Maheshwari Logistics Limited

Moving Every Mile With A Smile

ISIN: INE263W01010
SYMBOL: MAHESHWARI

Dated: 30th January, 2019

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 of Postal Ballot and Postal Ballot Form.

Respected Sir/Madam,

Further to our Intimation dated January 17, 2019, we wish you to inform you that pursuant to Section 110 of the Companies Act, 2013 and applicable rules, the Company has on Tuesday, January 29, 2019, completed dispatch of postal ballot notice along with the postal ballot form in electronic mode to those Members who have registered their e-mail addresses with the Company, Registrar and Transfer Agent (RTA) or with the Depositories and in permitted physical mode to the other Members for seeking their approval by way of Special Resolution as mentioned in the postal ballot notice dated January 16, 2019.

Copy of the Postal Ballot Notice dated January 16, 2019 and the Postal Ballot Form dispatched to the members of the Company, for seeking their approval by way of postal ballot/E-Voting are attached here with for your record.

The above documents will also be displayed on the website of the Company at www.mlpl.biz.

Thanking You,

Yours Truly,
For Maheshwari Logistics Limited

Raiyani P.V.

MAHESHWARI LOGISTICS LTD. VAPI

Paresh Raiyani
Company Secretary & Compliance Officer

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NOTICE OF THE POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as "the Rules") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by the Members as special resolution through Postal Ballot including voting through electronic means ("Remote E-voting").

The Explanatory Statement pertaining to the Resolution setting out the material facts concerning item and the reason thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Director of the Company, at its meeting held on Wednesday, 16th Day of January, 2019 has appointed **Ms. Shilpi Thapar** of **M/s. Shilpi Thapar & Associates,** Practising Company Secretaries, (Membership No. 5492 and Certificate of Practice No.6779) having its office at 407-B, "Pinnacle Business Park", Prahladnagar Corporate Road, Prahladnagar, Ahmedabad 380 051 as the Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope. It may also be deposited personally at the address given thereon. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. (IST) on Saturday, 2nd Day of March, 2019. Postal Ballot Forms received after 5:00 p.m. on Saturday, 2nd Day of March, 2019 will be treated as 'invalid'. Members desiring to opt for Remote E-voting are

requested to read the instructions in the Notes under the section "Voting through Remote E-voting".

The Scrutinizer will submit her report to the Chairperson or Managing Director of the Company after the completion of scrutiny of postal ballots and e-voting. The results of voting by means of Postal Ballot (including voting through electronic means) will be announced on or before **Tuesday, 5th Day of March, 2019** at the Registered Office of the Company and also by placing the same on the Company's website: www.mlpl.biz The results will simultaneously be communicated to the Stock Exchanges.

RESOLUTIONS

ITEM NO. 1:-MIGRATION OF COMPANY FROM SME PLATFORM TO THE MAIN BOARD OF NSE LIMITED

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

"RESOLVED THAT pursuant to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by NSE Limited dated March 10, 2014 and April 18, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by Ministry of Corporate Affairs (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to migrate the Company, from SME Exchange (NSE Emerge) of National Stock Exchange of India Limited (NSE) to Main Board of NSE and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from SME Platform of NSE to the Main Board of NSE.

RESOLVED FURTHER THAT any Directors and Company Secretary of the Company be and are hereby authorized jointly and/ or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

ITEM NO. 2:- TO APPROVE BORROWING LIMITS OF THE COMPANY AND CREATION OF CHARGE ON THE ASSETS OF THE COMPANY.

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

"RESOLVED THAT in terms of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the consent of the members be and is hereby accorded to the Company to borrow money on behalf of the Company, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 500 Crore (Rupees Five Hundred Crore only) or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof ("the Board") for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks/ Financial Institutions, and other investing agencies."

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

ITEM NO. 3:- TO APPROVE INTER-CORPORATE LOANS & INVESTMENTS IN EXCESS OF PRESCRIBED LIMIT.

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

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members be and is hereby accorded to the Company to grant loans or make investment or provide security or guarantee for an amount(s) exceeding 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT pursuant to rule no 12 of the Companies (Meeting of Board and its Powers) Rules, 2014 and section 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, Mr. Vinay Maheshwari, Whole Time Director of the Company be and is hereby authorized to making necessary entries in the Register of Investment, authenticate it and file Form no. MGT-14 with the Registrar of Companies within the prescribed time and fees.

RESOLVED FURTHER THAT Mr. Vinay Maheshwari, Whole Time Director of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

For and on behalf of Board of Directors of
M/s. Maheshwari Logistics Limited

Paresh Raiyani
Company Secretary and
Compliance Officer

Date: 16.01.2019
Place: Vapi

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NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of sections 102 and 110 of the Companies Act, 2013 in respect of the aforesaid item set out in the Notice of Postal Ballot is annexed hereto.

