

# NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the 13<sup>th</sup> (Thirteenth) Annual General Meeting of the members of Maheshwari Logistics Limited will be held on **Saturday, September 14, 2019 at 12:30 pm.** at MLL House Shed No. A2-3/2 OPP. UPL 01<sup>st</sup> Phase GIDC Vapi, Valsad Gujarat-396195, 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 31<sup>st</sup> March, 2019 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 declare Final Dividend on Equity Shares @ 12 % on the face value of Re. 10 each i.e. Rs. 1.20 per share for the financial year 2018-19.
3. To appoint Mr. Varun Kabra, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the company.

## SPECIAL BUSINESS

4. To appoint Shri. Hemant Kailashchandra Pant as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Hemant Kailashchandra Pant (DIN: 02552877), an Additional Director(categorized as 'Independent Director') of the Company appointed by the Board of Directors with effect from March 26, 2019, and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Three consecutive years with effect from September 14, 2019 to September 13, 2022. "

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. To re-appoint Shri. Ramnaresh Ramkalyan Kabra as an Independent Director.

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

**“RESOLVED THAT RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Ramnaresh Ramkalyan Kabra (DIN: 08405342), Additional Director(categorized as ‘Independent Director’) of the Company appointed by the Board of Directors with effect from April 05, 2019, and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Three consecutive years with effect from September 14, 2019 to September 13, 2022.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**6. To re-appoint Shri. Ambalal Bhikhalal Panchal as an Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Ambalal Bhikhalal Panchal (DIN: 01680183), Additional Director of the Company appointed by the Board of Directors (and categorized as ‘Independent Director’) with effect from April 05, 2019, 2019, and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Three consecutive years with effect from September 14, 2019 to September 13, 2022.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**7. To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2019.**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. B. F. Modi & Associates, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company be paid remuneration, for the financial year 2018-19 amounting to Rs. 50,000/- , be and is hereby ratified and approved in connection with the aforesaid audit.



8. To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2020.

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 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 50,000/- to M/s. B. F. Modi & Associates Cost Accountants (Registration Number 100604) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2020, be and is hereby approved."

**"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."

9. To approve revision in remuneration and terms of remuneration payable to Mr. Varun Krishnavtar Kabra, Managing Director.

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Articles of Association of the Company read with Section 196, 197, 198 and 201 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 as amended from time to time read with Schedule V of the said act and subject to such other consents, approvals and permissions, if any needed, approval of shareholders of the company be and is hereby accorded for revision in remuneration and terms of remuneration payable to Mr. Varun Krishnavtar Kabra (DIN No. 02760600), Managing Director of the Company with effect from April 01, 2019 for the remaining term of his appointment as follows, with a liberty to the Board of Directors of the Company to alter, vary and modify the terms and conditions and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Varun Krishnavtar Kabra.

- A. Consolidated Salary: Up to Rs. 87,00,000/- (Rupees Eighty Seven Lacs only) Per Annum (excluding reimbursement of expenses, and Bonus if any).
- B. Perquisites: He may be entitled to furnished/non-furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time.
- C. All other terms and conditions are as per the HR policy of the Company, if any.

**"RESOLVED FURTHER THAT** the revised remuneration to be paid to Mr. Varun Krishnavtar Kabra, Managing Director of the company, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** Mr. Vinay Maheshwari, Wholetime Directors of the Company or Mr. Paresh Raiyani, Company Secretary of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Companies, and to do all such acts and deeds as may be required to give effect to the above resolution."

10. To approve revision in remuneration and terms of remuneration payable to Mr. Amit Kailashnarayan Maheshwari, Wholetime Director.

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Articles of Association of the Company read with Section 196, 197, 198 and 201 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 as amended from time to time read with Schedule V of the said act and subject to such other consents, approvals and permissions, if any needed, approval of shareholders of the company be and is hereby accorded for revision in remuneration and terms of remuneration payable to Mr. Amit Kailashnarayan Maheshwari (DIN No. 02760600), Wholetime Director of the Company with effect from April 01, 2019 for the remaining term of his appointment as follows, with a liberty to the Board of Directors of the Company to alter, vary and modify the terms and conditions and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Amit Kailashnarayan Maheshwari.

