

NOTICE

NOTICE is hereby given that the **Thirtieth (30th)** Annual General Meeting (AGM) of the Members of Maitri Enterprises Limited will be held on Tuesday, **28th September, 2021** at 4.30 P.M. through video conferencing (V C) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- I. To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2021, statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
- II. To appoint a Director in place of Mr. Rameshlal Ambwani (holding DIN: 02427779), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

III. To appoint Mr. Dipak Ambwani (DIN 03054773) as Director of the Company.

To, consider and, if thought fit, give your assent/dissent to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and on recommendation of the Company, Mr. Dipak Ambwani (DIN 03054773), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from November 10, 2020, who holds office up to the date of ensuing Annual General meeting, be and is hereby appointed as a director of the company.

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

IV. To appoint Mr. Rakesh Lakhwani (DIN – 09239137) as an Independent Director of the Company.

To, consider and, if thought fit, give your assent/dissent to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015, Mr. Rakesh Lakhwani (DIN – 09239137) who was appointed as an Additional Director under the category of Independent Director of the Company on the recommendation of Nomination and Remuneration committee with effect from July 14, 2021, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years with effect from July 14, 2021 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

V. To appoint Mr. Harish Motwani (DIN – 09243591) as an Independent Director of the Company.

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015, Mr. Harish Motwani (DIN – 09243591) who was appointed as an Additional Director under the category of Independent Director of the Company on the recommendation of Nomination and Remuneration committee with effect from July 17, 2021, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years with effect from July 17, 2021 and he shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

VI. To re-appoint Mr. Jaikishan Ambwani, Managing 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 provisions of Sections, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for Re-Appointment of Mr. Jaikishan Ambwani (DIN0

3592680) as a Managing Director of the Company, for further period of 3 (Three) years with effect from August 11, 2021, on such terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Jaikishan Ambwani, as minimum remuneration and the same shall be subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Mr. Jaikishan Ambwani, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution

Registered Office

Gayatri House, Ashok Vihar,
Near Maitri Avenue Society, Opp.
Govt. Eng. College, Motera,
Sabarmati, Ahmedabad – 380005

Place: Ahmedabad

Dated: 13th August, 2021

**By order of Board of Directors
FOR, MAITRI ENTERPRISES LIMITED**

**Sd/-
RAMESHLAL AMBWANI
CHAIRMAN
DIN: 02427779**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 30th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 20 and available at the Company's website www.maitrienterprises.com.
 2. 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
 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 to at least 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 ascertaining the quorum under Section 103 of the Companies Act, 2013.
 5. 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.maitrienterprises.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
 7. The 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
 9. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800225533.
 10. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
 11. The Register of members and share transfer books of the Company will remain closed from Tuesday, 21st September, 2021 to Tuesday, 28th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
 12. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
 13. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
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14. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 compliance@maitrienterprises.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 compliance@maitrienterprises.com.

18. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- I. The voting period begins on 25th September, 2021 at 09.00 a.m. and ends on 27th September, 2021 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 Tuesday, 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp. 3) 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 (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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

V. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on Shareholders
- 3) 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 should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) 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
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated 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. <ul style="list-style-type: none"> • 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).

- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- VIII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN of the Company.
- X. 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.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- XII. 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.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XV. If a demat account holder has forgotten the 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
- XVI. Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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 through your mobile.
- XVII. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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, 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - 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 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

19. The instructions for shareholders voting on the day of the AGM on e-voting system are as under: -

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. 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 available in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. 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.

20. INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at compliance@maitrienterprises.com
8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at compliance@maitrienterprises.com. The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

21. Process and manner for members opting for voting through Electronic means:

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Tuesday, 21st September, 2021 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 21st September, 2021 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
3. The remote e-voting will commence on 25th September, 2021 at 09.00 a.m. and ends on 27th September, 2021 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 21st September, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, 21st September, 2021

The Company has appointed Mr. CS Devesh Khandelwal, Practicing Company Secretary (Membership No. FCS: 6897; COP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Contact Details**Company: MAITRI ENTERPRISES LIMITED****Regd. Office:** GAYATRI HOUSE, ASHOK VIHAR, NEAR MAITRI AVENUE SOCIETY, MOTERA, SABARMATI, AHMEDABAD**CIN:** L45208GJ1991PLC016853**E-mail:** compliance@maitrienterprises.com**Phone:** 079-27506840/27571340**Registrar and Transfer Agent: BIGSHARE SERVICES PRIVATE LIMITED****E-mail:** bssahd@bigshareonline.com**Phone:** +91 079 40024135**e-Voting Agency: Central Depository Services (India) Limited****E-mail:** helpdesk.evoting@cdslindia.com**Phone:** 022- 22723333/ 8588**Scrutinizer: CS Devesh Khandelwal Practicing Company Secretary (FCS: 6897 and COP: 4202)****E-mail :** info@csdevesh.com

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE
30TH ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