2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as provided by Bigshare Services Private Limited ("RTA") as on Friday, 18th Day of January, 2019 ("cut-off date"). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents ("RTA") (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope ("BRE").

3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 18th Day of January, 2019 ("cut-off date") will be considered for the purpose of voting in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should treat the Notice for information purposes only. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of declaration of result of voting, i.e., Tuesday, 5th Day of March, 2019.

4. Members cannot exercise votes by proxy on Postal Ballot.

5. Members can opt for only one mode of voting, i.e., either by physical Ballot Form or Remote E-voting. In case Members cast their votes through both the modes, voting done by Remote E-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

6. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot or desirous of obtaining a duplicate copy of a Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web-link: "Investor Relations" section on the Company's website: www.mlpl.biz where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Saturday, 2nd Day of March, 2019. Alternatively, a Member may write to the Company or Bigshare for obtaining a duplicate Form.

7. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.

8. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.

9. The Board has appointed **Ms. Shilpi Thapar** of **M/s. Shilpi Thapar & Associates,** Practising Company Secretaries, (Membership No. 5492 and Certificate of Practice No.6779) having its office at 407-B, "Pinnacle Business Park", Prahladnagar Corporate Road, Prahladnagar, Ahmedabad 380 051 as Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot in a fair and transparent manner. The Results shall be declared at the Corporate Office of the Company and along with the Report of the Scrutinizer shall be placed on the website of the Company viz. www.mlpl.biz on or before Tuesday, 5th Day of March, 2019 and shall be communicated to NSE where the shares of the Company are listed.

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

11. Voting through remote e-voting:

    I. In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company is pleased to provide members facility of Physical Postal Ballot and E-Voting the items of business as detailed in this Postal Ballot Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited ("CDSL").

    II. The e-voting period begins on **Friday, 1st Day of February, 2019 at 10:00 a.m.** and ends on **Saturday, 2nd Day of March, 2019 at 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of **Friday, 18th Day of January, 2019**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    III. **Ms. Shilpi Thapar** of **M/s. Shilpi Thapar & Associates,** Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot in a fair and transparent manner**.**

IV. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till Saturday, 2nd Day of March, 2019.

V. Members can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Physical Postal Ballot shall be treated as invalid.

Instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

I. The voting period begins on Friday, 1st Day of February, 2019 at 10:00 a.m. and ends Saturday, 2nd Day of March, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 18th Day of January, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. The shareholders should log on to the e-voting website www.evotingindia.com.

III. Click on Shareholders/Members.

IV. Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Members holding shares in Physical Form (if Any) should enter Folio Number registered with the Company.

V. Next enter the Image Verification as displayed and Click on Login.

VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) ➢ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. ➢ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Anil Kumar with serial number 1 then enter AN00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

VIII. After entering these details appropriately, click on "SUBMIT" tab.

IX. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the EVSN for the relevant MAHESHWARI LOGISTICS LIMITED on which you choose to vote.

XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIV. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XVII. If Demat account holder has forgotten the changed login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVIII. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

XIX. **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Important Communications to Members

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY

Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number.

All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited
1st Floor, Bharat Tin Works,
Building, Opp. Vasant Oasis, Makwana Road
Andheri East, Mumbai - 400 072,
Maharashtra, India

For and on behalf of Board of Directors of
M/S. MAHESHWARI LOGISTICS LIMITED

Paresh Raiyani
Company Secretary & Compliance Officer

Date: 16.01.2019
Place: Vapi

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

CIN: L60232GJ2006PLC049224
Website: www.mlpl.biz
E-mail: info@mlpl.biz
cs@mlpl.biz
Tel:+91260 2431024/8155000688

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EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Company got listed on the NSE EMERGE, a SME platform of the National Stock exchange of India (NSE) on January 16, 2017, According to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by NSE dated March 10, 2014 and April 18, 2018, An issuer, whose specified securities are listed on a SME Exchange can migrate to the Main Board after completion of two years of listing on SME Exchange subject to fulfilment of other conditions, Now Company has completed 2 years of listing on the platform and performance of the Company is also satisfactory and so Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

Also listing on the Main Board of NSE will take the Company to different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from 'NSE Emerge' a SME Segment to Main Board of NSE as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested financially or otherwise in the aforesaid resolution except to the extent of their shareholding interest, if any, in the Company..

Hence the aforesaid resolution is placed before the members of the Company for their consent through Postal Ballot (including e-voting) under Section 110 of the Companies Act, 2013.