- A. Consolidated Salary: Up to Rs. 48,00,000/- (Rupees Forty Eight Lacs only) Per Annum (excluding reimbursement of expenses, and Bonus if any).
- B. Perquisites: He may be entitled to furnished/non-furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time.
- C. All other terms and conditions are as per the HR policy of the Company, if any.

**"RESOLVED FURTHER THAT** the revised remuneration to be paid to Mr. Amit Kailashnarayan Maheshwari, Wholetime Director of the company, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** Mr. Vinay Maheshwari, Wholetime Directors of the Company or Mr. Paresh Raiyani, Company Secretary of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Companies, and to do all such acts and deeds as may be required to give effect to the above resolution."

11. To approve revision in remuneration and terms of remuneration payable to Mr. Vipul Vashi, Executive Director.

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Articles of Association of the Company read with Section 196, 197, 198 and 201 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 as amended from time to time read with Schedule V of the said act and subject to such other consents, approvals and permissions, if any needed, approval of shareholders of the company be and is hereby accorded for revision in remuneration and terms of remuneration payable to Mr. Vipul Vashi (DIN No. 06930448), Executive Director of the Company with effect from April 01, 2019 for the remaining term of his appointment as follows, with a liberty to the Board of



Directors of the Company to alter, vary and modify the terms and conditions and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Vipul Vashi.

- A. Consolidated Salary: Up to Rs. 36,00,000/- (Rupees Thirty Six Lacs only) Per Annum (excluding reimbursement of expenses and Bonus if any).
- B. Perquisites: He may be entitled to furnished/non-furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time.
- C. All other terms and conditions are as per the HR policy of the Company, if any.

**"RESOLVED FURTHER THAT** the revised remuneration to be paid to Mr. Vipul Vashi, Executive Director of the company, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** Mr. Vinay Maheshwari, Wholetime Directors of the Company or Mr. Paresb Raiyani, Company Secretary of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Companies, and to do all such acts and deeds as may be required to give effect to the above resolution."

12. To approve revision in remuneration and terms of remuneration payable to Mr. Vinay Premnarayan Maheshwari, Chairman & Wholetime Director.

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Articles of Association of the Company read with Section 196, 197, 198 and 201 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 as amended from time to time read with Schedule V of the said act and subject to such other consents, approvals and permissions, if any needed, approval of shareholders of the company be and is hereby accorded for revision in remuneration and terms of remuneration payable to Mr. Vinay Premnarayan Maheshwari (DIN No. 01680099), Chairman & Wholetime Director of the Company with effect from April 01, 2019 for the remaining term of his appointment as follows, with a liberty to the Board of Directors of the Company to alter, vary and modify the terms and conditions and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Vinay Premnarayan Maheshwari.

- A. Consolidated Salary: Up to Rs. 72,00,000/- (Rupees Seventy Two Lacs only) Per Annum (excluding reimbursement of expenses and Bonus if any).
- B. Perquisites: He may be entitled to furnished/non-furnished accommodation; Company maintained car, or such other perquisites as may be decided by the Board of Directors of the Company in accordance with the Company's rules from time to time.
- C. All other terms and conditions are as per the HR policy of the Company, if any.

**"RESOLVED FURTHER THAT** the revised remuneration to be paid to Mr. Vinay Premnarayan Maheshwari, Chairman & Wholetime Director of the Company, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**“RESOLVED FURTHER THAT** Mr. Vinay Maheshwari, Wholetime Directors of the Company or Mr. Paresh Raiyani, Company Secretary of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Comp required to give effect to the above resolution.

**By Order of the Board of Directors**

**Paresh Raiyani**  
**Company Secretary &**  
**Compliance Officer**

**Date:** 14.08.2019

**Place:** Vapi

**Registered Office:**

MLL House Shed No. A2-3/2,

OPP. UPL, 1<sup>st</sup> Phase, GIDC, Vapi

Valsad, Gujarat-396195 (India)

CIN: L60232GJ2006PLC049224

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#### **REQUEST TO THE MEMBERS**

A person who is not member at the cut-off date should treat this notice for information purpose only.

Members are requested to send their queries question(s) if any relating to the financial statements, shareholding, etc. to the Company Secretary/ Chief- Financial Officer of the Company at the registered office, so their answers can be kept ready at the AGM.



