



# Maheshwari Logistics Limited

*Moving Every Mile With A Smile*

ISIN: INE263W01010

SYMBOL: MAHESHWARI

DATE: 04.09.2024

To,

**The Manager-Listing Department,**

**The National Stock Exchange of India Limited,**

Exchange Plaza, NSE Building,

Bandra Kurla Complex,

Bandra East, Mumbai-400 051,

**Subject: Submission of Notice Convening the 18<sup>th</sup> Annual General Meeting of Maheshwari Logistics Limited and Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Respected Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of the company along with the Notice of **18<sup>th</sup> Annual General Meeting ('AGM')** for the FY 2023-24, which is being sent through electronic mode to the members.

The **18<sup>th</sup> Annual General Meeting ('AGM')** is scheduled to be held on **Monday, September 30, 2024 at 4:00 p.m.** through video conferencing ('VC') / other audio-visual means ('OAVM').

Kindly take the above on your records.

Thanking You,

Yours Truly,

For **Maheshwari Logistics Limited**

---

**Charmi Soni**

Company Secretary &

Compliance Officer

*Encl: 18<sup>th</sup> Annual Report for the year FY 2023-24.*

**SUPPLIERS OF ALL TYPE OF COAL, COKE, LIGNITE, KRAFT PAPER & DUPLEX BOARD, FLEET OWNERS & TRANSPORTS CONTRACTORS**

MLL House, Shed No. A2-3/2, Opp. UPL, 1St Phase, GIDC, Vapi-396 195 (Guj.) Phone : +91 260 2431024 Fax : 2427024

E-mail : info@mpl.biz

Web : www.mpl.biz

CIN : L60232GJ2006PLC049224

# NOTICE OF ANNUAL GENERAL MEETING

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

**NOTICE** is hereby given that the Eighteenth (18<sup>th</sup>) Annual General Meeting (hereafter mentioned as "AGM") of members of **MAHESHWARI LOGISTICS LIMITED** ("the Company") will be held on **Monday, September 30, 2024 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

- To receive, consider and adopt the Audited Financial Statements (including audited consolidated Financial Statements) of the company for the financial year ended March 31, 2024 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.
- To appoint **Mr. Shubham Vinay Maheshwari (DIN: 10205313)**, who retires by rotation and being eligible, offers himself for re-appointment as a director of the company.

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

**"RESOLVED THAT** Mr. Shubham Vinay Maheshwari (DIN: 10205313), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation."

## SPECIAL BUSINESS

- To Regularize the appointment of **Mr. Neeraj Maheshwari (DIN: 01010325)**, as the Chairman & Managing Director (KMP) of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such other approvals as may be necessary in this regard, the approval of the Members of the Company be and is hereby accorded to appoint and finalise the terms of remuneration of **Mr. Neeraj Maheshwari (DIN: 01010325)** as the Chairman & Managing Director & Key Managerial Personnel (KMP) of the Company, for a period of 5 (five) consecutive years with effect from **July 31, 2024 to July 30, 2029** (both days inclusive), as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on **July 31, 2024**, who holds office

only upto the date of the ensuing Annual General Meeting of the Company and shall be liable to retire by rotation, on terms and conditions including remuneration as set out in explanatory statement annexed to this notice):

- Consolidated Salary:** Up to ₹ 36,00,000/- (Rupees Thirty-Six Lacs only) Per Annum (excluding reimbursement of expenses and Bonus if any).
- 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.
- All other terms and conditions are as per the HR policy of the Company, if any."

**"RESOLVED FURTHER THAT** notwithstanding anything stated herein above, in the event of absence or inadequacy of profits in the financial year, the Company shall pay to **Mr. Neeraj Maheshwari (DIN: 01010325)** the minimum remuneration as per the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

**"RESOLVED FURTHER THAT** any of the present Directors or 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."

- To Regularize the appointment of **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**, as the Whole Time Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such other approvals as may be necessary in this regard, the approval of the Members

of the Company be and is hereby accorded to appoint and finalise the terms of remuneration of **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**, as the Whole Time Director of the Company, for a period of consecutive 5 (five) years with effect from **July 31, 2024 to July 30, 2029** (both days inclusive), as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on **July 31, 2024**, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**:

- a) **Consolidated Salary:** Up to ₹ 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** notwithstanding anything stated herein above, wherein in any financial year, closing on and after March 31, 2024, the Company incurs a loss or its profits are inadequate, the Company shall pay to **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** the minimum remuneration as per the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board and the Nomination and Remuneration Committee of the Board be and is hereby authorized to decide the remuneration (salary, perquisites and bonus) payable to **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**, within the terms approved by the members as above, subject to such other approvals as may be required."

