



**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)**

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of Mohini Health & Hygiene Limited will be held on Friday, June 20, 2025 at 3.00 P.M. at the registered office of the company to transact the following business.

SPECIAL BUSINESS

1. TO ALTER THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause 3(b). Matters which are necessary for the furtherance of Object specified in Clause 3 (a) of the Memorandum of Association of the Company relating to its Matters which are necessary for furtherance of the objects specified be and is hereby altered by adding the following new sub-clause 68 after the existing sub-clause 67 in Clause 3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a).

68. “To carry on business of generating, producing, refining, improving, buying, selling, acquiring, using, transmitting, accumulating, and to act as producer, agent, broker, consultant, collaborator, or otherwise to deal in undertake, assist, encourage, promote, developmental, scientific, technical, engineering, research activities associated with the generation, transmission and distribution of power which is derived conventional/non-conventional methods including hydel, thermal turbine, thermo electric generator, thermionic convertor, hydrogen, Magneto hydro dynamic, fuel cell technology, solar energy, rooftop solar, ground mounted solar, wind energy, tidal energy, energy from biomass or from products/ by products of refining operations like petroleum coke, vacuum residue pitch, LNG and other petroleum products and by-products and deal in all apparatus and things required for or capable of being used in connection with generation, transmission, distribution, energy conservation, development of means, modes and methods for conservation and efficient utilization of energy, measuring the output and improving the efficiency thereof, supply or otherwise trade in

CIN NO. L17300MP2009PLC022058

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,accumulation and employment of electricity, all power that may directly or indirectly be derived there from and for that purpose acquire, establish, contract. lay-down. promote, erect, build, install, commission, carry out and run all necessary power sub-station, workshops, repair shops or any other facility or property required for the purpose of carrying on such business for captive consumption/ commercial uses.”

RESOLVED FURTHER THAT Mr. Avnish Bansal, (DIN:02666814) Managing Director, Mr. Sarvapriya Nirmallesh Bansal (DIN:02540139) whole-time director of the Company and Mrs. Arnika Jain, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

2. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered by inserting/adding new sub article **aa & bb** in the existing interpretation **article 2** after existing sub article **z**

Sr. no	Particulars	
	(aa) “Power Purchase Agreement and wheeling agreement” shall mean the power purchase agreements and power purchase and wheeling agreement entered into between Company, govt.companies, transmission companies, Distribution companies,3rd party companies and other government electricity company/boards and Captive User/3rd party power sale and shall include all other power purchase agreements that may be entered into between Company and Captive User/3rd party power sale, in the future and upon mutual written agreement, for supply of electricity by the Company to Captive User on a captive consumption or 3rd party power sale basis;	Power Purchase Agreement and wheeling agreement
	(bb) "Project/s" means the solar, solar- wind hybrid or any other power plants installed/established by the Company for supplying Electricity to the Captive User on a captive consumption basis or sale of power to 3rd party basis, and shall include all other projects that may be entered into between the Company and Captive User/3rd party power sale, in the future and upon mutual written agreement, for supply of Electricity by the Company to Captive User on a captive consumption basis or 3rd party power sale on ownership/leased land which is provided by Captive User/3rd party power sale for	Project/s

	<p>setting up such project on lease .ownership or otherwise;</p> <p>It also includes the other projects which the company entered to or set up to achieve the objects mentioned in the Memorandum of association with any other body corporates, individual, government, LLP, Partnership firm or joint venture.,</p>	
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RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

3. **REAPPOINTMENT OF MR. AVNISH SARVAPRIYA BANSAL DIN: 02666814, AS A MANAGING DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) and Articles of Association of the Company, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors and all other applicable statutory / regulatory approvals, consents and permissions as may be necessary in this regard and such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board, or any director / officer authorised by the Board of Directors / Committee for this purpose), consent of the members of the Company be and is hereby accorded for the re-appointment and continuation of Mr. Avnish Sarvapriya Bansal (DIN:02666814), as Managing Director of the Company, with effect from January 23, 2025 for a period of three years, liable to retire by rotation, on the following terms and conditions:

- a. Mr. Avnish Sarvapriya Bansal shall perform his functions under the direct control and superintendence of the Board of Directors.
- b. Mr. Avnish Sarvapriya Bansal shall be entitled to the following remuneration
 - i. **Salary (including Bonus):** Mr. Avnish Sarvapriya Bansal shall be entitled to a basic salary of Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum with annual increment of 20%
 - ii. **Performance Bonus/ Commission:** Mr. Avnish Sarvapriya Bansal shall be entitled to an annual performance linked incentive, as may be determined by the Board of Directors/ Nomination and Remuneration Committee (NRC) of the Directors.
 - iii. **Perquisites:** In addition to the aforesaid salary, Mr. Avnish Sarvapriya Bansal shall be provided with following perquisites:
 - (a) Reimbursement of leave travel expenses for self, subject to ceiling of one month’s basic salary per annum;
 - (b) Reimbursement of medical expenses for self and family;

