

NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the Fourteenth (14th) Annual General Meeting of members of **MAHESHWARI LOGISTICS LIMITED** (“the Company”) will be held on **Wednesday, September 30th, 2020 at 02:00 P.M.** Indian Standard Time (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial Statements) of the company for the financial year ended 31st March, 2020 which includes the Balance Sheet, statement of profit & Loss, cash flow statement as at the date, the Auditor’s Report and Board’s Report thereon.
2. To appoint Mr. Vipul Vashi, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the company.

SPECIAL BUSINESS

3. **To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and rules framed there under and the Article of Association of the Company, subject to approval of the Registrar of Companies and such other competent authority as may be applicable the existing Authorised Capitals of the Company be and is hereby increase from ₹ 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹10/- (Rupees Ten Only) each and subject to the condition that unless otherwise determined at the time of issue, new equity shares shall rank Pari-passu in all respects with the existing equity shares of the company.

RESOLVED FURTHER THAT pursuant to section 13 and other applicable provisions and rules, if any of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and replacing it by the following new Clause V of Memorandum of Association;

“V. The Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.

RESOLVED FURTHER THAT any of the present Directors/ Company Secretary of the Company be and is hereby authorised to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto.”

4. **To consider and approve the issuance of Bonus Shares.**

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

“**RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as ‘the Board’) and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of ₹ 14,79,86,000/- (Rupees Fourteen Crores Seventy Nine Lakhs Eighty Six Thousand Only) out of sum outstanding to the credit of the Securities

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Premium account as per the Audited Financial Statements of the Company, or such other amount as may be considered necessary by the Board for the purpose of issue of Bonus Shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of ₹ 10/- (Rupees Ten only) each held by Member/Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Institutional

Investors (FIIs) & other foreign investors, shall be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.'

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/ Company Secretary of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By Order of the Board of Directors

Paresh Raiyani

Company Secretary &
Compliance Officer

Date: 04.09.2020

Place: Vapi

Registered Office:

MLL House Shed No. A2-3/2, OPP. UPL, 1st Phase, GIDC, Vapi
Valsad, Gujarat-396195 (India)

CIN: L60232GJ2006PLC049224

Website: www.mlpl.biz

E-mail: investors@mlpl.biz, cs@mlpl.biz

Tel:+91260 2431034

Important Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under Item Nos. 3 & 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on September 04, 2020 considered that the special business under Item Nos. 3 & 4, being considered unavoidable, be transacted at the 14th AGM of the Company.
2. In view of the outbreak of the COVID-19, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (“hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the 14th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 14th AGM shall be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mlpl.biz. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
7. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of director retiring by rotation at the ensuing annual general meeting is given in Annexure to this notice.
8. In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant or to the RTA, Bigshare Services Pvt, Ltd. At www.bigshareonline.com.
9. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri – East, Mumbai – 400059 in the State of Maharashtra, is handling registry work in respect of shares held in electronic/demat form. Bigshare Services has put in place a module to enable the shareholders to update the Email Id, Mobile No., PAN No. and Bank Details by visiting the website, www.bigshareonline.com. (For Investors section).
10. In support of the Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2019-20 will also be available on the website of the Company at www.mlpl.biz.
11. **VOTING BY MEMBERS**
 - A. In compliance with the provisions of Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, together with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means by remote e-voting (by using the electronic voting system provided by NSDL as explained herein below). Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 - B. “Cut-off date” for determining the eligibility for voting through electronic voting system is fixed as September 23, 2020, A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / Voting at AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - C. The voting rights of the Equity Shareholders shall be in the same proportion to the paid-up share capital of the Company.
 - D. The Board of Director of the Company has appointed Ms. Shilpi Thapar of M/s. Shilpi Thapar & Associates, Practicing Company Secretaries, (Membership No. 5492 and Certificate of Practice No.6779) having its office at Ahmedabad, Gujarat as the Scrutinizer to scrutinize the remote e-voting and voting process at the AGM, in a fair and transparent manner.

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E. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

The e-voting period commences on Sunday, September 27, 2020 (09:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, shareholders of the Company holding shares as on the cut-off date of September 23, 2020, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM 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 AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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

Step 2 : Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 IS MENTIONED BELOW:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

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, your 'initial password' is communicated to you on your postal address.
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

DETAILS ON STEP 2 IS GIVEN BELOW:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 office.shilpithapar@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

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

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G. DECLARATION OF RESULTS ON THE RESOLUTIONS

- a. Ms. Shilpi Thapar, Practicing Company Secretary (Membership No. FCS 6779), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- a. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and prepare not later than 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mlpl.biz after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Ltd., where the securities of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- c. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. September 30, 2020.