### Important Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. In respect of the Item No. 3 to 6 a statement giving additional information on the Director(s) seeking re-appointment is annexed herewith as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. Corporate members intending to send their authorised representative(s) to attend Annual General Meeting pursuant to Section 113 are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. All the Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours prior to the date of the Annual General Meeting i.e. September 14, 2019. The aforesaid documents will be also available for inspection by members at the Meeting. The notice and the Annual Report are available on the Company's website [www.mpl.biz](http://www.mpl.biz).

### 7. Record Date for Dividend:

- a) The Company has fixed September 06, 2019 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2019.
- b) The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within a month from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date fixed for the purpose; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

8. The Company's Registrars & Transfer Agents for its share registry is **Bigshare Services Private Limited** ("Bigshare") having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400059.
9. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Bigshare cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
10. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode if any are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Big Share Services Private Limited ("Big Shares").
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent M/s. Big Share Services Private Limited ("Big Shares").

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

14. Transfer of Unclaimed and/or Unpaid Amounts to the Investor Education Protection Fund (IEPF).
  - a) In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred within 30 days of becoming due to IEPF maintained by the Central Government.
  - b) There is no unclaimed/unpaid dividend which is due for transfer to IEPF during the year.
  - c) In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.



15. In Compliance with the circular of Ministry of Corporate Affairs for “Green Initiative in the Corporate Governance” by allowing/ permitting service of Documents etc in electronic forms, electronic copy of the Annual Report for the year 2018-19 is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report for the year 2018-19 will be sent in permitted mode.
16. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with M/s. Big Share Services Private Limited (“Big Shares”). (in case of Shares held in physical form). Non-Resident Indian members are requested to inform the Registrar and Transfer Agent(RTA) i.e. M/s Big Share Services Private Limited (“Big Shares”). / respective Depository Participant, immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Shri. Varun Kabra, Mr. Hemant Pant, Mr. Ramnaresh Kabra and Mr. Ambalal Panchal are interested in the Resolutions set out at Item Nos. 3 to 6 respectively of the Notice with regard to their appointment/re-appointment. Smt Mayadevi Kabra, Director, being related to Shri. Varun Kabra may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under the Notice.

#### 18. 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 CDSL 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. Members who are holding shares in physical or dematerialized form as on September 06, 2019 shall exercise their vote by electronic means.
- B. “Cut-off date” for determining the eligibility for voting either through electronic voting system or ballot is fixed as September 06, 2019, 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 venue of AGM, in a fair and transparent manner.

## E. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on September 10, 2019 at 09:00 a.m. and ends on September 13, 2019 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 of September 06, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- III. Click on Shareholders/Members.
- IV. 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) Members holding shares in Physical Form (if Any) should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <p>➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Anil Kumar with serial number 1 then enter AN00000001 in the PAN field.</p>
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> <p>➤ • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting



through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant MAHESHWARI LOGISTICS LIMITED on which you choose to vote.
- XII. 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.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the changed 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.
- XVIII. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XIX. **Note for Non – Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### **F. VOTING AT AGM:**

Members who are present at the AGM, but have not casted their votes by availing the remote e-voting facility, would be entitled to vote at the end of the discussion on the resolutions on which voting is to be held, by way of physical ballot/show of hands or any other permissible mode etc.

#### **G. DECLARATION OF RESULTS ON THE RESOLUTIONS**

The Scrutinizer shall, immediately 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 conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour and 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.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mlpl.biz](http://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.

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 14, 2019.



## EXPLANATORY STATEMENT

### Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the business mentioned at Item Nos. 4 to 12 of the accompanying Notice dated August 14, 2019 are as below.

#### Item No. 4

The Board of Directors of the Company at their meeting held on March 26, 2019 appointed Mr. Hemant Kailashchandra Pant (DIN: 02552877), as an Additional Director (categorized as Independent Director) on the Board of the Company with effect from March 26, 2019 pursuant to Section 149, 150 and 161 of the Companies Act, 2013 and pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any modification or re-enactment thereof) from time to time. They hold office as Additional (Independent) Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company (in line with Sections 161(1) of the Act).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Hemant Kailashchandra Pant, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Hemant Kailashchandra Pant, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Hemant Kailashchandra Pant for the office of Director (Categorized as Independent) of the Company.