NAME	Mr. Rameshlal Bulchand Ambwani	Mr. Dipak Rameshlal Ambwani	Mr. Rakesh Lakhwani	Mr. Harish Motwani	Mr. Jaikishan Ambwani
DIN	02427779	03054773	09239137	09243591	03592680
Designation	Director	Director	Independent Director	Independent Director	Managing Director
Date of Birth	21/12/1956	07/03/1981	01/09/1992	18/12/1977	08/02/1983
Date of Appointment	14/07/2011	10/11/2020	14/07/2021	17/07/2021	12/08/2016
Qualification and experience in specific functional area	He is having Basic Education He has rich business experience of more than 25 years in Infrastructure Industry. He is responsible for overall functioning of the Company.	He has studied B.Physio, D.YT Associated in Medical and Pharmaceuticals field from last 14 years.	He is a computer Engineer. He possesses more than 6 years of experience in Technical field.	He has completed graduate from Kanpur University. He possesses more than 10 years of experience in the field of Pharmaceutical Industry.	He is Diploma in Civil Engineering. He is having experience of more than 12 years of working in various Industries and has handled diversified work.
Directorship held in other companies*	Gayatri Infrastructure Limited	Gayatri Infrastructure Limited	NIL	NIL	Gayatri Infrastructure Limited
Membership/ Chairmanships of Committee in other Public Companies	NIL	NIL	NIL	NIL	NIL
Shareholding of Non-executive Director	N.A.	N.A.	N.A.	N.A.	N.A.
Relationships between Directors inter-se	Mr. Rameshlal Ambwani is related to Mrs. Sarla Ambwani and Mr. Dipak Ambwani, Directors of the Company and Mr. Jaikishan Ambwani, Managing Director of the Company (Mr. Rameshlal Ambwani is Father in Law of Mrs. Sarla Ambwani, Father of Mr. Dipak Ambwani, and Mr. Jaikishan Ambwani)	Mr. Dipak Ambwani is related to Mr. Rameshlal Ambwani, Director of the Company and Mr. Jaikishan Ambwani, Managing Director of the Company (Mr. Dipak Ambwani son of Mr. Rameshlal Ambwani and Brother of Mr. Jaikishan Ambwani)	Not Related	Not Related	Mr. Jaikishan Ambwani is related to Mrs. Sarla Ambwani, Mr. Rameshlal Ambwani and Mr. Dipak Ambwani Directors of the Company (Mr. Jaikishan Ambwani is Spouse of Mrs. Sarla Ambwani, son of Mr. Rameshlal Ambwani and Brother of Mr. Dipak Ambwani)

*Pvt. Companies excluded

Registered Office

Gayatri House, Ashok Vihar,
Near Maitri Avenue Society, Opp.
Govt. Eng. College, Motera,
Sabarmati, Ahmedabad – 380005

Place: Ahmedabad

Dated: 13th August, 2021

**By order of Board of Directors
FOR, MAITRI ENTERPRISES LIMITED**

Sd/-
RAMESHLAL AMBWANI
CHAIRMAN
DIN: 02427779

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. III

The Board of Directors of the Company on the recommendation of Nomination and Remuneration committee of the Company has appointed Mr. Dipak Ambwani (DIN: 03054773) as an Additional Director of the Company with effect from November 10, 2020, pursuant to Section 161(1) of the Companies Act, 2013. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Dipak Ambwani will hold office up to the date of the ensuing Annual General Meeting.

The Board considering his association with the Company thought it advisable that regularization of Mr. Dipak Ambwani as a Director would be of immense benefit to the Company. Your Directors therefore recommend the passing of the proposed Resolution.

Except Mr. Dipak Ambwani being an appointee, Mr. Rameshlal Ambwani, Director of the Company and Mr. Jaikishan Ambwani, Managing Director of the Company being relatives, none of the other Director and Key Managerial personnel and / or their relatives are concerned or interested, financially or otherwise in the proposed Resolution.

Item No. IV

Mr. Rakesh Lakhwani (DIN 09239137) was appointed as an Independent Director as per Section 149 and other applicable provisions of Companies Act, 2013 (the "Act") at the Board Meeting held on June 28, 2021 with effect from successful allotment of DIN. Further the application of DIN of Mr. Rakesh Lakhwani was approved and he was allotted DIN on July 14, 2021. The Company had received declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act, read with the relevant Rules framed there under and is eligible for appointment as an Independent Director.

Based on the performance evaluation, positive attributes, expertise, independence, and on recommendation of Nomination and Remuneration Committee the appointment of Mr. Rakesh Lakhwani as an Independent Director is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Act and provisions of Listing Regulations for a period of 5 consecutive years with effect from July 14, 2021.

In view of the above your Directors recommends passing of the proposed Resolution.