**"RESOLVED FURTHER THAT** any Directors of the company or the 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."

5. To Regularize the appointment of **Mr. Amit Kailashnarayan Maheshwari (DIN: 01680183)**, as the Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution** -

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder

(including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such other approvals as may be necessary in this regard, the approval of the Members of the Company be and is hereby accorded to appoint and finalise the terms of remuneration of **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)**, as the Whole Time Director of the Company, for a period of consecutive 5 (five) years with effect from **July 31, 2024 to July 30, 2029** (both days inclusive), as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on **July 31, 2024**, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)**:

- a) **Consolidated Salary:** Up to ₹ 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** notwithstanding anything stated herein above, wherein in any financial year, closing on and after March 31, 2024, the Company incurs a loss or its profits are inadequate, the Company shall pay to **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** the minimum remuneration as per the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board and the Nomination and Remuneration Committee of the Board be and is hereby authorized to decide the remuneration (salary, perquisites and bonus) payable to **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)**, within the terms approved by the members as above, subject to such other approvals as may be required."

**"RESOLVED FURTHER THAT** any Directors of the company or the 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."

6. To appoint **Mr. Viraj Bipinkumar Shah (DIN: 10697941)**, as an Independent Director of the Company.

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 provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013

("the Act"), (including any statutory modification or re-enactment thereof for the time being in force, if any) read with schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee **Mr. Viraj Bipinkumar Shah (DIN: 10697941)**, who was appointed as an Additional Director (Category: Independent, Sub- Category: Non-executive), w.e.f. 31.07.2024 by the board of Directors, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), be and is hereby appointed as an Independent Director of the Company to hold office for a term period of five (05) consecutive years, for term commencing from date of Board's approval i.e., **from July 31, 2024 to July 30, 2029** (both days inclusive) and that he shall not be liable to retire by rotation"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to fix the sitting fees and commissions payable to independent directors, if any."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as in its absolute discretion it may consider necessary, expedient and desirable for the purpose of giving effect to this resolution."

**"RESOLVED FURTHER THAT** any of the present Directors of the Company and / or Company secretary of the Company be and are hereby severally authorized to sign and file necessary e-forms and other relevant papers, documents with the concerned Registrar of the Companies and other applicable statutory authorities if any, and to do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto."

**By Order of the Board of Directors**

Sd/-

**Charmi Soni**

Company Secretary &  
Compliance Officer

Date: 31.08.2024

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

Website: [www.mlpl.biz](http://www.mlpl.biz)

E-mail: [investors@mlpl.biz](mailto:investors@mlpl.biz), [cs@mlpl.biz](mailto:cs@mlpl.biz)

Tel:+91260 2431034/8155000688

**Important Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 7 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
2. The Ministry of Corporate Affairs ("MCA") pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, , 02/2022 , 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021 May 13, 2022 , January 05, 2023, and October 06, 2023 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 18<sup>th</sup> 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 18<sup>th</sup> 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, 2024, are annexed / attached.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **September 24, 2024 to September 30, 2024** (both days inclusive).
6. The dividend, is not proposed by the Board of Directors of the Company.
7. Record Date for Dividend: Not Applicable
8. Though the Dividend is not proposed, yet 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.
  10. 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](http://www.mlpl.biz).
  11. 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](http://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](http://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](http://www.evoting.nsdl.com).
  12. The Members desiring any information relating to the accounts or having any questions, are requested to write to the Company on [cs@mlpl.biz](mailto: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.
  13. 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.
  14. 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.
  15. 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](http://www.bigshareonline.com).
  16. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at Office No. S6-2, 6<sup>th</sup> 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](http://www.bigshareonline.com). (For Investors section).
  17. 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 2023-24 will also be available on the website of the Company at [www.mlpl.biz](http://www.mlpl.biz).
  18. 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., **Monday, September 23, 2024**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) <mailto: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](http://www.evoting.nsdl.com) or call on toll free no. 022-48867000 and 022-24997000. 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., **Monday, September 23, 2024**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
  19. 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](http://www.mlpl.biz).
  20. 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 2023-24 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.

