remuneration Committee 2. Member of Share Transfer Committee Mahalaxmi Fabric Mills Limited:-* 1. Member of Nomination and Remuneration Committee 2. Member of Share Transfer Committee Globale Tessile Limited:-* 1. Member of Nomination and Remuneration Committee 2. Member of Share Transfer Committee	Mahalaxmi Rubtech Limited:- 1. Chairman of Risk Management Committee 2. Member of Audit Committee 3. Member of Stakeholder Relationship Committee 4. Member of Share Transfer Committee 5. Member of Corporate Social Responsibility Committee Mahalaxmi Fabric Mills Limited:-* 1. Chairman of Risk Management Committee 2. Member of Audit Committee 3. Member of Stakeholder Relationship Committee 4. Member of Share Transfer Committee 5. Member of Corporate Social Responsibility Committee Globale Tessile Limited:-* 1. Chairman of Risk Management Committee 2. Member of Audit Committee 3. Member of Stakeholder Relationship Committee 4. Member of Share Transfer Committee 5. Member of Corporate Social Responsibility Committee



# MAHALAXMI FABRIC MILLS LIMITED

Name of the Director	Smt. Sangita S. Shingi	Shri Nehal M. Shah	Smt. Indra B. Singhvi
Director Identification Number (DIN)	06999605	00020062	07054136
Date of Birth	05/08/1970	27/02/1972	15/12/1957
Qualification	B. Com. and Diploma in Marketing & Sales Management	M.B.A.	B.A.
Date of first appointment	18/04/2024	18/04/2024	18/04/2024
Brief resume and nature of expertise and experience in specific functional area	Smt. Sangita Shingi has been appointed as a Non-Executive-Independent Director w.e.f. 18th April, 2024. She has a wide experience in Business Administration, Finance, Project Finance, Stock Broking and Mortgage. She is designated as Chairman of Nomination & Remuneration Committee and Member of Audit committee and Corporate Social Responsibility Committee.	Shri Nehal Shah is appointed as a Non-Executive-Independent Director w.e.f. 18th April, 2024. He holds a degree of Master of Business Administration (MBA). He has an experience of a successful marketing entrepreneur with a leading network marketing company. He has served as the AIESEC Association's National VP and has been on the AIESEC Ahmedabad Alumni Advisory Board. He is having expertise in real estate development. He is designated as Chairman of Stakeholders Relationship Committee and Member of Audit committee and Risk Management Committee.	Smt. Indra Singhvi is appointed as a Non-Executive-Independent Director w.e.f. 18th April, 2024. She has done B.A., from Jodhpur University. She has a vast experience in finance related matters. She also worked as a president in Lions Club of Karnavati-NGO. She is designated as Chairman of Audit Committee and Member of Nomination & Remuneration Committee.
Remuneration last drawn	Nil	Nil	Nil
Number of Meetings of the Board attended during the Financial Year 2023-24	Not Applicable	Not Applicable	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner as on 31.03.2024	Nil	Nil	Nil
Disclosure of relationship between Directors inter-se	Not Applicable	Not Applicable	Not Applicable
Name of Listed Entities in which the Person also holds Directorship	1. Mahalaxmi Rubtech Limited 2. Mahalaxmi Fabric Mills Limited*# 3. Globale Tessile Limited*# 4. Riddhi Siddhi Gluco Biols Limited	1. Mahalaxmi Rubtech Limited 2. Mahalaxmi Fabric Mills Limited*# 3. Globale Tessile Limited*#	1. Mahalaxmi Fabric Mills Limited*# 2. Globale Tessile Limited*# 3. Camex Limited

**NOTICE OF 33<sup>RD</sup> AGM**

<b>Name of the Director</b>	<b>Smt. Sangita S. Shingi</b>	<b>Shri Nehal M. Shah</b>	<b>Smt. Indra B. Singhvi</b>
Membership of Committees of the Board along with Listed Entities from which the Person has resigned in the past three years	<p>Mahalaxmi Rubtech Limited:-</p> <ol style="list-style-type: none"> <li>1. Chairman of Nomination and Remuneration Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Corporate Social Responsibility Committee</li> </ol> <p>Mahalaxmi Fabric Mills Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Nomination and Remuneration Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Corporate Social Responsibility Committee</li> </ol> <p>Globale Tessile Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Nomination and Remuneration Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Corporate Social Responsibility Committee</li> </ol> <p>Riddhi Siddhi Gluco Biols Limited:-</p> <ol style="list-style-type: none"> <li>1. Member of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> </ol>	<p>Mahalaxmi Rubtech Limited:-</p> <ol style="list-style-type: none"> <li>1. Chairman of Stakeholder Relationship Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Risk Management Committee</li> </ol> <p>Mahalaxmi Fabric Mills Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Stakeholder Relationship Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Risk Management Committee</li> </ol> <p>Globale Tessile Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Stakeholder Relationship Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Risk Management Committee</li> </ol> <p>GCCL Infrastructure &amp; Projects Ltd (Upto 28/11/2023):-</p> <ol style="list-style-type: none"> <li>1. Member of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> <li>3. Member of Stakeholder Relationship Committee</li> </ol>	<p>Mahalaxmi Rubtech Limited:-</p> <ol style="list-style-type: none"> <li>1. Chairman of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> </ol> <p>Mahalaxmi Fabric Mills Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> </ol> <p>Globale Tessile Limited:-*§</p> <ol style="list-style-type: none"> <li>1. Chairman of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> </ol> <p>Camex Ltd:-</p> <ol style="list-style-type: none"> <li>1. Chairman of Stakeholder Relationship Committee</li> <li>2. Member of Audit Committee</li> <li>3. Member of Nomination and Remuneration Committee</li> </ol>

\* In process of listing on BSE & NSE

# W.e.f. 18/04/2024

\$ W.e.f. 29/04/2024

@ Pursuant to the Scheme becoming effective, these Equity Shares have got cancelled.

BY ORDER OF THE BOARD OF DIRECTORS  
**FOR, MAHALAXMI FABRIC MILLS LIMITED**

Sd/-

**NARESH VASUDEVBHAI KANZARIYA**  
COMPANY SECRETARY  
ICSI MEMBERSHIP NO.:- A60683

DATE: AUGUST 17, 2024

PLACE: AHMEDABAD