

NOTICE OF POSTAL BALLOT / E-VOTING

Commencement of e-voting	9:00 a.m. (IST) on Monday, December 06, 2021
End of e-voting	5:00 p.m. (IST) on Tuesday, January 04, 2022



Moving Every Mile With A Smile

MAHESHWARI LOGISTICS LIMITED

(CIN: L60232GJ2006PLC049224)

Reg Office: MLL House , Shed No. A2-3/2 Opp. UPL 1st Phase ,
GIDC, Vapi, Valsad Gujarat – 396195

Tel No: +91 260 2431024 | **Email:** info@mlpl.biz | **Website:** www.mlpl.biz

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1.	Notice of Postal Ballot / E-Voting

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Maheshwari Logistics Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Ms. Shilpi Thapar of M/s. Shilpi Thapar & Associates, Practicing Company Secretary, (Membership No:5492 and Certificate of Practice No:6779) having its office at 407-B, "Pinnacle Business Park", Prahladnagar Corporate Road, Prahladnagar, Ahmedabad 380051 as Scrutinizer for conducting the Postal Ballot, through the 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. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, January 04, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman and/or Managing Director of the Company or any person authorized by him.

The results of e-voting will be announced on or before Thursday, January 06, 2022, and will be displayed on the Company's website www.mlpl.biz and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA). The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. Re-appointment of Mr. Giriraj Baluram Laddha (DIN: 00412835) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for re-appointment, **Mr. Giriraj Baluram Laddha (DIN: 00412835)**, Independent Director of the Company, whose period of office expired on November 30, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from December 01, 2021 to November 30, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013."

2. Re-appointment of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for re-appointment, **Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342)**, Independent Director of the Company, whose period of office will be expired on April 04, 2022, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from April 05, 2022 to April 04, 2027, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013."

3. Re-appointment of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination Committee and approval of the Board of Directors for re-appointment, **Mr. Ambalal Bhikhalal Panchal (DIN: 00829668)**, Independent Director of the Company, whose period of office will be expired on April 04, 2022, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for

re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from April 05, 2022 to April 04, 2027, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013."

By Order of the Board of Directors

Nandula.Vamsikrishna

Company Secretary
and Compliance Officer
Vapi, December 02, 2021

Registered Office:

MLL House, Shed No. A2-3/2, Opp. UPL, 1st Phase,
GIDC, Vapi, Valsad Gujarat-396195 India
CIN: L60232GJ2006PLC049224

Email: info@mlpl.biz, **Website:** www.mlpl.biz

Tel: +91 260 2431024

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 03, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.mlpl.biz, websites of the Stock Exchanges, that is, National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of NSDL (agency for providing the remote e-voting facility) at <https://evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares

are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card at cs@mlpl.biz, if the shares are held in physical form.

- 5.** Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the “Cut-Off Date” will only be considered eligible for the purpose of e-voting. A person who becomes a member after the “Cut-Off Date” should treat this notice for information purpose only.
- 6.** Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the “Cut-Off Date”.
- 7.** Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- 8.** The e-voting period commences at 9:00 a.m. (IST) on Monday, December 06, 2021 and ends at 5:00 p.m. (IST) on Tuesday, January 04, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
- 9.** The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, January 04, 2022
- 10.** All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@mlpl.biz

PROCEDURE FOR 'E-VOTING

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting 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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in

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

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

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

Resolution No.1

Re-appointment of Mr. Giriraj Baluram Laddha (DIN: 00412835) as an Independent Director of the Company.

Mr. Giriraj Baluram Laddha (DIN: 00412835) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the 11th Annual General Meeting held on September 21, 2017. As per the said resolution, the term of appointment of Mr. Giriraj Baluram Laddha (DIN: 00412835) was up to September 20, 2022.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on November 13, 2021 approving re-appointment of Mr. Giriraj Baluram Laddha (DIN: 00412835) as an Independent Director for a second term from December 01, 2021 to November 30, 2026 (considering his Initial date of appointment) based on his skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Mr. Giriraj Baluram Laddha (DIN: 00412835) will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and profit related commission as may be approved by the Board of Directors and shareholders on the recommendation of the Nomination & Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Giriraj Baluram Laddha (DIN: 00412835) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Giriraj Baluram Laddha (DIN: 00412835) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Giriraj Baluram Laddha (DIN: 00412835) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Giriraj Baluram Laddha (DIN: 00412835) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Giriraj Baluram Laddha (DIN: 00412835) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@mpl.biz

Except Mr. Giriraj Baluram Laddha (DIN: 00412835), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Giriraj Baluram Laddha (DIN: 00412835), Independent Director of the Company, is given below:

Information in respect of re-appointment, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. It should include a sentence that he is not debarred by any statutory authorities for being appointed as ID as per SEBI circular.

