

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting of Meyer Apparel Limited will be held **on Saturday, 25th September, 2021 at 12:30 IST** through Video Conferencing / Other Audio-Visual Means (VC) to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 01: ADOPTION OF ACCOUNTS

To receive, consider and adopt the audited financial statements of the Company comprising Balance Sheet as at 31st March, 2021, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the reports of the Directors and Auditors thereon.

ITEM NO. 02: RE- APPOINTMENT OF MS. ANJALI THUKRAL AS NON-EXECUTIVE DIRECTOR

To appoint a Director in place of Ms. Anjali Thukral (DIN:01460179), who is liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and Articles of Association of the Company and other applicable provisions, if any, and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

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

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

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and, Articles of Association of the Company, the consent of the Members be and hereby accorded for the re-appointment of Mr. Gajender Kumar Sharma, Whole- Time Director (DIN: 08073521) of the Company, who retires at ensuing Annual General Meeting. He will be designated as Whole Time Director and Chief Financial Officer, a Key Managerial Personnel. Mr. Gajender Kumar Sharma, Whole- Time Director (DIN: 08073521) is liable to retire at ensuing AGM as per Article of Association of the Company and is hereby reappointed till the date of AGM to be held in the year 2022, at a remuneration and on the terms and conditions as mentioned below:

I. Salary	
Basic Salary	Rs. 35,076/- per month
II. Perquisites	
PART - A	
a) Housing House Rent Allowance/Rent free accommodation	Rs. 17,111/- per month
b) Medical Reimbursement Expenses incurred for self and family subject to a ceiling of	Rs.15,000/- per annum
c) Leave Travel Assistance	One month's basic salary per Annum for self and family
d) Expenses reimbursement	
i. Other Reimbursement subject to maximum of	Rs. 5500 per month
ii. Reimbursement of Car service charges and fuel expenses for official use	on actual basis
iii. One Mobile phone for official use	on actual basis

PART – B

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

OTHER BENEFITS

As per the Company Policy/ Employment Contract he will be eligible for all the benefits stated therein. As per current policy of earned leave is calculated on actual days of working (20 days of working will equal to one leave). In addition, the Whole-Time Director and CFO shall be eligible for casual leaves of 12 days, sick leaves of 7 days each per annum. The company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter, vary, and modify any or all the above terms and conditions of the appointment and payment of remuneration to Mr. Gajender Kumar Sharma, Whole-Time Director & CFO of the Company subject to the maximum as specified under Section 197 of the Companies Act 2013 including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board is hereby authorized to do all such acts and take such all Acts as necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 04: APPOINTMENT OF MS. MEENAKSHI GOYAL AS INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and Schedule IV to the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013, if any, and read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Meenakshi Goyal (DIN: 07177126), who was appointed as Additional Independent Director by the Board of Directors in their meeting held on 14th April 2021 under Section 161 of the Companies Act 2013, be and is hereby appointed as an Independent Director, to hold her office for a term of five consecutive years effective from 14th April 2021, not liable to retire by rotation.”

ITEM NO. 05: REMUNERATION TO NON- EXECUTIVE AND/OR INDEPENDENT DIRECTORS IN CASE OF NO PROFITS / INADEQUATE PROFITS

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 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration, not exceeding the ceilings provided under Schedule V of the Companies Act, 2013, be paid to Non-Executive and/or Independent Directors of the Company, over and above the sitting fees paid to them for attending Board meetings and Board sub-committee meetings, in case the Company has no profits or its profits are inadequate, for the financial year 2021-22, in such amounts or proportion and in such manner as may be decided by the Board of Directors.

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

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

Sd/-

Vijay Kumar Garg
Company Secretary &
Compliance Officer

Place : Gurugram

Dated : 13th August 2021

NOTES TO 28 AGM NOTICE DATED 13TH AUGUST 2021

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

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act 2013("ACT"), in respect of the Special Business under Item 3, 4 and 5 of the Notice is annexed herewith.
9. The relevant details as required under clause 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the person seeking appointment/reappointment as Director/Independent Director under Item No. 2, 3 and 4 of the notice as also annexed herewith.
10. Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2021 to September 25, 2021 (both days inclusive) for the purpose of Annual General Meeting.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Skyline Financial Services Private Limited ("Skyline"), in case the shares are held in physical form.
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at vijay.garg@meyerapparel.com.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2020-21 will also be available on the Company's website at www.meyerapparel.com, on the website of the Stock Exchange i.e., BSE Limited and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on Wednesday, 22nd September, 2021 at 9:00 A.M. and ends on Friday 24th September 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September 2021.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>

	<p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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, your Password/OTP and a Verification Code as shown on the screen.