ITEM NO. 2

Pursuant to the provision of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, for borrowing beyond prescribed limit, permission from the shareholders by way of special resolution is required, The company is on stage of development and expansion and so it may require to borrow the monies in future up to Rs. 500.00 Crore. The directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to the board to pass the

following resolution for further seeking approval of the members for the same.

Further to know that, Shareholders of the Company in the Extra Ordinary General Meeting of the Company held on 25th October, 2016 passed a resolution under Section 180(1)(c) of the Companies Act, 2013 borrow money up to an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) on such terms and conditions as may be decided by the Board from time to time, the said resolution was filed with the Registrar of the Companies in prescribed manner.

Now to the satisfaction and bring in to notice of the Shareholders after conversion in to Public Limited Company and Listing on the Stock Exchange, Company has proposed to ratify the said Limit, took note of the same and pass following resolution in this regards.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in Resolution No. 2 appended to this Notice.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice except to the extent of their Shareholding interest, if any, in the Company.

ITEM NO. 3

Pursuant to the provision of Section 186 of the Companies Act, 2013 and other applicable provisions, for making Inter Corporate Loan and investment beyond prescribed limit, permission from the shareholders by way of special resolution is required, The company is on stage of development and expansion and so it is required to increase the investment limit as per the Companies Act, 2013 up to Rs. 500.00 Crore. The directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend to pass the following resolution for further seeking approval of the members for the same.

Further to know that Shareholders of the Company in the Extra Ordinary General Meeting of the Company held on 25th October, 2016 and Annual

General Meeting held on 24th September, 2018 has passed a resolution under Section 186 of the Companies Act, 2013 to grant loans or make investment or provide security or guarantee up to an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) on such terms and conditions as may be decided by the Board from time to time, the said resolution was filed with the Registrar of the Companies in prescribed manner.

Now to the satisfaction and bring in to notice of the Shareholders after conversion in to Public Limited Company and Listing on the Stock Exchange, Company has proposed to ratify the said Limit, took note of the same and pass following resolution in this regards.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice except to the extent of their Shareholding interest, if any, in the Company.

For and on behalf of Board of Directors of
M/S. MAHESHWARI LOGISTICS LIMITED

Paresh Raiyani
Company Secretary
& Compliance Officer

Date: 16.01.2019
Place: Vapi

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MAHESHWARI LOGISTICS LIMITED

CIN: L60232GJ2006PLC049224
MLL House, Shed No. A2-3/2 Opp. UPL, 1st Phase, GIDC Vapi, Valsad, Gujarat-396195, India
Phone: 0260- 2431024, 8155000688 **Email Id**: info@mlpl.biz/cs@mlpl.biz
Website: www.mlpl.biz

POSTAL BALLOT FORM

1. Name and Registered Address of the sole / first named shareholder :

2. Name(s) of the joint holder(s), if any :

3. Sequence Number for E-voting :

4. Folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form) :

5. No. of Equity Share(s) held :

6. I/We hereby exercise my/our vote (s) in respect of the following Resolution to be passed by means of postal ballot for the business stated in the Postal Ballot Notice dated Wednesday, 16th Day of January, 2019, issued by the Company, by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark in the appropriate box below:

Sr No.	Description of the Special resolutions	Number of Equity Share(s) held by me/us	I/We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Migration of Company From SME Platform of NSE (NSE Emerge) To the Mainboard of NSE Limited:			

2.	Approve Borrowing limits of the Company and creation of charge on the assets of the Company.			
3.	Approve Inter Corporate Loans and Investment in excess of prescribed limit.			

Date: **Signature of Shareholder**
Place:

NOTES:

1. Please read carefully the instructions printed overleaf, before exercising the vote.

2. Last Date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, 2nd Day of March, 2019 by 5.00 p.m.

INSTRUCTION FOR VOTING IN PHYSICAL FORM

I. A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before Saturday, 2nd Day of March, 2019 (5.00 p.m.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.

II. Envelopes containing postal ballots, if sent by courier at the expense of the registered member will also be accepted.

III. The votes should be cast either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.

IV. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. Form which is defaced or mutilated in such a way that its identity as a genuine form cannot be established will be treated as invalid. Any amendment to the resolution or imposition of any condition by any member while exercising his vote shall render the postal ballot form invalid.

V. The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, together with attested specimen signature(s) of the authorised signatory(ies).

VI. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

VII. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.

VIII. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No.(i) above.

IX. Any Member, who wants to cast his vote electronically instead of physical Postal Ballot Form, may refer the detailed procedure mentioned in the Notes to the Postal Ballot Notice.

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