- (c) Personal health and accident insurance for self and family;
 - (d) Fees of club(s) subject to a maximum of two clubs including admission / life membership fee;
 - (e) Facility of Car for business purpose; and
 - (f) Reimbursement of driver's salary for provision of above use of car.
- c. **General:** Mr. Avnish Sarvapriya Bansal shall have such powers, duties and responsibilities, as may be determined by the Board of Directors, from time to time.

Mr. Avnish Sarvapriya Bansal shall abide by the Company's Code of Conduct, provisions contained in Section 166 of the Act and in the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder and Regulation 17 of the Listing Regulations, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. Avnish Sarvapriya Bansal, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act or, as prescribed under Regulation 17 of the Listing Regulations, in excess of Rs.5,00,00,000 or 2.5% of the net profits of the Company, whichever is higher, notwithstanding the case/ situation wherein in any financial year, during the currency of Mr. Avnish Sarvapriya Bansal term as the Managing Director, the Company has no profits or inadequate profits therein.

"RESOLVED THAT the Board of Directors to alter, vary and modify the terms and conditions of the appointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Avnish Sarvapriya Bansal within and in accordance with the Applicable Laws and agreed to between the Board of Directors and as may be acceptable to Mr. Avnish Sarvapriya Bansal

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Avnish Sarvapriya Bansal shall be entitled to receive salary up to the limit as approved by the members herein above, as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.

4. **RE-APPOINTMENT OF MR. SARVAPRIYA NIRMALESH BANSAL DIN: 02540139 AS A WHOLE – TIME DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) and Articles of Association of the Company, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors and all other applicable statutory / regulatory approvals, consents and permissions as may be necessary in this regard and such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board, or any director / officer authorized by the Board of Directors / Committee for this purpose), consent of the members of the Company be and is hereby accorded for continuation and the re-appointment of Mr. Sarvapriya Nirmalesh Bansal (DIN:02540139) as

Whole Time Director of the Company ,upon attaining the age of 70 years on 7th August 2025 for continuation and reappointment for a period of three years from 29th August, 2025, liable to retire by rotation, on the following terms and conditions:

- a. Mr. Sarvapriya Nirmalesh Bansal shall be entitled to the following remuneration
 - i. **Salary (including Bonus):** Mr.SarpapriyaNirmalesh Bansal shall be entitled to a basic salary of Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum .
 - ii. **Performance Bonus/ Commission:** Mr.SarpapriyaNirmalesh Bansalshall be entitled to an annual performance linked incentive, as may be determined by the Board of Directors/ Nomination and Remuneration Committee (NRC) of the Directors .
 - iii. **Perquisites:** In addition to the aforesaid salary, Mr.SarpapriyaNirmalesh Bansal shall be provided with following perquisites:
 - (a) Reimbursement of leave travel expenses for self, subject to ceiling of one month's basic salary per annum;
 - (b) Reimbursement of medical expenses for self and family;
 - (c) Personal health and accident insurance for self and family;
 - (d) Fees of club(s) subject to a maximum of two clubs including admission / life membership fee;
 - (e) Facility of Car for business purpose; and
 - (f) Reimbursement of driver's salary for provision of above use of car.
- b. **General:** Mr. Sarvapriya Nirmalesh Bansal shall have such powers, duties and responsibilities, as may be determined by the Board of Directors, from time to time.

Mr. Sarvapriya Nirmalesh Bansal shall abide by the Company's Code of Conduct, provisions contained in Section 166 of the Act and in the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder and Regulation 17 of the Listing Regulations, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. SarvapriyaNirmalesh Bansal, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act or, as prescribed under Regulation 17 of the Listing Regulations, in excess of Rs.5,00,00,000 or 2.5% of the net profits of the Company, whichever is higher, notwithstanding the case/ situation wherein in any financial year, during the currency of Mr. SarvapriyaNirmalesh Bansalterm as the Wholetime Director, the Company has no profits or inadequate profits therein.