Mr. Hemant Kailashchandra Pant is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Hemant Kailashchandra Pant that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Hemant Kailashchandra Pant fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Hemant Kailashchandra Pant are provided in the "Annexure" to the Notice pursuant to the provisions of 36(3) of the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Hemant Kailashchandra Pant setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5**

The Board of Directors of the Company at their meeting held on April 05, 2019 appointed Mr. Ramnaresh Ramkalyan Kabra (DIN: 08405342) as an Additional Director (categorized as Independent Director) on the Board of the Company with effect from April 05, 2019 pursuant to Section 149, 150 and 161 of the Companies Act, 2013 and pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any modification or re-enactment thereof) from time to time. They hold office as Additional (Independent) Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company (in line with Sections 161(1) of the Act).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Ramnaresh Ramkalyan Kabra, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Ramnaresh Ramkalyan Kabra, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ramnaresh Ramkalyan Kabra for the office of Director (Categorised as Independent) of the Company.

Mr. Ramnaresh Ramkalyan Kabra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Ramnaresh Ramkalyan Kabra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ramnaresh Ramkalyan Kabra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Ramnaresh Ramkalyan Kabra are provided in the "Annexure" to the Notice pursuant to the provisions of 36(3) of the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ramnaresh Ramkalyan Kabra setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **Item No. 6**

The Board of Directors of the Company at their meeting held on April 05, 2019 appointed Mr. Ambalal Bhikhalal Panchal (DIN: 00829668) as an Additional Director (categorized as Independent Director) on the Board of the Company with effect from April 05, 2019 pursuant to Section 149, 150 and 161 of the Companies Act, 2013 and pursuant to the provisions of SEBI (Listing Obligation and Disclosure



Requirements) Regulations, 2015 and other applicable provisions (including any modification or re-enactment thereof) from time to time. They hold office as Additional (Independent) Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company (in line with Sections 161(1) of the Act).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Ambalal Bhikhalal Panchal, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Ambalal Bhikhalal Panchal, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ambalal Bhikhalal Panchal for the office of Director (Categorized as Independent) of the Company.

Mr. Ambalal Bhikhalal Panchal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Ambalal Bhikhalal Panchal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ambalal Bhikhalal Panchal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Ambalal Bhikhalal Panchal are provided in the "Annexure" to the Notice pursuant to the provisions of 36(3) of the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ambalal Bhikhalal Panchal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No.7.**

To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2019

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company has voluntarily appointed a cost auditor in board meeting dated March 26, 2019 to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. B. F. Modi & Associates Cost Accountants (bearing Firm Registration no: 100604) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the FY 2018-19 at a remuneration of Rs. 50,000 (Rupees Fifty Thousand only) plus out-of-pocket expenses, etc. incurred at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 7 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended March 31, 2019.

The Directors recommend the resolution for approval of the shareholders.

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

#### **Item No.8.**

To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2020

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company has voluntarily appointed a cost auditor in its Board Meeting dated August 14, 2019 to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. B. F. Modi & Associates Cost Accountants (bearing Firm Registration no: 100604) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the FY 2019-20 at a remuneration of Rs. 50,000 (Rupees Fifty Thousand only) plus out-of-pocket expenses, etc. incurred at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 8 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended March 31, 2020

The Directors recommend the resolution for approval of the shareholders.

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

#### **Item No. 9,**

Mr. Varun Krishnavtar Kabra was re-appointed as Managing Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 15th December, 2016 with effect from 01<sup>st</sup> December, 2016 for period of five years upto 30<sup>th</sup> November, 2021 and also approved the remuneration payable to him.

Mr. Varun Krishnavtar Kabra, has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing terms and conditions and upper limit remuneration in respect them may not be sufficient enough to pay the increased remuneration for a further period, therefore the approval of the members of the Company is sought for revision in remuneration as provided in the resolution no. 9 as minimum remuneration with effect from 1st April, 2019 for the remaining period of their appointment, in case of inadequacy or absence of profits, subject to the approval if any required.

It is hereby confirmed that company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.



The details of his directorships, membership/chairmanship of committees of other boards are as under of the above persons:

Directorships:	Memberships/Chairmanships of Committees
N.A	N.A

The Board recommends the special resolution as set out at Item No. 9 of the Notice for approval of the members.