## 21. VOTING BY MEMBERS

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, 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.
2. 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.
3. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mlpl.biz](http://www.mlpl.biz). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021, MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 2/2022 dated May 5, 2022 followed by MCA Circular No. 10/2022 dated December 28, 2022.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on 26<sup>th</sup> September, 2024 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2024 at 05:00 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. 23<sup>rd</sup> September, 2024, 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 23<sup>rd</sup> September, 2024.

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

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

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.
- 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshilpithapar@gmail.com](mailto:csshilpithapar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Ms. Pallavi Mhatre** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@mplpl.biz](mailto:cs@mplpl.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@mplpl.biz](mailto:cs@mplpl.biz). If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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" 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([cs@mplpl.biz](mailto:cs@mplpl.biz)). The same will be replied by the company suitably.
6. 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 [mailto: cs@mplpl.biz](mailto:cs@mplpl.biz) on or before September 20, 2024. 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 special business as mentioned in the notice.

## Item No. 3

3. To Regularize the appointment of **Mr. Neeraj Maheshwari (DIN: 01010325)**, as the Chairman & Managing Director & Key Managerial Personnel (KMP) of the Company:

On the recommendation of the Nomination and Remuneration Committee and approval accorded by the Board, **Mr. Neeraj Maheshwari (DIN: 01010325)** was appointed as an Additional Director (Category: Promoter, Sub Category: Executive Director) designated as Chairman and Managing Director (KMP) of the Company. Pursuant to the provision of Section 161(1) of the Companies Act, 2013, any Director appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Board of Directors of the Company (the "Board") on **July 31, 2024** appointed **Mr. Neeraj Maheshwari (DIN: 01010325)** as the Chairman & Managing Director (KMP) of the Company for a period of five consecutive years with effect from **July 31, 2024** to **July 30, 2029** (both days inclusive) subject to the approval of the Members and such other approvals as may be required.

**Mr. Neeraj Maheshwari (DIN: 01010325)** is not disqualified from being appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Chairman & Managing Director (KMP) of the Company. He satisfies all the conditions set out in Section 196(3) and Part I of Schedule V of the Companies Act, 2013 and hence, is eligible for appointment.

The terms and conditions of appointment and remuneration payable to **Mr. Neeraj Maheshwari (DIN: 01010325)** are as follows:

- Consolidated Salary:** Up to ₹ 36,00,000/- (Rupees Thirty-Six Lacs only) Per Annum (excluding reimbursement of expenses, and Bonus if any).
- 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.
- All other terms and conditions are as per the HR policy of the Company, if any.

The remuneration payable to **Mr. Neeraj Maheshwari (DIN: 01010325)** as set out in the resolution at item no. 3 of the Notice

is within the limits permitted under the provisions of Sections 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).

As per the Articles of association of the company and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof, for the time being in force), **Mr. Neeraj Maheshwari (DIN: 01010325)** as decided by the Board of Directors in its meeting held on **July 31, 2024**, was appointed as a Chairman of the Board of Directors w.e.f 31.07.2024 till otherwise resolved further and he shall preside as Chairman in all meetings of Board and shareholders of the company held from time to time.

The draft agreement to be entered into between **Mr. Neeraj Maheshwari (DIN: 01010325)** and the Company would be made available for inspection by the Members of the Company.

Except **Mr. Neeraj Maheshwari (DIN: 01010325)**, no other Director or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 3 of the Notice.

Your directors recommend the resolution at item no. 3 of the Notice.

## Item No. 4

4. To Regularize the appointment of **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**, as the Whole Time Director of the Company:

On the recommendation of the Nomination and Remuneration Committee and approval accorded by the Board, **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** was appointed as an Additional Director (Category: Promoter, Sub Category: Executive Director) designated as Whole Time Director of the Company. Pursuant to the provision of Section 161(1) of the Companies Act, 2013, any Director appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Board of Directors of the Company (the "Board") on **July 31, 2024** appointed **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** as the Whole Time Director of the Company for a period of five consecutive years with effect from **July 31, 2024** to **July 30, 2029** (both days inclusive) subject to the approval of the Members and such other approvals as may be required.

**Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** is not disqualified from being appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has

given his consent to act as Whole Time Director of the Company. He satisfies all the conditions set out in Section 196(3) and Part I of Schedule V of the Companies Act, 2013 and hence, is eligible for appointment.

The terms and conditions of appointment and remuneration payable to **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** are as follows:

- a) **Consolidated Salary:** Up to ₹ 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.

The remuneration payable to **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** as set out in the resolution at item no. 4 of the Notice is within the limits permitted under the provisions of Sections 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).

The draft agreement to be entered into between **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)** and the Company would be made available for inspection by the Members of the Company.

Except **Mr. Vinay Premnarayan Maheshwari (DIN: 01680099)**, no other Director or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 4 of the Notice.

Your directors recommend the resolution at item no. 4 of the Notice.

#### Item No. 5

5. To Regularize the appointment of **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)**, as the Whole Time Director of the Company:

On the recommendation of the Nomination and Remuneration Committee and approval accorded by the Board, **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** was appointed as an Additional Director (Category: Professional, Sub Category: Executive Director) designated as Whole Time Director of the Company. Pursuant to the provision of Section 161(1) of the Companies Act, 2013, any Director appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Board of Directors of the Company (the "Board") on **July 31, 2024** appointed **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** as the Whole Time Director of the Company for a period of five consecutive years with effect from **July 31, 2024** to **July 30, 2029** (both days inclusive) subject to the approval of the Members and such other approvals as may be required.

**Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** is not disqualified from being appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Whole Time Director of the Company. He satisfies all the conditions set out in Section 196(3) and Part I of Schedule V of the Companies Act, 2013 and hence, is eligible for appointment.

The terms and conditions of appointment and remuneration payable to **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** are as follows:

- d) **Consolidated Salary:** Up to ₹ 36,00,000/- (Rupees Thirty-Six Lacs only) Per Annum (excluding reimbursement of expenses, and Bonus if any).
- e) **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.
- f) All other terms and conditions are as per the HR policy of the Company, if any.

The remuneration payable to **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** as set out in the resolution at item no. 5 of the Notice is within the limits permitted under the provisions of Sections 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).

The draft agreement to be entered into between **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)** and the Company would be made available for inspection by the Members of the Company.

Except **Mr. Amit Kailashnarayan Maheshwari (DIN:01680183)**, no other Director or Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution at item no. 5 of the Notice.

Your directors recommend the resolution at item no. 5 of the Notice.

#### Item No. 6

6. To Regularize the appointment of **Mr. Viraj Bipinkumar Shah (DIN: 10697941)**, as the Independent Director of the Company:

On the recommendation of the Nomination and Remuneration Committee and approval accorded by the Board, **Mr. Viraj**

**Bipinkumar Shah (DIN: 10697941)** was appointed as an Additional Director (Category: Independent, Sub Category: Non-Executive Director). Pursuant to the provision of Section 161(1) of the Companies Act, 2013, any Director appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Board of Directors of the Company (the "Board") on **July 31, 2024** appointed **Mr. Viraj Bipinkumar Shah (DIN: 10697941)** as the Additional Director (Category: Independent, Sub Category: Non- Executive Director) of the Company for a period of five consecutive years with effect from **July 31, 2024** to **July 30, 2029** (both days inclusive) subject to the approval of the Members and such other approvals as may be required.

**Mr. Viraj Bipinkumar Shah (DIN: 10697941)** is not disqualified from being appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Independent Director of the Company. He satisfies all the conditions set out in Section 196(3) and Part I of Schedule V of the Companies Act, 2013 and hence, is eligible for appointment and who meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16(1)(b) of the

SEBI Listing Regulations and who has submitted a declaration to that effect.

**Mr. Viraj Bipinkumar Shah (DIN: 10697941)**, be paid such fees and remuneration, including commission and reimbursement of expenses, as the Board or the Nomination & Remuneration Committee may approve from time to time within the limits approved by the Members of the Companies subject to the limits prescribed under the Companies Act, 2013."

Your directors recommend the resolution at item no. 6 of the Notice.