“RESOLVED THAT the Board of Directors to alter, vary and modify the terms and conditions of the appointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sarvapriya Nirmalesh Bansal within and in accordance with the Applicable Laws and agreed to between the Board of Directors and as may be acceptable to Mr. Sarvapriya Nirmalesh Bansal

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Sarvapriya Nirmalesh Bansal shall be entitled to receive salary up to the limit as approved by the members , as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.

5. **RE-APPOINTMENT OF MRS. PARUL BANSAL DIN: 06856466 AS A WHOLE –TIME DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 188,196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) and Articles of Association of the Company, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors and all other applicable statutory / regulatory approvals, consents and permissions as may be necessary in this regard and such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board, or any director / officer authorized by the Board of Directors / Committee for this purpose), consent of the members of the Company be and is hereby accorded for the appointment of Mrs. Parul Bansal (DIN:06856466)as Whole Time Director of the Company for a period of three years from 29th August, 2025, liable to retire by rotation, on the following terms and conditions:

a. Mrs. Parul Bansal shall be entitled to the following remuneration

- i. **Salary (including Bonus):** Mrs.Parul Bansal shall be entitled to a basic salary of Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum .
- ii. **Performance Bonus/ Commission:** Mrs.Parul Bansal shall be entitled to an annual performance linked incentive, as may be determined by the Board of Directors/ Nomination and Remuneration Committee (NRC) of the Directors .
- iii. **Perquisites:** In addition to the aforesaid salary, Mrs.Parul Bansal shall be provided with following perquisites:
 - (a) Reimbursement of leave travel expenses for self, subject to ceiling of one month’s basic salary per annum;
 - (b) Reimbursement of medical expenses for self and family;
 - (c) Personal health and accident insurance for self and family;
 - (d) Fees of club(s) subject to a maximum of two clubs including admission / life membership fee;
 - (e) Facility of Car for business purpose; and
 - (f) Reimbursement of driver’s salary for provision of above use of car.

b. **General:** Mrs.Parul Bansal shall have such powers, duties and responsibilities, as may be determined by the Board of Directors, from time to time.

Mrs.Parul Bansal shall abide by the Company’s Code of Conduct, provisions contained in Section 166 of the Act and in the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder and Regulation 17 of the Listing Regulations, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mrs. Parul Bansal, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act or, as prescribed under Regulation 17 of the Listing Regulations, in excess of

Rs.5,00,00,000 or 2.5% of the net profits of the Company, whichever is higher, notwithstanding the case/situation wherein in any financial year, during the currency of Mrs. Parul Bansal term as the Wholetime Director, the Company has no profits or inadequate profits therein.

“RESOLVED THAT the Board of Directors to alter, vary and modify the terms and conditions of the appointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Parul Bansal within and in accordance with the Applicable Laws and agreed to between the Board of Directors and as may be acceptable to Mrs. Parul Bansal.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mrs. Parul Bansal shall be entitled to receive a salary up to the limit as approved by the members, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.

Registered Office:-

By Order of the Board of Directors,
For, MOHINI HEALTH & HYGIENE LIMITED

Sd/-
Mr. AVNISH BANSAL
DIN: 02666814

Managing Director

Sd/-
Mr. SARVAPRIYA
NIRMALESH BANSAL
DIN: 02540139
Whole-time Director

Date:- 26th May,2025

Place:- Pithampur

MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE COMPLETED INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST REACH OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

1. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of the members not exceeding fifty (50) holding in aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting under Section 113 of the Companies Act, 2013 are requested to ensure that the authorized representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
3. The explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect of all the items of the businesses of the meeting as indicated in the notice are enclosed herewith.
4. Notice of the Meeting along with Attendance Slip and Proxy Form are available on the website of the Company at <https://mohinihealthandhygiene.com>
5. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (M/s. MUFG Intime India Private Limited (formerly known As Link Intime India Private Limited) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. <https://mohinihealthandhygiene.com> and on the websites of the National Stock Exchange of India Limited at www.nseindia.com. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, May 9, 2025 will receive the Notice through electronic mode.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cs@mohinihealthandhygiene.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are

requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@mohinihealthandhygiene.com

7. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. The nomination form may be filed with the respective Depository Participant.
8. 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 account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
9. A route map for easy location of the venue is given on back of the Attendance slip attached to this Notice.
10. The Company has appointed M/s. MUFG Intime India Private Limited formerly known as Link Intime India Private Limited., as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as MOHINI HEALTH & HYGIENE LIMITED
11. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is INE450S01011.
12. All documents as are mentioned in Notice containing draft resolution or in explanatory statement attached to the Notice are open for inspection at the Registered Office of the Company during business hours on all working days up to the date of this Extra Ordinary General Meeting.
13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (smartodr.in/login)
14. The Board of Directors has appointed CS. Suyash Jain proprietor of M/s Suyash Jain & Associates having (ACS-52638 C.P. No. 21490), as the Scrutinizer to scrutinize the e-voting during the Extra-ordinary General Meeting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

15. Process and manner for members opting for voting through Electronic means:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs

dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, June 17, 2025 at 9.00 a.m and ends on Thursday, June 19, 2025 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 13, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 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 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate

	OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant MOHINI HEALTH & HYGIENE LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mohinihealthandhygiene.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company at cs@mohinihealthandhygiene.com/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.