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

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password: Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box. Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

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

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

After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

Upon confirmation, the message “Vote cast successfully” will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspratibha.gupta@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address vijay.garg@meयरapparel.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (vijay.garg@meयरapparel.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (vijay.garg@meयरapparel.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

OTHER INFORMATION:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or to a person authorized by the Chairperson in writing who shall countersign the same.
2. The Chairperson or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., September 25, 2021

EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013**ANNEXURE-1: TO THE 28TH AGM NOTICE DATED 13TH AUGUST 2021****ITEM NO. 3:**

Mr. Gajender Kumar Sharma (DIN: 08073521) was appointed as a Whole Time Director by the Board w.e.f. 28th May, 2018 for tenure of 3 years and approved by shareholders in their Annual General Meeting held on 28th September, 2018 and was not liable to retire by rotation pursuant to provisions of Section 203 of the Companies Act 2013.

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

The Board of Directors, on the recommendation of its Audit Committee and Nomination & Remuneration Committee, had approved the re-appointment of Mr. Gajender Kumar Sharma as Whole-Time Director of the Company till the Next AGM in the Year 2022 subject to the approval of members in the General Meeting. He will be designated as Whole Time Director and Chief Financial Officer, a Key Managerial Personnel.

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

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

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

ITEM NO. 4:

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

Ms. Meenakshi Goyal was earlier appointed as an Additional Independent Director of the Company, on the recommendation of its Nomination & Remuneration Committee, by the board in their meeting held on 14th April 2021, subsequently in compliance with the provisions of section 149 read with Schedule IV of the Act and read with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the opinion of the Board, Ms. Meenakshi Goyal (DIN: 07177126) fulfils the conditions specified in the Act and the Rules framed there under for her appointment as Independent Director and she is independent of the management. The Board of Directors proposing her candidature as Independent Directors for a consecutive term of five years w.e.f 14th April 2021, subject to Shareholder approval in the ensuing AGM.

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

Brief Profile of Directors

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (LODR) Regulations, 2015]

1. Name (in full)	: Meenakshi Goyal
2. Director Identification Number (DIN)	: 07177126
3. Date of birth	: 18 th January 1976
4. Designation	: Additional Independent Director
5. Date of Appointment	: 14 th April 2021
6. Occupation	: Educationist
7. Nationality	: Indian
8. No. of Equity Share held	: NIL
9. Chairmanships of Committees	: Audit Committee, Nomination & Remuneration Committee
10. Memberships of Committee	: Stakeholder Relationship Committee
11. Relationships between Directors	: NIL
12. Directorship in Other Companies	: NIL
13. Qualification	: Economics graduate from S.R.C.C, Delhi, University (1996) : Qualified Company Secretary (1999) M.No. 15387 of ICSI
14. Working Experience	: Sixteen-year experience in Finance, Accounts and Taxation

Except Ms. Meenakshi Goyal (DIN: 07177126), none of the other Directors and the Key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 4.

ITEM NO. 5:

The Ministry of Corporate Affairs (MCA), vide its Notification dated 18th March, 2021, has notified under clause 32 and 40 of the Companies (Amendment) Act, 2020 and also amended Schedule V of the Companies Act, 2013 (the Act), which provides for payment of remuneration, upto the ceilings specified in the said Schedule, to the Non-Executive Directors / Independent Directors in case the Company has no profits or its profits are inadequate, subject to the approval of the Members of the Company.

Considering the valuable contributions of the Independent and Non-Executive Directors, the Board, on the recommendation of its Audit Committee and Nomination & Remuneration Committee has unanimously approved for payment of remuneration, not exceeding the ceilings provided under Schedule V of the Companies Act, 2013, to the Independent and Non-Executive Directors in case the Company has no profits or its profits are inadequate, during the financial year FY 2021-22. The Board of Directors, on the recommendation of Audit Committee and Nomination & Remuneration Committee, have recommended maximum upto Rs. 12 lakh remunerations to the Independent and Non-Executive Directors of the Company. The payment of remuneration would be in addition to the sitting fees payable to them for attending Board meeting and Board sub-committee meetings.

The Board of Directors recommends **Special Resolution** set out in Item no. 5 of the Notice for approval by the Members.

Details of each of the existing Non-Executive and Independent Directors, as prescribed under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure – A**.

Statement as required under Schedule V of the Companies Act, 2013 has been annexed hereto and marked as **Annexure B**.

Except Ms. Anjali Thukral, Non-Executive Director, Ms. Meenakshi Goyal Additional Independent Director, Ms. Swastika Kumari, Independent Director, none of the other Directors and the Key Managerial Personnel together with their relatives is in any way, concerned or interested in the Resolution in Item No. 5.

