



Meenakshi
Enterprises
Limited

CIN : L51102TN1982PLC009711
1/1, First Floor, "5th SQUARE", TAS Enclave,
AK Block, 10th Main Road Extn, Anna Nagar,
Chennai – 600 040 | T : 044 - 2621 6641
E : investor@melnbfc.com|W : www.melnbfc.com

23rd August, 2017

To,
DM-Corporate Services
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 538834 (BSE)

Dear Sir,

**Sub: Intimation under Regulation 30(2) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

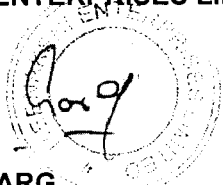
In pursuance to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following intimation is being made that:

Notice is hereby given that the 34th Annual General Meeting of the Company is scheduled to be held on Saturday, 16th day of September, 2017 at 09.00 A.M at Kadambur Sri MariammanMahal, No.41/9 Medavakkam Main Road, Ganesh Nagar , Madipakkam, Chennai - 600 091. Please find enclosed the Notice of the 34th Annual General Meeting as Annexure I.

Further, it is herewith informed that the Register of Members & Share Transfer Books of the Company will remain closed from Sunday, 10th September, 2017 to Saturday, 16th day of September, 2017 (both days inclusive) for the purpose of the 34th Annual General Meeting.

Kindly take the same on your record & oblige.

FOR MEENAKSHI ENTERPRISES LIMITED

Vishalkumar Garg


**VISHAL KUMAR GARG
(DIN:06732732)
MANAGING DIRECTOR**

MEENAKSHI ENTERPRISES LIMITED

CIN: L51102TN1982PLC009711

Regd. Office: 1/1, First Floor, "5th SQUARE", TAS Enclave, AK Block, 10th Main Road Extn, Anna Nagar, Chennai - 600040

Ph. No. : 044-26216641; Email: investor@melnbfc.com; Website: www.melnbfc.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEENAKSHI ENTERPRISES LIMITED, WILL BE HELD ON SATURDAY, 16TH DAY OF SEPTEMBER, 2017 AT 09.00 A.M. AT KADAMBUR SRI MARIAMMAN MAHAL, NO.41/9 MEDAVAKKAM MAIN ROAD, GANESH NAGAR, MADIPAKKAM, CHENNAI - 600 091

TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MR.STANLEY GILBERT FELIX MELKHASHINGH, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr.Stanley Gilbert Felix Melkhashingh, (DIN: 01676020), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item No. 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members of the AGM held on 30th day of September, 2016, the appointment of M/s. Vivekanandan Associates, Chartered Accountants (Firm Registration No. 05268S), as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2021 be and is here ratified and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditor.

SPECIAL BUSINESS:

Item No. 4: APPOINTMENT OF Mr.SHOLINGAR SHANMUGAM DHANAPAL AS INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr.Sholingar Shanmugam Dhanapal(DIN 07844784), who was

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appointed w.e.f., 08th June, 2017 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 08th June, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term up to 07th June, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution."

Item No. 5: APPOINTMENT OF Mr. VISHAL KUMAR GARG AS MANAGING DIRECTOR:

To consider and if thought fit, to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT Mr. Vishal Kumar Garg (DIN: 06732732), who was appointed w.e.f. 04th, August, 2017 as an Additional Director of the Company by the Board of Directors at their meeting held on 04th, August, 2017 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company;

"RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded for the appointment of Mr. Vishal Kumar Garg (DIN: 06732732) as Managing Director of the company for a period of one year with effect from 05th August, 2017 to 04th August, 2018 on the following Terms, Conditions And Remuneration:

1. His tenure of appointment will be from 05th August, 2017 to 04th August, 2018;
2. He shall be paid a consolidated Remuneration of Rs. 7,80,000/- per annum.
3. He shall be paid Telephone Expenses Incurred on the actual basis and
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he will not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Consent of the Board of Directors of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Vishal Kumar Garg (DIN: 06732732), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

"RESOLVED FURTHER THAT Mr. Vishal Kumar Garg (DIN: 06732732), Managing Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

"RESOLVED FURTHER THAT the Board of Directors (herein after referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and his

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hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Vishal Kumar Garg (DIN: 06732732), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution."