Resolution No. 2

Re-appointment of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) as an Independent Director of the Company.

Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the 13th Annual General Meeting held on September 14, 2019. As per the said resolution, the term of appointment of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) was up to September 13, 2022.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on November 13, 2021 approving re-appointment of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) as an Independent Director for a second term from April 05, 2022 to April 04, 2027 (considering his Initial date of appointment) based on his skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and profit related commission as may be approved by the Board of Directors and shareholders on the recommendation of the Nomination & Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@mlpl.biz

Except Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution at Item No. 2 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342), Independent Director of the Company, is given below:

Information in respect of re-appointment, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. It should include a sentence that he is not debarred by any statutory authorities for being appointed as ID as per SEBI circular.

Resolution No. 3

Re-appointment of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) as an Independent Director of the Company.

Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the 13th Annual General Meeting held on September 14, 2019. As per the said resolution, the term of appointment of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) was up to September 13, 2022.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on November 13, 2021 approving re-appointment of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) as an Independent Director for a second term from April 05, 2022 to April 04, 2027 (considering his Initial date of appointment) based on his skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and profit related commission as may be approved by the Board of Directors and shareholders on the recommendation of the Nomination & Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@mpl.biz

Except Mr. Ambalal Bhikhalal Panchal (DIN: 00829668), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.3.

The Board of Directors recommends the resolution at Item No.3 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Ambalal Bhikhalal Panchal (DIN: 00829668), Independent Director of the Company, is given below:

Information in respect of re-appointment, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. It should include a sentence that he is not debarred by any statutory authorities for being appointed as ID as per SEBI circular.

Item no. 1

Name	Mr. Giriraj Baluram Laddha
Date of Birth	12.08.1967
Brief Resume	<ul style="list-style-type: none"> • Mr. Giriraj Baluram Laddha is a Chartered Accountant having relevant expertise in the field of the Finance. • Mr. Giriraj Baluram Laddha is a Director of the Company since December 2016. • He is a Chairman and Member of the Audit Committee of the Board. • Mr. Giriraj Baluram Laddha was the Chairman of Institute of the Chartered Accountants of India (Vapi Branch). • Mr. Giriraj Baluram Laddha holds a graduate degree in commerce and is a Fellow Member of Institute of Chartered Accountants of India.
Directorship in other companies	Nil
Membership in committees of other companies	Nil
Relationship with other Directors	Nil
Number of shares held in the Company	Nil

Item no. 2

Name	Mr. Ramnaresh Ramkalyan Kabra
Date of Birth	02.03.1959
Brief Resume	<ul style="list-style-type: none"> • Mr. Ramnaresh Kabra is a Commerce graduate from Rajasthan University and having more than 35 years of Varied and Rich exposure in the field of administration and management. • Mr. Ramnaresh Kabra is a Director of the Company since April 2019. • He is Member of Audit Committee of the Board.
Directorship in other companies	Nil
Membership in committees of other companies	Nil
Relationship with other Directors	Nil
Number of shares held in the Company	Nil

Item no. 3

Name	Mr. Ambalal Bhikhalal Panchal
Date of Birth	01.01.1984
Brief Resume	<ul style="list-style-type: none">• Mr. Ambalal Bhikhalal Panchal is B.E (Technical) and also retired IAS Officer. He has vast experience in the field of Administration, Financial Viability, Assessment of asset.• He has more than 30 years' experience in the field of Industries, Administration, Rural Development etc. He also has more than 15 years of experience in dealing with the Incentive to Industries from drafting to implementation of Policy.• He is a Director of the Company since April 2019.
Directorship in other companies	Nil
Membership in committees of other companies	Nil
Relationship with other Directors	Nil
Number of shares held in the Company	Nil

By Order of the Board of Directors

Nandula. Vamsikrishna

Company Secretary
and Compliance Officer
Vapi, December 02, 2021

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