Except Mr. Rakesh Lakhwani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

Item No. V

Mr. Harish Motwani (DIN 09243591) was appointed as an Independent Director as per Section 149 and other applicable provisions of Companies Act, 2013 (the "Act") at the Board Meeting held on June 28, 2021 with effect from successful allotment of DIN. Further the application of DIN of Mr. Harish Motwani was approved and he was allotted DIN on July 17, 2021. The Company had received declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act, read with the relevant Rules framed there under and is eligible for appointment as an Independent Director.

Based on the performance evaluation, positive attributes, expertise, independence, and on recommendation of Nomination and Remuneration Committee the appointment of Mr. Harish Motwani as an Independent Director is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Act and provisions of Listing Regulations for a period of 5 consecutive years with effect from July 17, 2021.

In view of the above your Directors recommends passing of the proposed Resolution.

Except Mr. Harish Motwani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

Item No. VI

Mr. Jaikishan Ambwani is one of the pioneer in building the Company and under his leadership the Company has been able to reach the current position and have enhance the value of the Company many-folds. Presently, he is mainly responsible for Corporate Planning and Management of the Company. During his tenure as the Managing Director of the Company he has continuously contributed to a great extent in the growth of the Company. Considering several aspects, and on the recommendation of the Nomination and Remuneration committee, the Board of Directors has considered it appropriate and advisable to re-appoint him as a Managing Director for a further period of three years with effect from August 11, 2021 on the below mentioned terms and conditions.

MAITRI ENTERPRISES LIMITED

- A. SALARY:** Basic Salary not exceeding 1.5 Lakhs per month, with an annual increment not exceeding 10% of the last salary drawn. The annual increments to be decided by the Board based on the recommendation of the Nomination and Remuneration Committee within the said maximum limit.
- B. PERQUISITES:** In addition to the salary as described in (A) above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified herein above:
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - Encashment of leave at the end of the tenure.
- C.** He will be entitled to all other benefits as applicable to the senior executives of the Company.
- D.** For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.
- E.** He shall not be liable to retire by rotation

In case of absence or inadequacy of profits in any financial year of the Company during his term, he will be entitled to salary, perquisites and other allowances mentioned above as the minimum remuneration, subject to the maximum limits prescribed or amended in future from time to time under the provisions of the Act, Rules thereunder and Schedule thereof as well as under any other statutory provisions as applicable to the Company.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable w.e.f. April 01, 2019 the re-appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of special resolution and hence necessary resolution has been proposed for your approval. The Board of Directors is of the view that the services of Mr. Jaikishan Ambwani will be of immense value and will be in the interest of the Company. Your Directors therefore recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Mr. Jaikishan Ambwani, being an appointee, Mr. Rameshlal Ambwanil, Mr. Dipak Ambwani and Mrs. Sarla Ambwani, Directors of the Company being relatives, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. General Information:

- Nature of Industry: Pharmaceutical Industry
- Date of commencement of Commercial production: The commercial operations have already begun by the Company.
- In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: N.A.
- Financial performance based on given indicators:

[₹ in Lakhs]

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Turnover	455.03	634.28
Profit Before Tax	10.82	21.13
Profit After Tax	7.20	16.30

- Foreign investments or collaborations, if any: N.A.

B. Information about the appointee:

- Background details: Mr. Jaikishan Ambwani is Diploma in Civil Engineering. He is having experience of more than 12 years of working in various Industries and has handled diversified work and has been Director of the Company for more than 4 years. Mr. Jaikishan Ambwani has immense contribution in the growth of the Company.

2. Past Remuneration: Mr. Jaikishan Ambwani drew an aggregate remuneration of one Lakh per month plus perquisites, allowances, commission and bonus during his term.
3. Recognition and awards: Nil.
4. Job profile and his suitability: Mr. Jaikishan Ambwani is responsible for overall in-charge of the business of the Company. He mainly involved in the corporate planning of the Company, policy decisions, formulations of strategies and other related matters.
5. Remuneration proposed: As mentioned in Explanatory Statement.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to him is commensurate with the remuneration paid to similar appointee in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Except for the proposed remuneration Mr. Jaikishan Ambwani does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company except to the extent of his Shareholding in the Company.

C. Other information:

The Company is engaged in the business of Pharmaceutical products and its products are very well accepted in the local market. Presently the Company is putting more thrust on product development, research and expanding the business and for the said purpose the Company is spending heavily and hence the profits of the Company are inadequate in terms of Section 198 of the Act for the purpose of calculating the payment of remuneration. The Company has taken steps to curb the expenses which will help the Company in increasing its profits in future.

Registered Office

Gayatri House, Ashok Vihar,
Near Maitri Avenue Society, Opp.
Govt. Eng. College, Motera,
Sabarmati, Ahmedabad – 380005

Place: Ahmedabad
Dated: 13th August, 2021

**By order of Board of Directors
FOR, MAITRI ENTERPRISES LIMITED**

**Sd/-
RAMESHLAL AMBWANI
CHAIRMAN
DIN: 02427779**