1800 21 09911

16. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the meeting.
17. Brief Profile of Directors Seeking Appointment / Re-Appointment at the 01/2025-26 Extra Ordinary General Meeting of the Company.

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India is as below:

PROFILE OF DIRECTORS

Name	Mr. Avnish Bansal	Mr. Sarvapriya Nirmalesh Bansal	Mrs. Parul Bansal
Age	40 years	69 years(he will step up in 70 in August 2025)	37 years
Brief Resume	Mr. Avnish Bansal is graduated as Bachelor of Commerce from South Gujarat University, Surat. He did his Masters in business Administration specializing in Finance from Edinburgh Business School, United Kingdom. He is a dynamic & Results-oriented Managing Director drives a goal to establish strategic & mutually beneficial partnerships, along with relationships with associate companies, vendor's, service providers. His association with the Company is beneficial to the Company.	He is great command over efficient and economical sources of procurement and deep understanding of government policies. Through his long career he has been involved in pipe marketing for leading companies in the country, dyes and chemicals manufacturing and distribution at a global scale and implementing and managing cotton textile projects. Mr. S.P.Bansal is instrumental in securing strategic deals for the growth of the company. He holds a bachelors in commerce from Patna University.	She has completed diploma in Animation, Graphics and Multimedia from Arena Multimedia and having experience of more than 11 Years in the area. She assists the company in branding and packaging development for new launches and assists the company in implementing CSR projects.

Date of first appointment on the Board	June 24, 2009	June 24, 2009	January 31, 2017
Experience	15 years	46 years	11 years
Details of past remuneration	Rs.700000/- per month	Rs.700000/- per month	700000/- per month
Details of present remuneration	Rs.700000/- per month	Rs.700000/- per month	700000/- per month
Directorship held in other companies <i>(excluding foreign companies & section 8 companies)</i>	<ul style="list-style-type: none"> • ShikharInfrasolution (India) Private Limited • VedantKotton Private Limited • Mohini Hygiene Care Products Private Limited • Omavi Ventures Private Limited • Mohini Active Life Private Limited • Pradit Fashions Private Limited • Anviti Healthcare Private Limited • Taxofin Professional Services Private Limited 	<ul style="list-style-type: none"> • Shikhar Infrasolution (India) Private Limited • Vedant Kotton Private Limited • Omavi Ventures Private Limited 	<ul style="list-style-type: none"> • Anviti Healthcare Private Limited • Mohini Active Life Private Limited • Omavi Ventures Private Limited
Membership/ Chairmanships of Committees of other public Companies <i>(includes only Audit Committee and Stakeholders Relationship Committee)</i>	NIL	NIL	NIL
Listed entities from which the Directors has resigned from	NA	NA	NA

directorship in last 3 years			
Number of Board Meetings attended in FY 2023-24	4 out of 4	3 out of 4	3 out of 4
Inter-se Relationship between Directors	Son of Mr. Sarvapriya Bansal, Spouse of Mrs. Parul Bansal	Father of Mr. Avnish Bansal Managing Director, Father in law of Mrs. Parul Bansal	Spouse of Mr. Avnish Bansal
No. of Shares held in the Company as on 31 st March, 2025	1,02,17,736 Shares	1112500 Shares	NIL

Important Events tabled below

Sr. No	Particulars	Details
1	Date and Time of EGM	Friday, June 20, 2025
2	Cut off date for Evoting	Friday, June 13, 2025
4.	Evoting Start Date	Tuesday June 17, 2025
	Evoting End Date	Thursday June 19, 2025
4	Email ID	cs@mohinihealthandhygiene.com

ANNEXURE 1

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1: TO ALTER THE MEMORANDUM OF ASSOCIATION

The Company Directors has proposed to install a solar plant in Shajapur District, Madhya Pradesh for this the Ministry of Power / Central electricity Authority has precondition to incorporate the Captive consumption clause in Memorandum of Association. The alteration of the objects clause of the Memorandum of Association as set out in the resolution is to facilitate enlarging the Company's scope of operations. The proposed alteration will enable the Company to install a solar plant for captive consumption and business purposes.

