

## **MAHAALAXMI TEXPRO LIMITED**

(Formerly Known as Abhishek Corporation Limited)

Registered Office: Gat No. 148, Tamgaon, Kolhapur-Hupari Road, Tal. Karveer, Kolhapur 416 234,  
India Ph.: +91-231-2676191, Fax:+91-231-2676194

Website: www.mahaalaxmitexpro.com Email: investor.mahaalaxmitexpro@gmail.com

CIN: L51491PN1993PLC073706

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that Extra-Ordinary General Meeting No. 2/2024-25 of members of "Mahaalaxmi Texpro Limited" (Formerly Known as "Abhishek Corporation Limited") (CIN L51491PN1993PLC073706) will be held on Tuesday, February 25, 2025 at 11.00 a.m. through video conferencing ("VC") / other Audio-Visual mean ("OAVM") to transact the following business:

#### **SPECIAL BUSINESS:**

- 1. Approval for sale of asset of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

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 other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and Regulation 37A(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents and permissions obtained/to be obtained from the appropriate third parties including concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), for effecting the Sale of Machinery from Spinning unit of the Company erected at Gat No. 148 Tamgaon, Kolhapur-Hupari Road, Kolhapur , as identified, to M/s. Samosaran Yarns Pvt Limited ("SYPL") for Lum sum consideration of about INR 7,35,00,000 /- (in word Rupees Seven crore thirty-five lakhs only) and subject to such terms and conditions as mutually agreed upon by the Company with the "SYPL" including certain closing date adjustment as specified in Memorandum of Understanding ("MOU") dated 22<sup>nd</sup> January, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such further agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or Director(s)/Manager/Chief Financial Officer & Chief Risk Officer/ Company Secretary and/or any of the officers/authorised representatives of the Company, with authorities as required, affixing the Common Seal of the Company on agreement/documents, arranging delivery and execution of Contract, deeds, agreements and instruments.”

**2. Approval for sale of asset of the Company pursuant to the provisions of Section 180(1)(a) and 188 of the Companies Act, 2013 and Regulation 23 and 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

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

**“RESOLVED THAT** pursuant to Section 180, 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Regulation 23 and 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the Company's “Related Party Transactions Policy” for dealing with material related party transaction, relevant provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “Board”) to enter into material related party transaction by way of Sale of fabric business of the Company erected at Gat No. 149 Tamgaon, Kolhapur-Hupari Road, Kolhapur, to Girnar Spintex Industries Limited (Formerly known as Amit Spinning Industries Limited) (“GSIL”) incorporated under Companies Act 1956 , a related party entity for a total consideration of INR 24,75,00,000/- (Rupees Twenty-four crore seventy-five lakhs Only), in slum sale as ‘going concern’ basis, , which includes all assumed assets relating to the Fabric Business Undertaking (together with the movable assets, liabilities, assumed contract and employees, (collectively, the “Fabric Business Undertaking”)

as per the terms and conditions of the Business Transfer Agreement executed in this regard from time to time ("BTA" or "Business Transfer Agreement"), on such terms and conditions as mutually decided between the parties including certain closing date adjustment as specified in Business Transfer Agreement ("BTA") dated 22nd January,2025 being carried out at arm's Length.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary further agreements, deeds of assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.

**RESOLVED FURTHER THAT** a certified true copy of this resolution duly signed by any Director of the Company, be sent to the concerned authority, for their information & records."

**Date: 22<sup>nd</sup> January 2025**  
**Place: Kolhapur**

**By order of the Board of Directors**  
**For Mahaalaxmi Texpro Limited**

**Nasima Kagadi**  
**Company Secretary & Compliance Officer**  
**M. No. - 70341**

## **NOTES FOR MEMBER'S ATTENTION:**

1. Company was under liquidation. Hon'ble NCLT vide order date 11<sup>th</sup> March ,2019 and liquidator through Sale Certificate along with Acquisition plan dated 11<sup>th</sup> March,2024 sold the company as going concern to Mahaalaxmi Textile (Successful Bidder). Pursuant to NCLT order date 11<sup>th</sup> March ,2019 and Sale Certificate along with Acquisition plan dated 11<sup>th</sup> March, 2024 several corporate actions like Cancellation of shareholding of previous promoters, reduction of capital of public shareholders and consolidation of shares and allotment of new shares to successful bidder i.e. new promoters in order to handover the company to successful bidder is in process hence holding of members may vary as the record date for execution of these corporate actions is 24<sup>th</sup> May,2024 and cutoff date for EGM Evoting is 17<sup>th</sup> February,2025

