



MAITRI ENTERPRISES LIMITED

Registered Office: "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opposite Government Engineering College, Motera, Sabarmati, Ahmedabad-380005, Gujarat

Phone No.: 079-27506840/27571340

Email: compliance@maitrienterprises.com

CIN: L45208GJ1991PLC016853

Website: www.maitrienterprises.com

POSTAL BALLOT NOTICE

[Pursuant To Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), and any other applicable laws, rules, guidelines, notifications, circulars and regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the following special businesses are proposed to be passed by the Members of **M/s. Maitri Enterprises Limited ("the Company")** through Postal Ballot, by way of remote electronic postal ballot ("Postal Ballot") by voting through electronic means (E-voting") only.

In accordance with MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular dated December 9, 2020, July 11, 2023 and the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is pleased to provide "e-voting" facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility to its members. The details for e-voting are:

E-Voting starts on	E-Voting ends on
Saturday, April 06, 2024 from 9:00 a.m. (IST)	Sunday, May 05, 2024 till 5.00 p.m. (IST)

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The Board of Directors of the Company, at its meeting held on Monday, April 01, 2024 has appointed Mr. Devesh Khandelwal, Practicing Company Secretary (M. No. 6897, COP No. 4202), as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

The Scrutinizer will submit his Report, to the Chairperson of the Company (“Chairperson”) or to any other person authorized by the Chairperson upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The Results on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Monday, May 06, 2024 at the Registered Office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website and will be communicated to stock exchange, i.e. BSE Limited (BSE) where Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., Sunday, May 05, 2024.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESSES:

RESOLUTION NO. 1: TO CONSIDER AND APPROVED THE APPOINTMENT OF M/S. DINESH R. THAKKAR & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FRN: 102612W) AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. SHAILESH GANDHI & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN: 109860W):

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. Dinesh R. Thakkar & Co., Chartered Accountants (FRN: 102612W) who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shailesh Gandhi & Associates, Chartered Accountants, Ahmedabad (FRN: 109860W) who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2024 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to file all necessary forms and documents as may be required by the statutory authorities for the purpose of giving effect to the above resolution.”

RESOLUTION NO. 2: TO CONSIDER AND APPROVE THE BORROWINGS LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers

conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 75 Crores (Rupees Seventy Five Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

RESOLUTION NO. 3: TO CONSIDER AND APPROVE INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time and Articles of Association of the Company, approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for giving any loans/any other form of debt to any person or other body corporate, giving guarantee or providing any security in connection with the loan/any other form of debt to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise the securities and/or contribution of any other body corporate whether Indian or overseas up to maximum amount of Rs. 50 Crores (Rupees Fifty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/ securities/investments so far made together with the proposed loans /guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

RESOLUTION NO.4: TO CONSIDER AND SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPOERTIES OR UNDERTAKINGS OF THE COMPANY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to

exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed Rs. 75 Crores (Rupees Seventy Five Crores only).

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

Registered Office

Gayatri House, Ashok Vihar,
Near Maitri Avenue Society, Opposite
Government Engineering College,
Motera, Sabarmati, Ahmedabad – 380005

Place: Ahmedabad

Dated: April 01, 2024

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

**Sd/-
JAIKISHAN RAMESHLAL AMBWANI
MANAGING DIRECTOR
DIN: 03592680**

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above-mentioned Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. Members may note that the Postal Ballot Notice is available on the website of the Company at www.maitrienterprises.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (BSE) at www.bseindia.com respectively. The Postal Ballot Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
3. The Board of Directors of the Company has appointed Mr. Devesh Khandelwal, Proprietor of M/s. Khandelwal Devesh & Associates, Company Secretaries as a Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”) the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. Friday, March 29, 2024 will receive the Notice through electronic mode.
5. A Member cannot exercise his/her vote by proxy on postal ballot. However, Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorization etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at info@csdevesh.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
7. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Sunday, May 05, 2024.
8. Any queries/grievances pertaining to voting by Postal Ballot including the remote e-voting process can be addressed to Ms. Bijal Nareshbhai Thakkar, Company Secretary and Compliance Officer of the Company at the Registered office of the Company at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opposite Government Engineering College, Motera, Sabarmati, Ahmedabad-380005, Gujarat or by sending an e-mail at compliance@maitrienterprises.com.
9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form. Detailed instructions on E-voting are given as under in Note No. 15.
10. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, March 29, 2024 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
11. 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. Friday, March 29, 2024.