Mr. Varun Kabra, Managing Director of the Company with their relatives, are interested in the resolution.

#### Item No. 10

Mr. Amit Kailashnarayan Maheshwari was appointed as Wholetime Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 15th December, 2016 with effect from 08<sup>th</sup> December, 2016 for period of five years upto 07<sup>th</sup> December, 2021 and also approved the remuneration payable to him.

Mr. Amit Kailashnarayan Maheshwari has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing terms and conditions and upper limit remuneration in respect them may not be sufficient enough to pay the increased remuneration for a further period, therefore the approval of the members of the Company is sought for revision in remuneration as provided in the resolution no. 10 as minimum remuneration with effect from 1st April, 2019 for the remaining period of their appointment, in case of inadequacy or absence of profits, subject to the approval if any required.

It is hereby confirmed that company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

The details of his directorships, membership/chairmanship of committees of other boards are as under of the above persons:

Directorships:	Memberships/Chairmanships of Committees
United Tradeline Private Limited	N.A
Samarth Finstock Limited	

The Board recommends the special resolution as set out at Item No. 10 of the Notice for approval of the members.

Mr. Amit Maheshwari, Wholetime Directors, of the Company with their relatives, is interested in the resolution.

#### Item No. 11

Mr. Vipul Rameshbhai Vashi was appointed as Executive Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 15th December, 2016 with effect from 01<sup>st</sup> December, 2016 for period of five years upto 30<sup>th</sup> November, 2021 and also approved the remuneration payable to him.

Mr. Vipul Rameshbhai Vashi has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing

terms and conditions and upper limit remuneration in respect them may not be sufficient enough to pay the increased remuneration for a further period, therefore the approval of the members of the Company is sought for revision in remuneration as provided in the resolution no. 11 as minimum remuneration with effect from 1st April, 2019 for the remaining period of their appointment, in case of inadequacy or absence of profits, subject to the approval if any required.

Pursuant to the amendment in section 197 of The Companies Act, 2013, Company have been permitted to pay remuneration to directors of the Company in excess of limits prescribed under proviso to Section 197(1) of the Companies Act, 2013 with the consent of members of the Company in the General Meeting by passing Special Resolution. Pursuant to this the board has proposed the special resolution set out at Item No. 11 of the Notice for approval of the members.

It is hereby confirmed that company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

The details of his directorships, membership/chairmanship of committees of other boards are as under of the above persons:

Directorships:	Memberships/Chairmanships of Committees
Disha Resources Limited	Member in following Committees of Disha Resources Limited 1.Audit Committee 2.Nomination and Remuneration Committee 3.Stakeholder Relationship Committee

The Board recommends the special resolution as set out at Item No. 11 of the Notice for approval of the members.

Mr. Vipul Vashi, Executive Director with their relatives, are interested in the resolution.

#### Item No. 12

Mr. Vinay Premnarayan Maheshwari was re-appointed as Wholetime Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 15th December, 2016 with effect from 08<sup>th</sup> December, 2016 for period of five years upto 07<sup>th</sup> December, 2021 and also approved the remuneration payable to him.

Mr. Vinay Premnarayan Maheshwari, has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing terms and conditions and upper limit remuneration in respect them may not be sufficient enough to pay the increased remuneration for a further period, therefore the approval of the members of the Company is sought for revision in remuneration as provided in the resolution no. 12 as minimum remuneration with effect from 1st April, 2019 for the remaining period of their appointment, in case of inadequacy or absence of profits, subject to the approval if any required.

It is hereby confirmed that company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

The details of his directorships, membership/chairmanship of committees of other boards are as under of the above persons:



<b>Directorships:</b>	<b>Memberships/Chairmanships of Committees</b>
Samarth Finstock Limited	N.A

The Board recommends the special resolution as set out at Item No. 12 of the Notice for approval of the members.

Mr. Vinay Maheshwari, Chairman & Wholetime Director of the Company with their relatives, are interested in the resolution.

**By Order of the Board of Directors**

**Paresh Raiyani**  
**Company Secretary &**  
**Compliance Officer**

**Date:** 14.08.2019

**Place:** Vapi

**Registered Office:**

MLL House, Shed No. A2-3/2,  
 OPP. UPL, 01<sup>st</sup> Phase, GIDC, Vapi,  
 Valsad ,Gujarat-396195 (India)

**CIN:** L60232GJ2006PLC049224

**Website:** www.mlpl.biz

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

**Tel:** +91260 2431034/8155000688

**ANNEXURE TO THE NOTICE DATED AUGUST 14, 2019**

**ADDITIONAL INFORMATION (AS ON MARCH 31, 2019) OF DIRECTOR RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2ON GENERAL MEETINGS**

<b>SHRI. VARUN KABRA</b>	
Age	33 years
Qualifications	Master of Business Administration
Experience (including expertise in specific functional area) / Brief Resume	He has completed Masters of Business Administration from the University of Technology, Sydney. He has an experience of more than 7 years in Logistics industry. His scope of work includes the overall management of the Logistics division of the Company.
Terms and Conditions of Re-appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Varun Kabra is being made liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	36,00,000 per annum
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	01 <sup>st</sup> September, 2009
Shareholding in the Company as on March 31, 2019	11,00,000 (Eleven Lakhs Shares)
Relationship with other Directors / Key Managerial Personnel	Son of Smt. Mayadevi Kabra and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	7
Directorships of other Boards as on March 31, 2019	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL



<b>SHRI. HEMANT KAILASHCHANDRA PANT</b>	
Age	43 years
Qualifications	Commerce Graduate
Experience (including expertise in specific functional area) / Brief Resume	He is a Commerce graduate and having more than 25 years of Varied and Rich exposure in Sales Tax, Income Tax, Service Tax, Industrial And Financial Advisory Services. etc , and He is a Leading Tax Practitioner in Vapi and running a firm named M/s. H. K. Pant & Associates and other advisory firm/Companies. He is also associated with numerous 'non-profit' organizations in and around Vapi.
Terms and Conditions of Re-appointment	As per the resolution at item no. 4 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the resolution at item no. 4 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Date of first appointment on the Board	26 <sup>th</sup> March, 2019
Shareholding in the Company as on March 31, 2019	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	N.A
Directorships of other Boards as on March 31, 2019	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL

<b>SHRI. RAMNARESH RAMKALYAN KABRA</b>	
Age	60 years
Qualifications	Commerce Graduate
Experience (including expertise in specific functional area) / Brief Resume	He is a Commerce graduate and having more than 35 years of Varied and Rich exposure in the field of administration and management.
Terms and Conditions of Re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Date of first appointment on the Board	05 <sup>th</sup> April, 2019
Shareholding in the Company as on March 31, 2019	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	N.A
Directorships of other Boards as on March 31, 2019	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL

<b>SHRI. AMBALAL BHIKHALAL PANCHAL</b>	
Age	71 years
Qualifications	B.E (Technical) and retired IAS Officer
Experience (including expertise in specific functional area) / Brief Resume	He is B.E (Technical) and also retired IAS Officer. He has vast experience in the field of Administration, Financial Viability, Assessment of asset. He also has Managerial experience in setting up green field Power Project including Financial arrangement. 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 was also associated with Bhavnagar Energy Co. Ltd. Additional Secretary to Government of Gujarat in Energy and Petrochemical Department, worked as Collector Bhavnagar district, Director of Employment and Training Gandhinagar, District Development Officer Vadodara, etc. He currently also holding a position of Independent Director in the M/s. Pahal Financial Services Pvt. Ltd.
Terms and Conditions of Re-appointment	As per the resolution at item no. 6 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the resolution at item no. 6 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Date of first appointment on the Board	05 <sup>th</sup> April, 2019
Shareholding in the Company as on March 31, 2019	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	N.A
Directorships of other Boards as on March 31, 2019	Pahal Financial Services Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL



**MAHESHWARI LOGISTICS LIMITED****CIN: L60232GJ2006PLC049224****Registered Office:** MLL House, Shed No. A2-3/2, Opp. UPL, 1st Phase, GIDC, Vapi,  
Valsad, Gujarat- 396195**Email ID:** info@mpl.biz **Website:** www.mpl.biz**Tel:** 0260-2431024**ATTENDANCE SLIP****(to be presented at the entrance)****13<sup>th</sup> ANNUAL GENERAL MEETING ON SEPTEMBER 14, 2019, AT 12:30 P.M.** at MLL House, Shed No. A2-3/2, Opp. UPL, 1st Phase, GIDC, Vapi, Valsad, Gujarat- 396195

<b>Folio No.</b>	<b>DP ID NO.</b>	<b>Client ID No.</b>

I/We hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company held on September 14, 2019 at MLL House, Shed No. A2-3/2, Opp. UPL, 1st Phase, GIDC, Vapi, Valsad, Gujarat- 396195 at 12:30 P.M.