Amendments to Clause 3 (b) of the Memorandum of Association, matters which are necessary for furtherance of the objects specified in Clause 3 (a) of the Company are proposed to be made to enable the Board of Directors to consider the proposals for installation of solar power plant for Captive consumption & business purposes.

The proposed amendments in Memorandum of Association are in line with the Company's competencies and business and to enable future expansion plans. Therefore, the Memorandum of Association of the Company is also required to be re-aligned as per the precondition of government authority.

Pursuant to provisions of Section 13 of Companies Act, 2013 Change in the object requires approval of members by way of Special Resolution in general meeting. The approval of the members is accordingly being sought by way of Special Resolution.

However, none of the directors or Key managerial personnel or their relatives are in any way concerned or interested.

ITEM NO.2: TO ALTER THE ARTICLES OF ASSOCIATION

Pursuant to section 14 of the Companies Act 2013 required members approval to alter in the Articles of Association of the company to enable alteration by inserting new sub-articles **aa** and **bb** in **Article 2 (Interpretation)**, following sub-article **z**. The proposed amendment is made by the company as a precondition of Ministry of Power/ Central Electricity Authority for installation of Solar Plant in Shajapur District, Madhya Pradesh for Captive Generation, Captive Consumption & Business purposes.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 2 of this notice is in the interest of the Company, and the Board recommends for your approval as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

ITEM NO. 3

RE-APPOINTMENT OF MR. AVNISH BANSAL AS MANAGING DIRECTOR

Mr. Avnish Bansal was re-appointed as the Managing Director of the Company w.e.f. January 23, 2022 for a period of 3 years i.e. upto January 22, 2025 pursuant to the resolution passed by the Members at their 12th AGM of the Company held on September 30, 2021 and his re-appointment is due for another term of Three years.

The Board of Directors of your Company on the recommendation of the Nomination and Remuneration Committee ('the Committee') and Audit Committee approved the re-appointment of Mr. Avnish Sarvapriya Bansal as Managing Director of the Company w.e.f. January 23, 2025 for a period of three years, liable to retire by rotation, on the remuneration stated in the resolution above, subject to the approval of the Members. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

He is the promoter of the company and son of Mr. Sarvapriya Bansal, Whole-time Director of the company and Spouse of Mrs. Parul Bansal Whole-time Director of the Company.

The resolution read with explanatory statement may be treated as a written memorandum setting out the terms of appointment of Mr. Avnish Bansal under Section 190 of the Companies Act, 2013.

A brief profile of Mr. Avnish Bansal along with requisite details pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in point no 17 of the Notice of EGM, Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below

I. General Information

1. Nature of Industry

The Company is engaged into business of healthcare and hygiene products.

2. Date or expected date of commencement of commercial production

The Company has carried on health and hygiene business since its incorporation.

3. Financial performance based on given indicators:

Particulars	(Rs. in Lakhs except EPS)			
	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Profit (Loss) after Tax	1075.35	678.56	1069.08	678.31
Net Worth (including balance in Profit & Loss Account)	10045.02	8969.67	10038.49	8969.42
Earnings Per Share	5.90	3.72	5.86	3.72
Turnover	19,961.41	19,201.24	19961.41	19201.24

4. Foreign investments or collaboration, if any

The Company has neither any foreign investment nor any foreign collaboration.

II. Information about the Appointee

1. Background Details:

The background details and profile of Mr. Avinsh Sarvapriya Bansal is stated in "PROFILE OF DIRECTORS" in point no 17 of this Notice.

2. Past Remuneration:

The remuneration paid to Managing Director for last two financial years are as follows:

Particulars	Remuneration paid for 2023-24	Remuneration paid for 2022-23
Mr. Avnish Sarvapriya Bansal	Rs. 84,00,000/-	Rs. 84,00,000/-

3. Recognition or awards:

- i. Mr Avnish Sarvapriya Bansal, Managing Director of the Company has been awarded with Council of State Industrial Development & Investment Corporations of India (COSIDICI) National Award for Outstanding Entrepreneur, 2016. In his tenure Company got Citation Award for best work done during pandemic by State Government of MP.

4. Job Profile and suitability:

- i. Mr. Avnish Sarvapriya Bansal, Managing Director of the Company, is highly experienced and looks after the complete business operations of the Company viz. Production, Finance, Purchase, Sales, Information technology, Public relations, etc.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the members at this Ensuing Extra Ordinary General Meeting of the Company are as provided in the respective resolutions.