By order of the Board of Directors
For MEENAKSHI ENTERPRISES LIMITED

Sd/-
VISHAL KUMAR GARG
(DIN: 06732732)
MANAGING DIRECTOR

Date :14.08.2017

Place : Chennai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

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4. The Register of Members and the Share Transfer books of the Company will remain closed from Sunday, 10th September, 2017 to Saturday, 16th September, 2017 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 34th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 34th Annual Report will also be available on the Company's website www.melnbfc.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering fore-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor mailid: investor@melnbfc.com.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2017.

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14. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- a. The remote e-voting period commences on Wednesday, 13th September, 2017 (09.00 AM. IST) and ends on Friday, 15th September, 2017 (5.00 PM. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 09th September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).

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- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN: **170822095** for the relevant Company Name i.e., **MEENAKSHI ENTERPRISES LIMITED** on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. Note for Institutional Shareholders and Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at investor@melnbfc.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 15th September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 09th September, 2017.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 09th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 09th September, 2017, may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com
19. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
20. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
21. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

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22. Scrutiny of the Voting Process:

- a) The Board of directors has appointed **Ms.Deepika K, Company Secretary** (Certificate of Practice No. 18437 & Membership No. 40527) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- c) The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.melnbfc.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

**By order of the Board of Directors
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-
VISHAL KUMAR GARG
(DIN: 06732732)
MANAGING DIRECTOR**

**Date :14.08.2017
Place : Chennai**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Mr.Sholingar Shanmugam Dhanapal(DIN 07844784) is a Non-Executive (Independent Director) of the Company, he joined the Board of Directors on 08th June, 2017. He is the Member of the "Audit Committee" & "Nomination and Remuneration Committee" of the Board of Directors of our Company. Mr.Sholingar Shanmugam Dhanapal ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.In terms of Section 149 and other applicable provisions of the Companies Act, 2013, he being eligible and seeks appointment as an Independent Director for a term of five years.

Mr.SholingarShanmugam Dhanapal, aged 27 years, holds Master's Degree in Commerce. He has quite a good experience in the fields of accounts and finance.With his deep knowledge he can surely contribute at large to the growth of the Company. His association with the Company and its Board will help company to plan its market penetration strategies more beneficially.

He does not hold any Directorships in any other company

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Mr.Sholingar Shanmugam Dhanapal does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mr.Sholingar Shanmugam Dhanapal does not hold any Equity Shares in M/s Meenakshi Enterprises Limited.

Mr.Sholingar Shanmugam Dhanapal, during the FY 2015-2016 was not part of the Board of Directors of the Company, thus the question of the attending the Board Meeting during the said FY does not arise.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr.Sholingar Shanmugam Dhanapal;

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

He is not related to any of the other Director(s), and KMP(s) of the Company.

The Resolution seeks the approval of members for the appointment of Mr.Sholingar Shanmugam Dhanapal as an Independent Director of the Company upto 07th June, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board of Directors, Mr.Sholingar Shanmugam Dhanapal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr.Sholingar Shanmugam Dhanapal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr.Sholingar Shanmugam Dhanapal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.Sholingar Shanmugam Dhanapal as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Mr.Sholingar Shanmugam Dhanapal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as **Ordinary Resolution**.

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Item No. 5

The Board of Directors at its meeting held on 04th August, 2017 appointed Mr.Vishal Kumar Garg (DIN: 06732732) as an additional Director of the Company with effect from 04th August, 2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr.Vishal Kumar Garg will hold office upto the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr.Vishal Kumar Garg for the office of Director of the Company.

Further at the same Board Meeting Mr.Vishal Kumar Garg was appointed as the Managing Director of the Company for a period of one year with effect from 05th August, 2017 to 04th August, 2018 on the following Terms, Conditions and Remuneration:

1. His tenure of appointment will be from 05th August, 2017 to 04th August, 2018;
2. He shall be paid a consolidated Remuneration of Rs. 7,80,000/- per annum.
3. He shall be paid Telephone Expenses Incurred on the actual basis and
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he will not be liable to retire by rotation.

The appointment of Mr.Vishal Kumar Garg as an Additional Director and re-designation as Managing Director was recommended by "Nomination and Remuneration Committee" at its meeting held on 04th August, 2017.

Mr.Vishal Kumar Garg is the Member of Two Committees of the Board, namely; "Audit Committee" and "Stakeholders Relationship Committee".