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE MEETING) THROUGH VC/OAVM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE THROUGH VC/OAVM INSTEAD OF HIMSELF/HERESELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

3. In terms of the provisions of Section 112 and 113 of the Act read with the aforesaid circulars Institutional/ Corporate Shareholders (i.e. other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting through VC/OAVM.
4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 setting out material facts in relation to the special business of the Notice, is annexed hereto.
6. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 09/2023 dated 25th September, 2023 read together with circular nos. 20/2020, 21/2021, 02/2022 , 10/2022 and

09/2024 dated 5th May, 2020, 14th December, 2021, 5th May, 2022 ,28th December, 2022 and 19 September,2024 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") and EGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30th September, 2025. In compliance with the MCA Circulars, this EGM is being held through VC/OAVM. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website at [www.mahaalaxmitepro.com](http://www.mahaalaxmitepro.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)

Members of the Company holding shares either in physical form or in Dematerialised forms as on i.e. Friday, January 24, 2025 will be sent Notice of Extra Ordinary General Meeting for the Financial Year 2024-25 through electronic mode.

7. The members, seeking any information with regard to the accounts or any matter to be placed at the EGM or having any questions in connection with the matter placed at EGM, are requested to send email to the Company on or before 20th February, 2025, on [investor.mahaalaxmitepro@gmail.com](mailto:investor.mahaalaxmitepro@gmail.com). The same will be replied suitably.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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 DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
9. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Services (India) limited (CDSL) and National Securities Depository limited (NSDL) on 17<sup>th</sup> February,2025 be entitled to vote by Evoting & Evoting in Extra Ordinary General Meeting in person (s) on the resolutions set for in this notice and the person who are not member as on the cut-off date should treat this notice for information purpose only.
10. Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

**Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company viz. MUGF Intime India Private Limited (Formerly known as Link Intime India Private Limited) by sending request to Company's RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Or to the Company at [investor.mahaalaxmitepro@gmail.com](mailto:investor.mahaalaxmitepro@gmail.com). The said request be accompanied with Form ISR-1 for KYC updation.

**Shareholders holding Shares in Dematerialized Mode:** Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Shareholders may write to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). or to the Company at [investor.mahaalaxmitepro@gmail.com](mailto:investor.mahaalaxmitepro@gmail.com).

11. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the EGM will be the Registered Office of the Company.

## 12. **Voting through electronic means**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended from time to time, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing 'remote e-voting' facility through National Securities Depository Limited (NSDL) to all Members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the notice of the Extraordinary General Meeting ("EGM") of the Company.

### **General Instructions:**

1. The remote e-voting period begins on Saturday, 22nd February, 2025 at 9.00 a.m. (IST) and ends on Monday, 24th February, 2025 at 5.00 p.m. (IST). the Company has fixed 17th February, 2025 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the EGM. A person whose name is recorded in the Register of Members maintained by the depositories as on the cut-off date, i.e. 17th February, 2025, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM. The remote e-voting module shall be disabled by NSDL for voting after Monday, 24th February, 2025 at 5.00 p.m. (IST). Those Members, who will be present in the EGM through VC / OAVM facility and have not cast 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 during the EGM. The voting rights 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.
2. Mr. Shrenik Nagaonkar, Proprietor of M/s. Shrenik Nagaonkar & Associates, Practicing Company Secretaries (Membership No.: F7067; CP No: 11682), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at EGM in a fair and transparent manner.
3. The members who have cast their vote by remote e-voting may also attend the EGM through VC/ OAVM but shall not be entitled to cast their vote again.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the Company as on the cut-off date i.e. Monday, 17th February, 2025.

6. The Scrutinizer shall submit his consolidated report to the Chairman within 2 working days from the conclusion of the EGM.
7. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.Mahaalaxmitexpro.com](http://www.Mahaalaxmitexpro.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, 25th February, 2025.

