

NOTICE

NOTICE is hereby given that the **Twenty Ninth (29th)** Annual General Meeting (AGM) of the Members of **Maitri Enterprises Limited** will be held on Monday, **28th September, 2020** 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, 2020, 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 Mrs. Sarla Jaikishan Ambwani (holding DIN: 06712878), who retires by rotation and being eligible offers herself for re-appointment.
- III.** To appoint M/s Shailesh Gandhi & Associates, Chartered Accountants as Statutory Auditor of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s Shailesh Gandhi and Associates**, Chartered Accountants, Firm Registration Number: 109860W, Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held for the financial year ending on 31st March, 2025, on the remuneration as may be decided by Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

- IV.** To give loans and/or give guarantee or provide security under Section 186 of the Companies Act, 2013.

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 Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board or any Person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution, to give loans to any person and/or Bodies corporate and/or give guarantee or provide security in connection with a loan to any person and /or bodies corporate up to an aggregate amount not exceeding Rs. 10.00 Crore (Rupees Ten Crore) notwithstanding that the aggregate of the loans or guarantees or security so far given or to be given by the Company collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and take such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and for these matter(s) to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in absolute discretion deem fit, necessary or appropriate.”

Date: 31st August, 2020
Place: Ahmedabad

By Order of the Board of Directors
FOR, MAITRI ENTERPRISES LIMITED

Registered Office:-
Gayatri House", Ashok Vihar,
Near Maitri Avenue Society, Opp.
Govt. Eng. College, Motera,
Sabarmati, Ahmedabad – 380005

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 29th 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. 17 and available at the Company’s website www.maitrienterprises.com.
2. Information regarding appointment/re-appointment of Directors 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.
3. 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 Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 2019-20 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 2019-20 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 Exchange i.e. BSE Limited at

www.bseindia.com and the AGM notice also available on website of CDSL (Agency for providing remote e-voting facility) i.e. www.evotingindia.com

6. The Register of members and share transfer books of the Company will remain closed from Monday, 21st September, 2020 to Monday, 28th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
7. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
8. 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 held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. 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.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. The Members can join the AGM through 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 1,000 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.
12. Process and manner for members opting for voting through Electronic means:
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and 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), as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
 - II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 21st September, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting

system on the date of 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.

- III. 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. Monday, 21st September, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on Friday, 25th September, 2020 at 9.00 a.m. and ends on Sunday, 27th September, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Monday, 21st September, 2020 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.
- V. Once the vote on a resolution is casted 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. Monday, 21st September, 2020.
- VI. The Company has appointed CS Devesh Khandelwal, Practicing Company Secretary (Membership No. FCS: 4202; CP No: 6897), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

13. Process for those shareholders whose email ids are not registered:

- I. For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to compliance@maitrienterprises.com
- II. Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant or by email to compliance@maitrienterprises.com

14. The instructions for shareholders for remote voting are as under:

- I. The voting period begins on Friday, 25th September, 2020 at 9.00 a.m. and ends on Sunday, 27th September, 2020 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 i.e. Monday, 21st September, 2020 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. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.

- V. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. 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.
- VIII. 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 sequence number which is printed 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. 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.

- IX. After entering these details appropriately, click on “SUBMIT” tab.
- X. Members holding shares in physical form will then directly reach 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN of the Company – MAITRI ENTERPRISES LIMITED on which you choose to vote.

- XIII. 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
- XIV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XV. 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.
- XVI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVIII. 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.
- XIX. 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 on your mobile.
- XX. 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 Corporate.
 - 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 favor 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 is 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.

- 15.** The instructions for shareholders voting on the day of the AGM on e-voting system 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 available in the AGM.
 3. If any Votes are cast 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 cast 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.
 4. 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.
- 16.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maitrienterprises.com and on the website of the CDSL i.e. www.cdslindia.com within three days of the passing of the Resolutions at the 29th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- 17.** 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 or view the live webcast of AGM 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.
 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. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at compliance@maitrienterprises.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
 6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- 18.** If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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.

Date: 31st August, 2020
Place: Ahmedabad

By Order of the Board of Directors
FOR, MAITRI ENTERPRISES LIMITED

Registered Office:-

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

sd/-
RAMESHLAL AMBWANI
CHAIRMAN
(DIN: 02427779)

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 29th ANNUAL GENERAL MEETING

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

NAME	Mrs. Sarla Jaikishan Ambwani
DIN	06712878
Designation	Director
Date of Birth	11/05/1985
Date of Appointment	10/03/2015
Qualification and experience in specific functional area	B.H.M.S, PG HOM.(London) Associated in Medical and Pharmaceuticals field from last 10 years
Directorship held in other companies*	Gayatri Infrastructure Limited
Membership/ Chairmanships of Committee in other Public Companies	NIL
Shareholding of Non-executive Director	N.A
Relationships between Directors inter-se	Mrs. Sarla Ambwani is related to Mr. Jaikishan Ambwani & Mr. Rameshlal Ambwani (Mrs. Sarla Ambwani is daughter in law of Mr. Rameshlal Ambwani and spouse of Mr. Jaikishan Ambwani)

*Pvt. Companies exclude

Date: 31st August, 2020

Place: Ahmedabad

Registered Office:-

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

By Order of the Board of Directors
FOR, MAITRI ENTERPRISES LIMITED

sd/-
RAMESHLAL AMBWANI
CHAIRMAN
(DIN:02427779)

ANNEXURE TO THE NOTICE

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

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made there under, the present Statutory Auditors of the Company, M/s. R. K. Mansharamani & Co., Chartered Accountants (Registration No. 138844W), will hold office until the conclusion of the ensuing Annual General Meeting and will not seek re-appointment. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held for the financial year ending on 31st March, 2025.

The Board of Directors at its meeting held on 31st August 2020, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Shailesh Gandhi and Associates, Chartered Accountants, (Registration No. 109860W), as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held for the financial year ending on 31st March, 2025.

M/s. Shailesh Gandhi and Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made there under.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Shailesh Gandhi and Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

None of the 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. IV

As per the provisions of section 186 of The Companies Act, 2013, the Board of directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of (i) Sixty per cent of aggregate of paid up capital and free reserves and securities premium account or, (ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the company.

As a measure of achieving greater financial flexibility to enable optimal financing structure, this permission is sought pursuant to provisions of section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for providing loans or give guarantee or provide security in connection with loans to any person/ bodies corporate for an amount not exceeding Rs. 10.00 Crore (Rupees Ten Crore).

The loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made there under.

These loans/ guarantees will be made out of the Company's' own/ surplus funds/ internal accruals and or any other source, if necessary to achieve long term strategic and business objectives.

Your directors recommend to pass the proposed Special Resolution.

None of the 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.

Date: 31st August, 2020

Place: Ahmedabad

Registered Office:-

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

By Order of the Board of Directors
FOR, MAITRI ENTERPRISES LIMITED

sd/-
RAMESHLAL AMBWANI
CHAIRMAN
(DIN: 02427779)