



NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting of members of **MAHESHWARI LOGISTICS LIMITED** ("the Company") will be held on **Friday, September 30, 2022 at 04:00 P.M.** Indian Standard Time (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial Statements) of the company for the financial year ended 31st March, 2022 which includes the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement as on the date, the Auditor's Report and Board's Report thereon.
2. To declare final dividend of ₹ 0.50/- per equity share of ₹ 10 each for the financial year ended 31st March 2022.
3. To appoint **Mr. Amit Maheshwari** (DIN:01680183), who retires by rotation and being eligible, offers himself for re-appointment as a director of the company.
4. To appoint **M/s Kakaria and Associates LLP**, Vapi, Chartered Accountant (ICAI Firm Registration No-104558W as Statutory Auditor of the Company.

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment thereof, as amended from time to time, pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint **M/s Kakaria and Associates LLP, Vapi, Firm Registration No. 104558W**, Chartered Accountants, as the Statutory Auditors to hold office from the conclusion of 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting, at a remuneration of such sum as may be fixed by the Board of Directors / any Committee of the Board of Directors and reimbursement of out of pocket expenses as may be incurred in the performance of their duties."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

SPECIAL BUSINESS

5. To approve the re-appointment of **Mr. Mukesh Agrawal** (DIN: 07692539) as an Independent Director of the Company for a second term of five consecutive years.

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. Mukesh Agrawal** (DIN: 07692539), Independent Director of the Company, whose period of office will expire on May 29, 2023, 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 for a second term of five consecutive years commencing from May 30, 2023 to May 28, 2028, 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

N. Aparna

Date: 31.08.2022
Place: Vapi

Company Secretary &
Compliance Officer

Registered Office:

MLL House Shed No. A2-3/2, OPP. UPL, 1st Phase,
GIDC Vapi Valsad, Gujarat-396195 (India)
CIN:L60232GJ2006PLC049224
Website:www.mlpl.biz
E-mail: investors@mlpl.biz, cs@mlpl.biz
Tel:+91260 2431034 /8155000688

Important Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under Item No. 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on August 31, 2022 considered that the special business under Item No. 5, being considered unavoidable, be transacted at the 16th AGM of the Company.

Further additional information with respect to Item No. 5 of this Notice, as required under Regulation 36(3) of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, is also annexed to this Notice and shall be read as part of this Notice.

2. In view of the outbreak of the COVID-19, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (“hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the 16th AGM of the Company is being conducted through VC/OAVM Facility, which

does not require physical presence of Members at a common venue. The deemed venue for the 16th AGM shall be the Registered Office of the Company.

3. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, a member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and / or vote.
4. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors’ Report, the Auditor’s Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2022, are annexed / attached.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2022 to September 30, 2022 (both days inclusive).
6. The dividend, if approved, will be paid to those Members whose names appear on Register of Members on September 23, 2022.
7. Record Date for Dividend:
 - a) The Company has fixed September 23, 2022 as the “Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2022.
 - 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 Members holding shares in the electronic form may please note that:
 - i) Instructions regarding bank details that they wish to incorporate in future dividend warrants must be submitted to their Depository Participants (DPs). As per the regulation of National Securities Depository Ltd and Central Depository Services (India) Ltd, the Company is obliged to print bank details as furnished by these depositories, on the dividend warrants.



- ii) Instructions already given by the Members for shares held in the physical form will not be automatically applicable to the dividend paid on shares held in the electronic form. Fresh instructions regarding bank details must be given to the DPs.
 - iii) Instructions regarding change in address, nomination and power of attorney must be given directly to the DPs.
9. The Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company after April 01, 2020, will be taxable in the hands of the Members. The Company will therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, the Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
- i) For Resident Members, TDS will be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during the financial year 2022-23, provided PAN is registered by the Members. If PAN is not registered, TDS will be deducted at 20% rate as per Section 206AA of the Income Tax Act, 1961.