*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.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register</li> </ol>

	<p>Online for IDEAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password</li> <li>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 company. On clicking the Evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also</li> </ol>



	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, 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.</p>
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. 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.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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.com">evoting@nsdl.com</a> or call at 022 - 4886 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. 1800-21-09911

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) 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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. 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?
1. 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.
  2. 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 Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. 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.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [csshrenik@gmail.com](mailto:csshrenik@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty at [evoting@nsdl.com](mailto:evoting@nsdl.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 [investor.mahaalaxmitexpro@gmail.com](mailto:investor.mahaalaxmitexpro@gmail.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 [investor.mahaalaxmitexpro@gmail.com](mailto:investor.mahaalaxmitexpro@gmail.com) If you are an Individual shareholder 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.com](mailto:evoting@nsdl.com) 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 EGM ARE AS UNDER:**

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1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 investor.mahaalaxmitexpro@gmail.com. The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS**

**ITEM No. 1**

Explanatory statement for item no. 1 is being provided in accordance with Section 102 of the Companies Act, 2013, Regulation 36 and 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Provisions of Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s)/ asset of the company, only with the approval of the members of the Company by way of a special resolution. As the proposed Sale of Machinery from Spinning unit of the Company erected at Gat No. 148 Tamgaon, Kolhapur-Hupari Road, Kolhapur falls within the ambit of undertaking as per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations, 2015, it is proposed to obtain approval of the shareholders by special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to Sale of Machinery from Spinning unit of the Company erected at Gat No. 148 Tamgaon, Kolhapur-Hupari Road, Kolhapur , as identified, to M/s. Samosaran Yarns Pvt Limited.

Hence, the approval of members is sought for Sale of Spinning Machinery for total consideration of INR 7,35,00,000 /- (in word Rupees Seven crore thirty-five lakhs only) ("Sale Consideration") subject to certain closing date adjustment as specified in Memorandum of Understanding ("MOU") dated 22nd January,2025.

**Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Object of Sale of the property	Reducing debt of the company
2.	Commercial Rationale for sale of property	The company was taken over by Mahaalaxmi Textile (Successful Bidder) in liquidation process. In order to purchase the company funds were raised. The Successful Bidder had several growths and expansion plans so this company was taken over. However Considering the current market scenario of the textile industry and more Specifically cotton spinning, the management considers that the said unit would require a substantial investment in capital expenditure as well as working capital. However,

		despite such investment the volatility of the industry would make the company vulnerable to the huge burden debt required to Fund the capital expenditure and working capital requirement. In view of the same the management finds it commercially viable to sell the said Machinery.
3.	Use of proceeds arising from sale.	Reducing debt of the company

**The details required to be disclosed pursuant to regulation 30 of SEBI LODR Regulations, read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023:**

Sr. No.	Details of events that need to be provided	Information of such event
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year.	Rs. 5,08,54,350/- (53.94%)
2.	Date on which the agreement for sale has been entered into	22.01.2025
3.	The expected date of completion of sale/disposal	25.04.2025
4.	Consideration received from such sale/disposal	Consideration is Rs. 7,35,00,000. It will be received on or Before 25.04.2025
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	M/s. Samosaran Yarns Pvt Limited-Does not belonging to the promoter & promoter group
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	NA
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes.  Details under regulation 37A of LODR Regulations: - <b>1.Object of Sale of the property:</b> Reducing debt of the company <b>2. Commercial Rationale for sale of property:</b> The company was taken over by Mahaalaxmi Textile (Successful Bidder) in liquidation process. In order to purchase the company funds were raised. The Successful Bidder has several growths and expansion plans so this company was taken



		<p>over. However Considering the current market scenario of the textile industry and more Specifically cotton spinning, the management considers that the said unit would require a substantial investment in capital expenditure as well as working capital. However, despite such investment the volatility of the industry would make the company vulnerable to the huge burden debt required to Fund the capital expenditure and working capital requirement. In view of the same the management finds it commercially viable to sell the said unit.</p> <p><b>3. Use of proceeds arising from sale:</b> Reducing debt of the company</p> <p>This sale is subject to approval thorough special resolution and will be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution</p>
8.	<p>Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.</p>	NA

## ITEM No. 2

Explanatory statement for item no. 2 is being provided in accordance with Section 102 of the Companies Act, 2013, Regulation 36 and 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Provisions of Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s)/ asset of the company, only with the approval of the members of the Company by way of a special resolution. Further pursuant to Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI – LODR") approval of members is required for entering into any material related party transaction. The transaction being executed between the Company and Girnar Spintex Industries Limited ("GSIL") is material related party transaction hence we are seeking approval from members pursuant to section 188 of Companies Act 2013 and Regulation 23 of SEBI LODR.