Mr.Vishal Kumar Garg, aged 26 years is a member of Institute of Company Secretaries of India and has holds a Master's Degree in Business Administration in the field of Finance. He has a rich experience of over 5 years in the fields of Finance and Corporate Laws.

He holds Directorships in the following companies other than that of our Company;

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Erudore Advisors Private Limited	05/06/2015	Director

Mr.Vishal Kumar Garg does not hold any Equity Shares in M/s Meenakshi Enterprises Limited.

We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

Mr.Vishal Kumar Garg, during the FY 2015-2016 was not part of the Board of Directors of the Company, thus the question of the attending the Board Meeting during the said FY does not arise.

The Company has received from Mr.Vishal Kumar Garg:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

MEENAKSHI ENTERPRISES LIMITED

CIN: L51102TN1982PLC009711

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Ph. No. : 044-26216641; Email: investor@melnbfc.com; Website: www.melnbfc.com

- ii. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and

Mr. Vishal Kumar Gargis not related to any of the other Director(s), and KMP(s) of the Company.

Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.

I. General Information:

1. Nature of Industry:

Meenakshi Enterprises Limited (MEL) is a Non Banking Finance Company registered with RBI. Primarily, the Business of the Company can be divided into following sections:

- NBFC Activity (Non-Deposit Taking Company)
- Investment/Trading in Shares & Securities

2. Date and expected date of Commencement of Business Operations:

The Company has been into existence since 1982 and focusing on contributing to the growth of Financial Sector and in turn the increase in Economic activities.

3. In case of New Companies, expected date of commencement of activities:

Not applicable as the company is already in to existence.

4. Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	FY 2016-2017	FY 2015-2016	FY 2014-2015
Profit before Tax	22.36	(68.09)	14.39
Profit after Tax	15.96	(67.82)	7.03
Net-worth	1236.57	1218.40	1284.01

5. Foreign Investments or collaborators:

Nil

I. Information about Mr. Vishal Kumar Garg:

1. Background:

Mr. Vishal Kumar Garg, aged 26 years is a member of Institute of Company Secretaries of India and has holds a Master's Degree in Business Administration in the field of Finance. He has a rich experience of over 5 years in the fields of Finance and Corporate Laws. He before being engaged as a Director of this Company, was perusing his career as a Practising Company Secretary.

2. Past Remuneration:

Not applicable.

3. Job Profile and his suitability:

Mr. Vishal Kumar Garg has been appointed as the Managing Director of the Company subject to the approval of the Shareholders. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

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As he has vast knowledge in Finance and Corporate Laws, he is suitable to occupy this position.

4. Remuneration Proposed:

He Shall be paid a consolidated remuneration of Rs. 7,80,000/- per annum with effect from 05th August, 2017.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Except for the below mentioned Pecuniary relationship, Mr. Vishal Kumar Garg does not have any other Pecuniary relationship with the company:

- a. Remuneration as proposed in the resolution.
- b. Mr. Vishal Kumar Garg, in his individual capacity, on the date of this notice does not hold any Equity Shares in M/s. Meenakshi Enterprises Limited.
- c. Further the Company in the past has obtained the services of Mr. Vishal Kumar Garg in his capacity as a Practising Company Secretary.

Except for the above mentioned relations, Mr. Vishal Kumar Garg is not related to any of the other Director(s) or KMP(s) of the Company.

II. Other information:

1. Reasons of inadequate Profit:

The Company operates in an industry where volatility is the order of the day. In the current year the Company has earned profits to an extent of Rs.15,96,136/-

2. Steps taken/proposed to be taken for improvement:

The Company is constantly undertaking research & development activity to develop the company, for capturing the market share. The Company is taking constant steps to stabilize the profits of the company.

3. Expected increase in productivity and profits in measurable terms:

The Company is aiming to increase the turnover of the company and become a stable company with reasonable profits during the next three Financial Year.

III. Disclosure:

Information as required under this head is provided under the Corporate Governance Report of the Annual Report.

The Resolution seeks the approval of members for the appointment of Mr. Vishal Kumar Garg as Managing Director of the Company for a period of one year with effect from 05th August, 2017 to 04th August, 2018 under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of

MEENAKSHI ENTERPRISES LIMITED

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Managerial Personnel) Rules, 2014 as amended from time to time, at remuneration of Rs. 7,80,000/- (Rupees Seven Lakhs Eighty Thousand only) per annum.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Vishal Kumar Garg as the Managing Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vishal Kumar Gargas the Managing Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Mr. Vishal Kumar Garg, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as **Special Resolution**.