However, no tax will be deducted on the dividend payable to resident individuals if the total dividend to be received by them during the financial year 2021-22 does not exceed ₹ 5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the financial year 2022-23.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS will be deducted.
 - ii) For non-resident Members, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax will be at 20% rate (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident Members have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Members, if they are more beneficial to them. For this purpose, that is, to avail the Tax Treaty benefits, then non-resident Members will have to provide the following:
 - a) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Members are a resident.
 - b) Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - c) Self-attested copy of the PAN card allotted by the Indian income tax authorities.
 - d) Self-declaration, certifying the following points:
 - The Members are and will continue to remain tax residents of the countries of their residence during the financial year 2022-23.
 - The Members are eligible to claim the beneficial DTAA rate for the purposes of tax with holding on the dividend declared by the Company.
 - The Members have no reason to believe that their claim for the benefits of the DTAA are impaired in any manner.
 - The Members are the ultimate beneficial owners of their shareholding in the Company and dividend receivable from the Company.
 - The Members do not have taxable presence or permanent establishments in India during the financial year 2022-23.
10. Members are requested to note that dividends not claimed within 7 years from the date of transfer to company's unpaid dividend account will, 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), transfer to IEPF maintained by the Central Government.
11. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members are requested to claim their dividends from the Company within the stipulated timeline. Details of Members whose unclaimed dividends / shares will be transferred to IEPF are available on the Company's website: www.mlpl.biz.
 12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mlpl.biz. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange Limited at www.nseindia.com and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
 13. The Members desiring any information relating to the accounts or having any questions, are requested to write to the Company on cs@mlpl.biz at least seven days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the responses ready and expeditiously provide them at the AGM, as required.
 14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the e-AGM circulars, the Company is pleased to provide the Members with the facility to attend the Annual General Meeting (AGM) through video conferencing / other audio-visual means (VC) and exercise their right to vote at the AGM by electronic means. The business will be transacted through remote e-voting prior to and during the AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 15. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of directors retiring by rotation, appointed and re-appointed at the ensuing Annual General Meeting is given in Annexure to this notice.
 16. In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc., to their respective Depository Participant or to the RTA, Bigshare Services Pvt. Ltd. at www.bigshareonline.com.
 17. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, Maharashtra, India, in the State of Maharashtra, is handling registry work in respect of shares held in electronic/demat form. Bigshare Services has put in place a module to enable the shareholders to update the email id, mobile no., PAN No. and bank details by visiting the website, www.bigshareonline.com. (For Investors section)..
 18. In support of the Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc., from the Company electronically. Members may also note that Annual Report for the FY 2021-22 will also be available on the website of the Company at www.mlpl.biz.
 19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., Friday, September 23, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, September 23, 2022, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
 20. The Certificate from Secretarial Auditor of the Company as required under SEBI (Share Based Employee Benefits) Regulations, 2014 will be uploaded on the website of the Company at www.mlpl.biz.
 21. 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. 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.

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 2021-22 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.

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. Bigshare Services Private Limited ("Bigshares"). (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 Bigshare Services Private Limited ("Bigshares")/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.

22. VOTING BY MEMBERS

- A. In compliance with the provisions of Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, together with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time

to time the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means by remote e-voting (by using the electronic voting system provided by NSDL as explained herein below). Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- B. "**Cut-off date**" for determining the eligibility for voting through electronic voting system is fixed as Friday, September 23, 2022. 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 e-voting process at the AGM, in a fair and transparent manner.
- E. In view of the outbreak of the COVID-19, social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) ("hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual

- means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- F. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- G. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- H. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Secretarial Standards on General Meeting (SS-2) issued by the ICSI (each as amended or modified from time to time), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- J. AGM to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) ("hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and all other relevant circulars issued from time to time.
- K. **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING**
- The instructions for shareholders voting electronically are as under:**
- The remote e-voting period begins on September 26, 2022 at 9:00 A.M. and ends on September 29, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 23, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2022.
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**
- Step 1: Access to NSDL e-Voting system**
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are 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.jspVisit 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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.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.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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.
 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 office.shilpithapar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com 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 (Pallavi Mhatre) at evoting@nsdl.co.in

Step 2: Cast your vote electronically 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.

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.](#)

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at cs@mpl.biz on or before September 20, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.



EXPLANATORY STATEMENT

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

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

Resolution No. 4

The Members of the Company at the 11th Annual General Meeting held on September 21, 2017 had approved the appointment of M/s. NPV & Associates, Mumbai, Firm Registration No.129408W, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a term of five years from the conclusion of the 11th Annual General Meeting held in 2017 till the conclusion of this 16th Annual General Meeting.

The Audit Committee and the Board of directors of the Company have recommended the appointment of M/s. Kakaria and Associates LLP, Vapi, Firm Registration No. 104558W, Chartered Accountants, as the Statutory Auditors of the Company to hold the office for a term of 5 consecutive years from the conclusion of this 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting to be held in the year 2027.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with inter alia the Companies (Audit and Auditors) Rules, 2014, M/s. Kakaria and Associates LLP, Vapi, Firm Registration No. 104558W; Chartered Accountants, have provided their consent and eligibility, certificate to the effect that their appointment, if made, would be in compliance with the applicable laws.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Proposed fees payable to the statutory auditor(s): For the first year (i.e., FY 2022-23), as decided by the Board of Directors plus applicable taxes and expenses on actuals to be payable for undertaking the statutory audit. The fee for any additional services and the remuneration for undertaking statutory audit from the second year onwards shall be as determined by the Board from time to time in accordance with applicable laws.