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

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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.
- b. Members can also use the OTP based login for logging into the e-voting system of NSDL.
- c. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

- d. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990
 - e. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@mlpl.biz on or before September 23, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - f. Shareholders have any questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mlpl.biz . The same will be replied by the Company suitably.
 - g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will have the option to post their comments / queries on Chat and we will be making arrangements to carry your messages.
 - h. Members are encouraged to join the Meeting through Laptops for better experience.
 - i. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - j. 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.
13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 23, 2020.
 15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@mlpl.biz.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and

password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

16. 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:
- For 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 email Id : cs@mlpl.biz.
 - Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

By Order of the Board of Directors

Paresh Raiyani

Company Secretary &
Compliance Officer

Date: 04.09.2020
Place: Vapi

Registered Office:

MLL House Shed No. A2-3/2, OPP. UPL, 1st Phase, GIDC, Vapi
Valsad, Gujarat-396195 (India)
CIN: L60232GJ2006PLC049224
Website: www.mlpl.biz
E-mail: investors@mlpl.biz, cs@mlpl.biz
Tel:+91260 2431034

EXPLANATORY STATEMENT

(Pursuant to Sec.102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act 2013, the following Explanatory statement sets out all material facts relating to the business mentioned in the notice.

Item No. 3: To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:

The present Authorised Share Capital of the Company is ₹ 14,79,86,000 (Rupees Fourteen Crore Seventy-nine Lacs Eighty-Six Thousand) divided into 1,47,98,600 (One crore Forty-seven Lacs Ninty-eight Thousand Six hundred) Equity Shares of ₹ 10/- each (Rupees Ten Only). In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from ₹ 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 30,00,00,000/- (Rupees Thirty

Crore Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each, by way of creation of an additional 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten only) each, ranking paripassu in all respect with existing equity shares of the company, aggregating to ₹ 14,00,00,000/- (Rupees Fourteen Crore only).

The increase in the Authorised Share Capital will enable the Company to issue further shares by way of Fresh issue against cash consideration or Rights issue or Bonus Issue or in any other way, as may be determined by board, subject to approval of shareholders in general meeting.

Pursuant to applicable provisions and rules, if any of the Companies Act, 2013 approval of members of the Company is required to be obtained for the increase in Authorised Share Capital of the Company.

Consequent upon the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company will also be required to be altered so as to reflect the increase in share capital.

The Board of Directors recommends the proposed resolution as set out at Item No. 3 for approval of the shareholders by way of a Special Resolution.

A copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by members of the Company at its Registered office during office hours on any Working days (Except Saturday & Bank Holidays) of the Company.

The Draft amended Memorandum of Association has been placed on the website of the Company – www.mlpl.biz for Members' Inspection.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing an Ordinary Resolutions.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item No. 4: Issue of Bonus Shares by way of Capitalization Securities Premium:

With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Friday, September 4, 2020 have proposed to issue bonus shares at the ratio of 1:1 (i.e. one bonus equity share of ₹ 10/- for every One fully paid up equity shares of ₹ 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors after approval of Shareholders in the ensuing Annual General Meeting.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register

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of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

The existing issued, subscribed and paid-up Share Capital of the Company shall be increased after capitalization of ₹ 14,79,86,000/- (Rupees Fourteen Crores Seventy-Nine Lakhs Eighty-Six Thousand Only) out of sum outstanding to credit balance of securities premium account as per the audited accounts of the company for the financial year ended 31st March, 2020.

The Paid-Up Equity Share Capital after Bonus Issue will be ₹ 29,59,72,000/- (Rupees Twenty-Nine Crores Fifty-Nine Lakhs Seventy-Two Thousand Only) divided into 2,95,97,200 (Two Crores Ninety-Five Lakhs Ninety-Seven Thousand Two Hundred Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing Ordinary Resolutions.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing an Ordinary Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

By Order of the Board of Directors

Paresh Raiyani

Company Secretary &
Compliance Officer

Date: 04.09.2020

Place: Vapi

Registered Office:

MLL House Shed No. A2-3/2, OPP. UPL, 1st Phase, GIDC, Vapi
Valsad, Gujarat-396195 (India)

CIN: L60232GJ2006PLC049224

Website: www.mlpl.biz

E-mail: investors@mlpl.biz, cs@mlpl.biz

Tel:+91260 2431034

ANNEXURE TO THE NOTICE DATED SEPTEMBER 04, 2020**ADDITIONAL INFORMATION (AS ON MARCH 31, 2020) OF DIRECTOR RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AT THE 13TH ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -20N GENERAL MEETINGS**

SHRI. VIPUL VASHI	
Age	50 years
Qualifications	Mechanical Engineer
Experience (including expertise in specific functional area) / Brief Resume	He is the Executive Director of the Company. He is associated with the Paper Division of the Company. He is devoting his full time in the Company's Manufacturing Activities. He is the Mechanical Engineer by qualification and has sound knowledge in the technical field. He is responsible to handle the production process at the Paper Manufacturing Unit. He has sound experience of more than 15 years in the field.
Terms and Conditions of Re-appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Vipul Vashi is being made liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	30.65 Lakh per annum
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	01st December, 2016
Shareholding in the Company as on March 31, 2020	15,000 (Fifteen Thousand Shares)
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director/Key managerial personnel.
Number of meetings of the Board attended during the financial year (2019-20)	4
Directorships of other Boards as on March 31, 2020	1. Disha Resources Limited (Independent Director)
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Member and Chairman of Audit Committee and Stakeholder Relationship Committee of Disha Resources Limited