<b>Name of the Member</b>		<b>Signature</b>	
<b>Name of the Proxy holder</b>		<b>Signature</b>	
<b>Number of Share(s) held</b>			

**NOTE:**

1. Only member/proxy-holder can attend the meeting.
2. Member/proxy-holder should bring his/her copy of the Annual Report for reference at the meeting.
3. In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.

**MAHESHWARI LOGISTICS LIMITED****CIN: L60232GJ2006PLC049224****Registered Office:** MLL House, Shed No. A2-3/2, Opp. UPL, 1st Phase, GIDC, Vapi,  
Valsad, Gujarat- 396195**Email ID:** info@mlpl.biz **Website:** www.mlpl.biz**Tel:** 0260-2431024**Form No. MGT-11****PROXY FORM***[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : L60232GJ2006PLC049224  
 Name of the Company : MAHESHWARI LOGISTICS LIMITED  
 Registered office : MLL House, Shed No. A2-3/2 Opp. UPL, 1st Phase, GIDC, Vapi, Valsad  
 Gujarat-396195 India

Name of the Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No/Client ID/DP ID	:	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint:

(1.) Name :----- Email-Id:-----  
 Address: -----  
 ----- Signature: -----  
 Or Failing him

(2.) Name :----- Email-Id:-----  
 Address: -----  
 ----- Signature: -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13<sup>th</sup> Annual General Meeting of the Company to be held on September 14, 2019, at 12:30 P.M. at MLL House, Shed No. A2-3/2, OPP. UPL, 1<sup>st</sup> Phase, GIDC, Vapi-396195, Gujarat (India) and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.		Resolution	Optional*	
			For	Against
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, 2019.			
(2)	Declaration of Final dividend of Rs. 1.20 per equity share, for the year ended 31 March 2019			
(3)	Re-appointment of Shri Varun kabra, a Director retiring by rotation.			



Special Business			
(4)	To appoint Shri. Hemant Kailashchandra Pant as an Independent Director.		
(5)	To appoint Mr. Ramnaresh Ramkalyan Kabra as an Independent Director.		
(6)	To appoint Mr. Ambalal Bhikhalal Panchal as an Independent Director.		
(7)	Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019		
(8)	Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020.		
(9)	To approve revision in remuneration and terms of remuneration payable to Mr. Varun Krishnavtar Kabra, Managing Director of the Company		
(10)	To approve revision in remuneration and terms of remuneration payable to Mr. Amit Maheshwari, Wholetime Director of the Company		
(11)	To approve revision in remuneration and terms of remuneration payable to Mr. Vipul Vashi, Executive Director of the Company		
(12)	To approve revision in remuneration and terms of remuneration payable to Mr. Vinay Maheshwari, Chairman and Wholetime Director of the Company		

Signed this..... day of.....2019

Affix  
Revenue  
Stamp of  
Rs. 1

Signature \_\_\_\_\_ of Signature \_\_\_\_\_ of \_\_\_\_\_ Proxy  
Shareholder: \_\_\_\_\_ holder(s): \_\_\_\_\_

\*It is optional to put an "X" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, MLL House, Shed No. A2-3/2, OPP. UPL, 1<sup>st</sup> Phase, GIDC, Vapi-396195, Gujarat (India) not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members' up to and not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.

## Draft Letter for Updation of Shareholders Information

To,  
**Maheshwari Logistics Limited**  
MLL House, Shed No. A2-3/2,  
OPP. UPL, 1<sup>st</sup> Phase, GIDC, Vapi-396195,  
Gujarat (India)

### Sub: Updation of Shareholders Information

I/We request you to record the following information against my/our Folio No.:

#### General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No.:	
E-mail id:	

\*Self attested copy of the document(s) enclosed.

#### Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible.

I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place.

I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

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Signature of Sole/First holder

Place:

Date:



## ROUTE MAP TO VENUE OF AGM