**By Order of the Board of Directors**

Sd/-

**Charmi Soni**

Company Secretary &  
Compliance Officer

Date: 31.08.2024

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

Website: [www.mlpl.biz](http://www.mlpl.biz)

E-mail: [investors@mlpl.biz](mailto:investors@mlpl.biz), [cs@mlpl.biz](mailto:cs@mlpl.biz)

Tel:+91260 2431034/8155000688

## ANNEXURE To The Notice Dated August 31, 2024

**ADDITIONAL INFORMATION (AS ON MARCH 31, 2024) OF DIRECTOR RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 18<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 -2 ON GENERAL MEETINGS**

<b>Mr. Neeraj Maheshwari</b>	
Age	50
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Neeraj Maheshwari has completed Bachelor of Commerce from Kanpur University. He is the guiding force behind the strategic decisions of our Company. His scope of work includes business development and management of overall business as well as financial operations of the Company.
Terms and Conditions of appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Neeraj Maheshwari will be liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 2,00,000 per month
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	31 <sup>st</sup> July, 2024
Shareholding in the Company as on March 31, 2024	6,59,948 Shares
Relationship with other Directors / Key Managerial Personnel	He is Father of erstwhile Whole-time Director Mr. Palash Maheshwari & Uncle of Mr. Shubham Maheshwari (Non-Executive Director) of Maheshwari Logistics Ltd.
Number of meetings of the Board attended during the financial year (2023-24)	2 (30.05.2023 as CEO & 13.07.2023)
Directorships of other Boards as on March 31, 2024	• Samarth Finstock Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Whether the aforementioned director is debarred under any statutory authority	No

**Mr. Vinay Premnarayan Maheshwari**

Age	45
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vinay Maheshwari, aged 45 years has completed his Bachelor of Commerce from Shri Shahu Ji Maharaj University, Kanpur. He has around two decades of experience in coal industry. His scope of work includes overall management of coal/Trade business of the Company.
Terms and Conditions of appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Vinay Maheshwari is will be liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 2,00,000 per month
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	31 <sup>st</sup> July, 2024
Shareholding in the Company as on March 31, 2024	29,97,242 Shares
Relationship with other Directors / Key Managerial Personnel	He is Father of Mr. Shubham Maheshwari (Non-Executive Director) of Maheshwari Logistics Ltd.
Number of meetings of the Board attended during the financial year (2023-24)	2 (30.05.2023 & 13.07.2023)
Directorships of other Boards as on March 31, 2024	• Samarth Finstock Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Whether the aforementioned director is debarred under any statutory authority	No

**Mr. Amit Kailashnarayan Maheshwari**

Age	48
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Amit Maheshwari, aged 48 years has completed Bachelor of Commerce from Kanpur University. His scope of work includes management of sales and production of paper business of the Company.
Terms and Conditions of appointment	To enable compliances by the company with provisions of Section 152 of the companies Act, 2013, Mr. Amit Maheshwari is will be liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 3,00,000 per month
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	31 <sup>st</sup> July, 2024
Shareholding in the Company as on March 31, 2024	19,36,020 Shares
Relationship with other Directors / Key Managerial Personnel	He is the cousin brother of Neeraj Maheshwari (Additional Director designated as Chairman and Managing Director (KMP)), Vinay Maheshwari (Whole-time Director) and cousin uncle of Shubham Maheshwari (Non-Executive Director).
Number of meetings of the Board attended during the financial year (2023-24)	2 (30.05.2023 & 13.07.2023)
Directorships of other Boards as on March 31, 2024	• Samarth Finstock Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Whether the aforementioned director is debarred under any statutory authority	No

<b>Mr. Viraj Bipinkumar Shah</b>	
Age	45
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	He graduated with a Bachelor of Science degree in Chemistry from the University of Mumbai, which provided him with a solid foundation in analytical thinking and problem-solving skills. For the past 22 years, he has successfully operated his own trading company, specializing in the supply of industrial valves, pumps, motors, and engineering equipment to various industries. His profound understanding of market dynamics and ability to adapt to changing conditions have been key factors in the sustained growth and success of his business.
Terms and Conditions of appointment	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Shri Viraj Shah is proposed to be appointed as an Independent Director for a first term of five consecutive years.
Remuneration last drawn (including sitting fees, if any)	Not applicable
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	31 <sup>st</sup> July, 2024
Shareholding in the Company as on March 31, 2024	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Directors/KMP/Promoters of the Company.
Number of meetings of the Board attended during the financial year (2023-24)	Not applicable
Directorships of other Boards as on March 31, 2024	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Whether the aforementioned director is debarred under any statutory authority	No