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

Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Mr. Avnish Sarvapriya Bansal, who is possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Managing Director, as stated above, and his respective shareholding held, directly or indirectly, in the Company and the relationship as father and son of Mr. Sarvapriya Nirmallesh bansal and Mr. Avnish Sarvapriya Bansal, the Directors and Husband -wife relationship between Avnish Bansal and Mrs. Parul bansal do not have any pecuniary relationship, directly or indirectly, with the Company and its managerial personnel.

III. Other information:

1. Reason for inadequate profits

Due to high direct expenses cost and cost of material consumed and other global recession the profit of the company is inadequate as compared to other Companies engaged in similar business. Moreover, the proposed remuneration is not falling within the specified limit of Section 197 of the Companies Act, 2013 however, the same is in the line with the industrial standards for managerial personnel falling under the same cadre.

2. Steps taken or proposed to be taken for improvement

The Company plans to improve operating cash flows through cost synergies and exploring avenues of enhancing revenues.

3. Expected increase in productivity and profits in measurable terms

With the momentum in the ongoing financial year, the Company is expecting to grow its top-line and bottom-line at 10% year-on-year through strategic joint ventures, process flow optimization and cost optimization measures implemented across the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives, except, Mr. Avnish Bansal, Mr. Sarvapriya Bansal and Mrs. Parul Bansal, and other relatives if any are in any way, concerned or interested in the resolutions set out under Item No. 3 of the notice.

The Board recommends the special resolutions proposed at Item no.3 of this notice for approval of members of the Company.

ITEM No. 4

REAPPOINTMENT OF MR. SARVAPRIYA BANSAL AS A WHOLE TIME DIRECTOR

Mr. Sarvpriya Nirmalesh Bansal was appointed as the Whole time Director of the Company w.e.f. August 29, 2022 for a period of 3 years i.e. upto August 28, 2025 pursuant to the resolution passed by the Members at their 13th AGM of the Company held on September 30, 2022 and his re-appointment is due for another term of Three years.

The Board of Directors of your Company on the recommendation of the Nomination and Remuneration Committee ('the Committee'), approved the appointment of Mr. Sarvapriya Nirmalesh Bansal as a Whole time Director of the Company w.e.f. August 29, 2025 for a period of three years, liable to retire by rotation, on the remuneration stated in the resolution above, subject to the approval of the Members. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Mr. Sarvapriya Bansal, Whole Time Director will attain the age of 70 years on August 7, 2025. The Company seeks consent of the members by way of special resolution for continuation and reappointment of Mr. Sarvapriya Bansal as a Wholetime Director for 3 years after attaining the age of 70 years under the provisions of Section 196 (3) (a) & read with point (c) of Part I of schedule V of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

He is a prominent and successful businessman with a wide and varied experience in the management of business and industry. He is the promoter of the Company and associated with the Company since Incorporation, Accordingly, looking at his expertise and long experience of business and corporate

management. The Board is of the view that the continued association of Mr. Sarvapriya Bansal would benefit the Company, given the knowledge, experience and performance of Mr. Sarvapriya Bansal, and contribution to Board processes by him. In the opinion of the Board, Mr. Sarvapriya Bansal fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as a Whole Time Director .

The resolution read with explanatory statement may be treated as a written memorandum setting out the terms of appointment of Mr. Sarvapriya Nirmallesh Bansal under Section 190 of the Companies Act, 2013.

A brief profile of Mr. Sarvapriya Bansal along with requisite details pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in point no 17 of the Notice of EGM, Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below:

I. General Information

1. Nature of Industry

The Company is engaged into business of healthcare and hygiene products.

2. Date or expected date of commencement of commercial production

The Company carries on health and hygiene business since its incorporation.

3. Financial performance based on given indicators:

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Profit (Loss) after Tax	1075.35	678.56	1069.08	678.31
Net Worth (including balance in Profit & Loss Account)	10045.02	8969.67	10038.49	8969.42
Earnings Per Share	5.90	3.72	5.86	3.72
Turnover	19,961.41	19,201.24	19961.41	19201.24

(Rs. In Lakhs except EPS)

4. Foreign investments or collaboration, if any

The Company has neither any foreign investment nor any foreign collaboration.

II. Information about the Appointee

1. Background Details:

The background details and profile of Mr. Sarvapriya Bansal, is stated in “PROFILE OF DIRECTORS” in point no 17 of this Notice.

2. Past Remuneration:

The remuneration paid to Director for last two financial years are as follows:

Particulars	Remuneration paid for 2023-24	Remuneration paid for 2022-23
Mr. Sarvapriya Bansal	Rs. 84,00,000/-	Rs. 48,00,000/-

3. Recognition or awards:

- i. Mr. Sarvapriya Bansal- NA

4. Job Profile and suitability:

Mr. Sarvapriya Bansal Whole time Director has a great command over efficient and economical sources of procurement and deep understanding of government policies. Through his long career he has been involved in pipe marketing for leading companies in the country, dyes and chemicals manufacturing and distribution at a global scale and implementing and managing cotton textile projects.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the members at this Extraordinary General Meeting of the Company are as provided in the respective resolutions.

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

Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Mr. Sarvapriya Bansal, who is possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

The current remuneration being paid to the Wholetime Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Whole-time Director, as stated above, and his respective shareholding held, directly or indirectly, in the Company and the relationship as father and son of Mr. Sarvapriya Nirmallesh bansal and Mr. Avnish Sarvapriya Bansal, do not have any pecuniary relationship, directly or indirectly, with the Company and its managerial personnel.

III. Other information:

1. Reason for inadequate profits

Due to high direct expenses cost and cost of material consumed and other global recession the profit of the company is inadequate as compared to other Companies engaged in similar business. Moreover, the proposed remuneration is not falling within the specified limit of Section 197 of the Companies Act, 2013 however, the same is in the line with the industrial standards for managerial personnel falling under the same cadre.

2. Steps taken or proposed to be taken for improvement

The Company plans to improve operating cash flows through cost synergies and exploring avenues of enhancing revenues.

3. Expected increase in productivity and profits in measurable terms

With the momentum in the ongoing financial year, the Company is expecting to grow its top-line and bottom-line at 10% year-on-year through strategic joint ventures, process flow optimization and cost optimization measures implemented across the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives, except, Mr. Sarvapriya Bansal, Mrs. Parul Bansal and Mr. Avnish Bansal, are in any way, concerned or interested in the resolutions set out under Item No. 4 of the notice.

The Board recommends the special resolutions proposed at Item no.4 of this notice for approval of members of the Company.

ITEM NO. 5

RE-APPOINTMENT OF MRS. PARUL BANSAL DIN: 06856466 AS A WHOLE –TIME DIRECTOR OF THE COMPANY.

Mrs. Parul Bansal was appointed as the Whole time Director of the Company w.e.f. August 29, 2022 for a period of 3 years i.e. upto August 28, 2025 pursuant to the resolution passed by the Members at their 13th AGM of the Company held on September 30, 2022 and his re-appointment is due for another term of Three years.

The Board of Directors of your Company on the recommendation of the Nomination and Remuneration Committee ('the Committee'), approved the reappointment of Mrs. Parul Bansal as Whole Time Director of the Company w.e.f. August 29, 2025 for a period of three years, liable to retire by rotation, on the remuneration stated in the resolution above, subject to the approval of the Members. She is not disqualified from being appointed as Whole time Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The resolution read with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mrs. Parul Bansal Bansal under Section 190 of the Companies Act, 2013.

A brief profile of Mrs. Parul Bansal along with requisite details pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in point no. 17 of this notice, Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below:

I. General Information

1. Nature of Industry

The Company is engaged into business of healthcare and hygiene products.

2. Date or expected date of commencement of commercial production

The Company carries on health and hygiene business since its incorporation.

3. Financial performance based on given indicators:

(Rs. In Lakhs except EPS)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Profit (Loss) after Tax	1075.35	678.56	1069.08	678.31
Net Worth (including balance in Profit & Loss Account)	10045.02	8969.67	10038.49	8969.42
Earnings Per Share	5.90	3.72	5.86	3.72
Turnover	19,961.41	19,201.24	19961.41	19201.24

4. Foreign investments or collaboration, if any

The Company has neither any foreign investment nor any foreign collaboration.

II. Information about the Appointee

1. Background Details:

The background details and profile of Mrs. Parul Bansal, is stated in “PROFILE OF DIRECTORS” to this Notice in point no17.

2. Past Remuneration:

The remuneration paid to Whole-time Director for last two financial years are as follows:

Particulars	Remuneration paid for 2023-24	Remuneration paid for 2022-23
Mrs. Parul Bansal	84,00,000	49,00,000

3. Recognition or awards:NA

4. Job Profile and suitability:

Mrs. Parul Bansal whole time Director assists the company in branding and packaging development for new launches and assists the company in implementing CSR projects.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the members at this General Meeting of the Company are as provided in the respective resolutions.