12. During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
13. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
 - b. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

Sr. No.	Particulars	Form
1.	Registration of PAN, Postal Address, Email Address, Mobile Number, Bank Account Details or changes/updation thereof;	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Declaration for Nomination opt-out	ISR-3
4.	Registration of Nomination	SH-13
5.	Cancellation or Variation of Nomination	SH-14
6.	Declaration to opt out of Nomination	ISR-13

14. As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact details with the Company's Registrar and Share Transfer Agent, Big Share Services Private Limited, having office at A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad 380009, Email: www.bigshareonline.com or with the Company compliance@maitrienterprises.com , quoting their KYC, PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.

15. The Procedure and instructions for members for voting electronically under Postal Ballot are as under:

The Voting period for E-voting shall **commence on Saturday, April 06, 2024 at 9.00 A.M. (IST) and end on Sunday, May 05, 2024 at 5.00 P.M. (IST)**. 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, March 29, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit 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 option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders shall log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders/Members” module.
 - 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 Physical Shareholders other than individual shareholders holding shares in demat
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 send an email to the Company’s RTA at www.bigshareonline.com to obtain a sequence number for such login.
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

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <MAITRI ENTERPRISES LIMITED > on which you choose to vote.

- (vi)
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xii) If Demat account holder has forgotten the changed password then Enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.

(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:

- 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 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 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, 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 at the email address viz; compliance@maitrienterprises.com, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process For Those Shareholders Whose Email/Mobile No. Are Not Registered with The Company/Depositories:

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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding attending e-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. 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 write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no.1800 22 55 33.

Registered Office

Gayatri House, Ashok Vihar,
Near Maitri Avenue Society, Opposite
Government Engineering College,
Motera, Sabarmati, Ahmedabad – 380005

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

**Place: Ahmedabad
Dated: April 01, 2024**

**Sd/-
JAIKISHAN RAMESHLAL AMBWANI
MANAGING DIRECTOR
DIN: 03592680**

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

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. DINESH R. THAKKAR & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FRN: 102612W) AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. SHAILESH GANDHI & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN: 109860W):

M/s. Shailesh Gandhi & Associates, Chartered Accountants, Ahmedabad (FRN: 109860W) have resigned from the office of Statutory Auditors of the Company on February 07, 2024, due to expiry of peer review certificate of their firm due to which they are unable to continue as Statutory Auditor of the Company causing casual vacancy in the office of Statutory Auditors as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Audit Committee and the Board of Directors vide their resolution passed on February 07, 2024 have considered and recommended appointment of M/s. Dinesh R. Thakkar & Co. Chartered Accountants (FRN: 102612W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shailesh Gandhi & Associates, Chartered Accountants. M/s. Dinesh R. Thakkar & Co. Chartered Accountants, shall hold the office of Statutory Auditor until the conclusion of the next annual general meeting of the Company to be held in the year 2024.

M/s. Dinesh R. Thakkar & Co. Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

None of the Directors, Key Managerial Personnel and their relatives, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends this **Ordinary Resolution** set forth in Item No.1 of the Postal Ballot Notice for approval of the Members.

ITEM NO. 2: TO CONSIDER AND APPROVE THE BORROWINGS LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, without the consent of the Members of the Company accorded by means of a special resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth of the Company. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other

applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 2 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs. 75.00 Crores (Rupees Seventy -Five Crores only) in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

Considering that the aforesaid limit exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, the Board recommends this **Special Resolution** set forth in Item No.2 of the Postal Ballot Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned / interested, financially or otherwise, in the said resolution.

ITEM NO. 3: TO CONSIDER AND APPROVE INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

As per the provisions of Section 186 read with the rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of Special Resolution passed at a General Meeting:

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding limit of: -
 - i. 60% of its paid-up share capital, free reserves and securities premium account or
 - ii. 100% of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans/ any other form of debt to any person or other body corporate and/or give guarantee and/or provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, contribution, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed herein above.

It is therefore necessary to obtain approval of the shareholders by means of Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 50 crores (Rupees Fifty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investments so far made together with the proposed loans/guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

The Board recommends this **Special Resolution** set out at Item No.3 of the Notice for approval by the shareholders.

ITEM NO. 4: TO CONSIDER AND SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKINGS OF THE COMPANY:

As per the provisions of Section 180(1)(a) of the Act, a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a special resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan/credit facilities extended to the Company. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.

In view of the revision in the borrowing limit as set out in Item No. 2 of the Postal Ballot Notice, the Board recommends a revision in the limit not exceeding Rs. 75 Crores (Rupees Seventy-Five Crores Only) for which charge can be created on assets / properties in line with the revised borrowing limit by way of a special resolution set forth in Item No. 4 of the Postal Ballot Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

The Board recommends this **Special Resolution** set out at Item No.4 of the Notice for approval by the shareholders.

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

**Place: Ahmedabad
Dated: April 01, 2024**

**Sd/-
JAIKISHAN RAMESHLAL AMBWANI
MANAGING DIRECTOR
DIN: 03592680**