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

Place : Gurugram
Dated : 13th August 2021

Sd/-
Vijay Kumar Garg
Company Secretary
& Compliance Officer

Annexure A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name of the Director	Ms. Anjali Thukral	Ms. Meenakshi Goyal	Ms. Swastika Kumari
Date of Birth (Age)	21-02-1972	18-01-1976	12-08-1987
DIN No.	01460179	07177126	07823199
Original date of Appointment	13-02-2020	14-04-2021	12-09-2017
Qualification(s)	Fellow Company Secretary from ICSI	Economics Graduate from S.R.C.C, Delhi, University (1996) and Qualified Company Secretary (1999) having M. No. 15387 of ICSI	Advocate and Law Graduate LLB & LLM from Delhi University
Experience (including expertise in specific functional area)	22 years of Experience in Secretarial and Corporate Finance	16 years of experience in Finance, Accounts and Taxation	8 years of experience in Litigation and Advocacy.
Terms & Conditions of appointment/ re-appointment including detail of remuneration sought to be paid	Remuneration is proposed to be paid within ceilings prescribed in Schedule V of the Companies Act in case of no profits/ inadequate profits (as per Resolution No. 5 of the Notice)		
Details of remuneration last drawn (FY 2020-21)	NIL	NIL	NIL
Board Membership of other companies as on March 31, 2021	Arista Realtors Private Limited	NIL	NIL
Chairman [C]/Member[M] of the Committee of the Board of Directors of the companies in which he/ she is a Director *	Meyer Apparel Limited Nomination & Remuneration Committee [M] Audit Committee [M] Stakeholder Relationship Committee [M]	Meyer Apparel Limited Audit Committee [C] Nomination and Remuneration Committee [C] Stakeholder Relationship Committee [M]	Meyer Apparel Limited Audit Committee [M] Nomination and Remuneration Committee [M] Stakeholder Relationship Committee [C]
No. of Board Meetings attended during FY 2020-21	6	0	6
No. of shares held in the Company as on March 31, 2021	90	Nil	Nil
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company		

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

Annexure B

**Statement as required under Schedule V of the Companies Act, 2013
(with reference to Resolution at Item No. 5)**

I. General Information:**(i) Nature of Industry:**

The Company is in the business of manufacture and trading of Men's suits and formal.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 21st May 1993 and commenced its commercial operations in the year 1993.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(iv) Financial performance based on given indicators - as per audited financial statements for the year ended 31st March, 2021:

Particulars	(Rs. Lakhs)	
	FY 2020-21	FY 2019-20
Revenue from operations	349.3	543.3
Net Profit/ (Loss) in accordance with Section 197 of the Companies Act, 2013	(144.6)	(604.5)
Profit/ (Loss) Before Tax	(144.6)	(748.9)
Profit/ (Loss) After Tax	(153.2)	(902.8)
Net Worth	(2713.4)	(2560.3)

(v) Foreign investments or collaborators, if any:

The Company has not made any foreign investments.

II. Information about the appointee:**(i) Background details and Past remuneration during the FY 2020-21**

Profile of the Directors including remuneration paid (NIL) to them during FY 2020-21 is covered in Annexure A to the Notice of AGM.

(ii) Recognition or awards: Nil**(iii) Job Profile and suitability:**

- **Ms. Anjali Thukral, Non-Executive Director** was appointed w.e.f 13th February 2020 has been supervising various matters of the Company and Board proceedings.
- **Ms. Swastika Kumari, Independent Director** was appointed w.e.f 12th September 2017 on various position and has been advising company on various legal matters.
- **Ms. Meenakshi Goyal, Additional Independent Director** was appointed w.e.f 14th April 2021 has experience in the field of secretarial matters.

All the above-mentioned Directors are persons of integrity and possess appropriate skills, expertise, knowledge and qualifications in their respective field which are beneficial to the interests of the Company.

(iv) Remuneration proposed, Notice period and Severance fees, etc.:

As per the details given in the Resolution No. 5 of the Notice.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the person and position:

Taking into consideration the size of the Company, the profile of the Directors (Ms. Anjali Thukral, Ms. Swastika Kumari, Ms. Meenakshi Goyal), the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid to them is commensurate with the remuneration package(s) paid to similar senior level counterpart(s) in other companies.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the sitting fee / remuneration paid to them / proposed to be paid, Ms. Anjali Thukral, Ms. Swastika Kumari, Ms. Meenakshi Goyal does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III Other Information:

(i) Reasons of loss or inadequate profits:

During the current year 2020-21 your company's gross sales turnover has been at Rs. 260.9 Lacs only in comparison with the last year's turnover at Rs. 542.4 Lacs, which is primarily on account of the outbreak of corona virus (COVID-19) pandemic globally and in India has caused since previous year and is causing significant disturbance and slowdown of economic activity. The Company's operations and revenue during the period were impacted due to COVID-19. Formal wear market has taken a big hit with work from home change and steps taken or proposed to be taken for improvement.

(ii) Steps taken or proposed to be taken for improvement:

The Company has taken various initiatives towards improvement in sales and reduction in costs as summarized below:

The Company has generated revenue from retailing of garments and is exploring other avenues to seek revenue. Cost Reduction being undertaken aggressively across all the functions in the Company.

(iii) Expected increase in productivity and profits in measurable terms:

The aforesaid steps taken by the Company are expected to improve the Company's sales and profitability in near future.

(IV) Disclosures:

The information and disclosures of the remuneration package of all the Directors has been provided in the Corporate Governance Report, forming part of the Annual Report, under the heading "Remuneration to Directors" for the year ended 31st March, 2021.

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

Sd/-

Vijay Kumar Garg
Company Secretary &
Compliance Officer

Place : Gurugram
Dated : 13th August 2021