**By order of the Board of Directors
For MEENAKSHI ENTERPRISES LIMITED**

**Sd/-
VISHAL KUMAR GARG
(DIN: 06732732)
MANAGING DIRECTOR**

**Date :14.08.2017
Place : Chennai**



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(T) (91)- 044-2621 6641 | Web: www.melnbfc.com.com | Email: investor@melnbfc.com

ATTENDANCE SLIP

(To be presented at the entrance)

34thANNUAL GENERAL MEETING ONSATURDAY, 16thSEPTEMBER, 2017AT 09.00 A.M

at Kadambur Sri MariammanMahal, No.41/9 Medavakkam Main Road, Ganesh Nagar , Madipakkam, Chennai - 600 091

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/ proxy holder can attend the Meeting.

2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.



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PROXY FORM

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

Name of the Member : _____

Registered Address : _____

Email Id : _____

Folio No. / Client ID : _____

No. _____

I/We, being the member(s) of Share of **MEENAKSHI ENTERPRISES LIMITED**, hereby appoint

1. Name : _____ Email Id : _____

Address : _____ Signature : _____

or failing him

2. Name : _____ Email Id : _____

Address : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34thAnnual General Meeting of the Company to be held on Saturday, 16thSeptember, 2017 At 09.00 A.M at Kadambur Sri MariammanMahal, No.41/9 Medavakkam Main Road, Ganesh Nagar, Madipakkam, Chennai - 600 091 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of Financial Statement,
2. Re-Appointment of Mr. Stanley Gilbert Felix Melkhasingh, retirement by Rotation,
3. Appointment of Auditors,

Special Business:

1. Appointment of Mr.SholingarShanmugamDhanapal as Independent Director.
2. Appointment of Mr. Vishal Kumar Garg as Managing Director

Signed this _____ day of _____ 2017

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note:

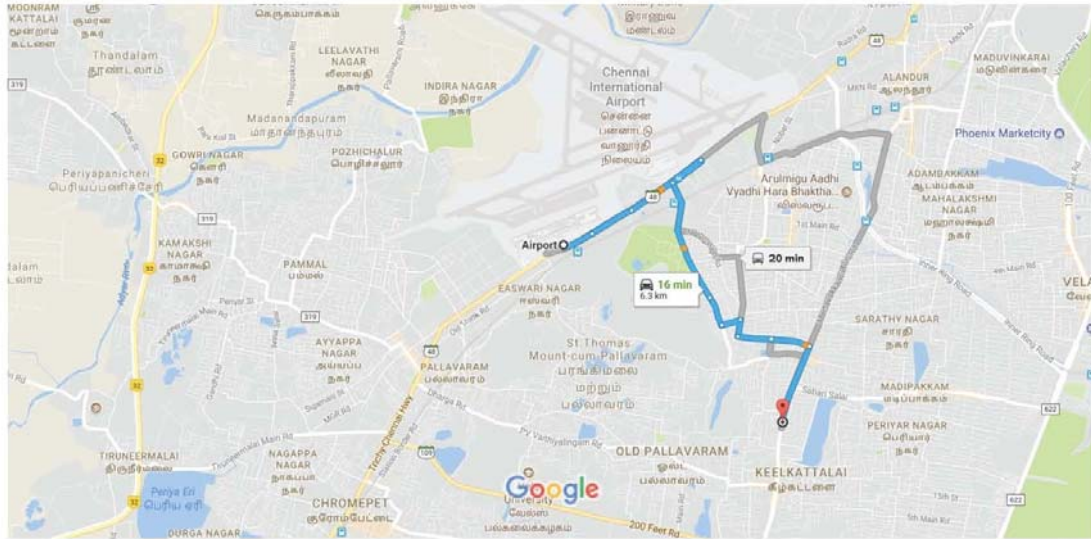
- a) This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.

ROUTE MAP TO THE VENUE OF THE AGM

Google Maps

Airport to Kadambur Sri Mahal

Drive 6.3 km, 16 min



Map data ©2017 Google India 1 km

	via BV Nagar 3rd Main Rd Fastest route, the usual traffic	16 min 6.3 km
	7:29 AM–7:49 AM  S11	20 min
	7:12 AM–7:48 AM  21G /  70V /  G18 /  G70 /  S1 >  18D /  M18C	36 min