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

Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Mrs. Parul Bansal, who possesses invaluable and rich knowledge,

experience and insights complemented with the vast business experience, is comparable with Whole-time Director of other Companies and is in parity with the Industry Standards for such a responsible position.

The current remuneration being paid to the Whole-time Director is similar to the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Whole-time Director, as stated above, and his respective shareholding held, directly or indirectly, in the Company and the relationship as Husband –wife relationship between Avnish Bansal and Mrs. Parul Bansal and she is also the daughter in law of Mr. Sarvapriya Bansal and other than this do not have any pecuniary relationship, directly or indirectly, with the Company and its managerial personnel.

III. Other information:

1. Reason for inadequate profits

Due to high direct expenses cost and cost of material consumed and other global recession the profit of the company is inadequate as compared to other Companies engaged in similar business. Moreover, the proposed remuneration is not falling within the specified limit of Section 197 of the Companies Act, 2013 however, the same is in the line with the industrial standards for managerial personnel falling under the same cadre.

2. Steps taken or proposed to be taken for improvement

The Company plans to improve operating cash flows through cost synergies and exploring avenues of enhancing revenues.

3. Expected increase in productivity and profits in measurable terms

With the momentum in the ongoing financial year, the Company is expecting to grow its top-line and bottom-line at 10% year-on-year through strategic joint ventures, process flow optimization and cost optimization measures implemented across the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives, except, Mr. Avnish Bansal, Mr. Sarvapriya Bansal and Mrs. Parul Bansal, or any other relatives are in any way, concerned or interested in the resolutions set out under Item No. 5 of the notice.

The Board recommends the special resolutions proposed at Item no.5 of this notice for approval of members of the Company.

Registered Office:-

By Order of the Board of Directors,
For, MOHINI HEALTH & HYGIENE LIMITED

Sd/-
Mr. AVNISH BANSAL
DIN: 02666814

Managing Director

Sd/-
Mr. SARVAPRIYA
NIRMALESH BANSAL
DIN: 02540139
Whole-time Director

Date:- 26th May, 2025

Place:- Pithampur

PROXY FORM – Form No. MGT -11

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

CIN : L17300MP2009PLC022058
Name of the Company : Mohini Health & Hygiene Limited
Registered Office : Plot No 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.) – 454774

Name of Member	
Registered address	
Folio No./ DP ID / Client No.	
Email Id	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint the person named below at Sr. No. 1

Sr.No.	Name of Proxy	Address & Email Id	Signature
1			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **01/2025-26 Extra-Ordinary General Meeting** of the Company to be held on **Friday, June 20, 2025 at 3:00 p.m.** at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar(M.P.)- 454774 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Vote (optional, see Note 2)	
		For	Against
1.	To alter the Memorandum of Association.		
2.	To alter the Articles of Association		
3.	Reappointment of Mr. Avnish Bansal as a Managing Director		
4.	Reappointment of Mr. Sarvapriya Nirmalesh Bansal as a Wholetime Director		
5.	Reappointment of Mrs. Parul Bansal as a Wholetime Director		

Signed this _____ day of _____ 2025

Affix
revenue
stamp

Signature of Proxy holder(s)

Signature of Shareholder

Notes:

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Form No. MGT-12
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Mohini Health & Hygiene Limited				
Registered Office	CIN: L17300MP2009PLC022058 Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774 Ph: +91-07292-426666 / +91-07292-426677 Email:- cs@mohinihealthandhygiene.com Website: www.mohinihealthandhygiene.com				
Sr. No.	Particulars	Details			
1	Name of the First Named Shareholder (In Block Letter)				
2	Postal Address				
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4	Class of Share	Equity Shares			
I hereby exercise my vote in respect of Ordinary resolution & Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	To alter the Memorandum of Association.	Special			
2.	To alter the Articles of Association	Special			
3.	Reappointment of Mr. Avnish Bansal as a Managing Director	Special			
4.	Reappointment of Mr. Sarvapriya Nirmalesh Bansal as a Wholetime Director	Special			
5.	Reappointment of Mrs. Parul Bansal as a Wholetime Director	Special			

Place:
Date:

(Signature of the Shareholder)

ATTENDANCE SLIP

Extra Ordinary General Meeting of Mohini Health & Hygiene Limited held on Friday, June 20, 2025 at 3.00 p.m. at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

Folio No./DPID/Client ID:

Mr./Mrs./Miss :

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 01/2025-26 Extra Ordinary General meeting of the company held on Friday, June 20, 2025 at 3.00 p.m. at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