Accordingly, pursuant to Section 180(1)(a), Section 188(1) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of

a Special Resolution As the proposed of Sale of fabric business of the Company falls within the ambit of undertaking as per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations, 2015, it is proposed to obtain approval of the shareholders by special resolution to sale of the business of the Company situated at Gat No. 149 Tamgaon, Kolhapur-Hupari Road, Kolhapur to Girnar Spintex Industries Limited (Formerly known as Amit Spinning Industries Limited) in slump sale as 'going concern' basis, , which includes all assumed assets relating to the Fabric Business Undertaking (together with the movable assets, liabilities, assumed contract and employees, (collectively, the "Fabric Business Undertaking") as per the terms and conditions of the Business Transfer Agreement executed in this regard from time to time ("BTA" or "Business Transfer Agreement") The Value of Rs. 24,75,00,000/- exceeds the valuation done by the Registered Valuator. valuation or other external report will be made available on request of the shareholders through the registered email address of the shareholders.

Hence, the approval of members is sought for sale of fabric business of total consideration of INR 24,75,00,000 /- (Rupees Twenty-four crore seventy-five lakhs Only) ("Sale Consideration") subject to certain closing date adjustment as specified in Business Transfer Agreement ("BTA") dated 22<sup>nd</sup> January,2025 being carried out at arms Lenth.

**Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI Master Circular dated 11th July 2023 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:**

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Girnar Spintex Industries Limited (Formerly Known as Amit Spinning Industries Limited)
Name of the director or key managerial personnel who is related, if any; and nature of relationship;	Mr Deepak Choudhari and Mrs. Madhubala Choudhari are Directors of Both Companies holding 35.28% shares of Girnar Spintex Industries Limited and 45% share in Mahaalaxmi Texpro Limited
Type, material terms and particulars of the proposed transaction / nature, material terms, monetary value and particulars of the contract or arrangements	a) Sale of the Fabric Business Undertaking of the company (Located at Gat No. 149 Tamgaon, Kolhapur-Hupari Road, Kolhapur 416234) on a 'slump sale' basis as, a material related party transaction.
Tenure of the proposed transaction (particular tenure shall be specified);	Till June 30, 2025 extendable for the further period of 90 days
Value of the proposed transaction	Rs. 24,75,00,000
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone	262.73%

basis shall be additionally provided);	
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	Please refer explanatory statement to the Resolution No. 2.
A copy of the valuation or other external party report, if any such report has been relied upon;	The valuation is done by the registered valuer and the transaction is exceeding the value.
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	25.78%
any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

**Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Sr. No	Particulars	Details
1.	Object of Sale of the property	Reducing debt of the company
2.	Commercial Rationale for sale of property	The company was taken over by Mahaalaxmi Textile (Successful Bidder) in liquidation process. In order to purchase the company funds were raised. The

		Successful Bidder has several growths and expansion plans so this company was taken over. However Considering the current market scenario of the textile industry and more Specifically cotton spinning, the management considers that the said unit would require a substantial investment in capital expenditure as well as working capital. However, despite such investment the volatility of the industry would make the company vulnerable to the huge burden debt required to Fund the capital expenditure and working capital requirement. In view of the same the management finds it commercially viable to sell the said business.
3.	Use of proceeds arising from sale.	Reducing debt of the company

Except Mr. Deepak Choudhary, Managing Director, Mrs. Madhubala Choudhari, Director and Mr. Shrenik Choudhari, CFO being related parties are interested in this resolution since Mr Deepak Choudhari and Mrs. Madhubala Choudhari are Directors of Both Companies holding 35.28% shares of Ginnar Spintex Industries Limited and 45% share in Mahaalaxmi Texpro Limited Except this None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.2 of this notice.

Pursuant to Regulation 23 of the SEBI – LODR, none of the related parties shall vote on the resolutions set out item no 02 of the Notice.

Therefore, the Board recommends the resolution as set out at Item No. 2 of this notice for your approval as a special resolution.

**Date: 22<sup>nd</sup> January 2025**  
**Place: Kolhapur**

**By order of the Board of Directors**  
**For Mahaalaxmi Texpro Limited**

**Nasima Kagadi**  
**Company Secretary & Compliance Officer**  
**M. No.70341**