1. Terms of appointment: Appointment of M/s. Kakaria and Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company will be for a term of 5 consecutive years, from the conclusion of this 16th Annual General Meeting till the conclusion of the

21st Annual General Meeting to be held in the year 2027. All other terms of appointment shall be as per the Letter of Engagement as may be signed by the Company.

2. In case of the appointment of a new auditor, any material changes in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not applicable.
3. Basis of recommendation for appointment: The Board and Audit Committee have considered various evaluation criteria including competence, skill set, governance, experience in taxation and accounting matters, audit methodology & processes, use of technology, and depth of talent of the audit firm.
4. Credentials of the Statutory Auditors proposed to be appointed:

M/s. Kakaria and Associates LLP, Chartered Accountants, a firm registered with the Institute of Chartered Accountants of India (ICAI). M/s. Kakaria and Associates LLP was established in 1983 and has office at Vapi, Gujarat and branches at Mumbai, Boisar, Dahanu and Umbergaon. The firm provides professional services in the areas of Income Tax, GST, Audit & assurance, Accounts, Company secretary, Cost accountancy/audit, Finance, and Personal/corporate financial planning along with a host of other financial services.

Resolution No. 5

Re-appointment of Mr. Mukesh Agarwal (DIN:07692539) as an Independent Director of the Company.

Mr. Mukesh Agarwal (DIN:07692539) 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 12th Annual General Meeting held on September 24, 2018. As per the said resolution, the terms of appointment of Mr. Mukesh Agarwal (DIN:07692539) was up to September 23, 2023.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on August 13, 2022 approving re-appointment of Mr. Mukesh Agarwal (DIN:07692539) as an Independent Director for a second term from May 30, 2023 to May 28, 2028 (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. Mukesh Agarwal (DIN:07692539) 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. Mukesh Agarwal (DIN:07692539) 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. Mukesh Agarwal (DIN:07692539) 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. Mukesh Agarwal (DIN:07692539) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Mukesh Agarwal (DIN:07692539) 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. Mukesh Agarwal (DIN:07692539) 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. Mukesh Agarwal (DIN:07692539), 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. 5.

The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Mukesh Agarwal (DIN:07692539), 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.

By Order of the Board of Directors

N. Aparna

Company Secretary &
Compliance Officer

Date: 31.08.2022
Place: Vapi

Registered Office:

MLL House Shed No. A2-3/2, OPP. UPL, 1st Phase,
GIDC Vapi Valsad, Gujarat-396195 (India)
CIN:L60232GJ2006PLCO49224
Website:www.mlpl.biz
E-mail: investors@mlpl.biz, cs@mlpl.biz
Tel:+91260 2431034 /8155000688



ANNEXURE TO THE NOTICE DATED 31.08.2022

ADDITIONAL INFORMATION (AS ON MARCH 31, 2022) OF DIRECTOR RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Mr. Amit Maheshwari

Age	46
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Amit Maheshwari is on the Board of the company since Nov, 2007.</p> <p>He is having valuable experience of almost 21 years in the field of marketing.</p> <p>He is handing the manufacturing unit along with the sales of the company.</p>
Terms and Conditions of Re-appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Amit Maheshwari is being made liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	36,00,000 Lakh per annum
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	27 th November 2007
Shareholding in the Company as on March 31, 2022	1920000 (Nineteen lakhs and twenty thousand)
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 (2021-22)	6
Directorships of other Boards as on March 31, 2022	Samarth Finstock Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL

Mr. Mukesh Agrawal

Age	53
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Mukesh Agarwal is a Qualified Chartered Accountant and doctorate in Business management from international intern university having more than 27 years of rich experience.</p> <p>He has headed multiple positions in Finance, Accounts, Taxation, Audit, legal, business finance, Financial & Strategic planning, corporate reporting, supply chain, ERP implementation, Six Sigma project, India & Cross Boarder Business development, conducting marketing events, Merger & Acquisition, Cost optimization, etc.</p> <p>Presently, he is heading the International Business Function as Executive President with Trivitron Group of Companies for entire world.</p> <p>He worked as Vice President- International Business at Meril Life Sciences Private Ltd. (Meril Group includes 16 Companies and 4 Business Verticals).</p> <p>He was the Senior General Manager- Finance, Systems & Corporate Planning at Micro Inks Ltd. from 2001 to 2006.</p> <p>He has also worked in Finance and Accounts domain with Hitachi Home Limited, Sanghi Cements Ltd., Steel age Industries Ltd.</p>
Terms and Conditions of Re-appointment	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Shri Mukesh Agrawal is proposed to be re-appointed as an Independent Director for a second term of five consecutive years.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	30 th May, 2018
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the financial year (2021-22)	6
Directorships of other Boards as on March 31, 2022	Somya Mitra Ventures Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL
