



Maha Rashttra Apex Corporation Limited

Regd. Office 3rd Floor, Front Wing North Block, Manipal Centre 47, Dickenson Road, BENGALURU – 560042
CIN-L85110KA1943PLC001177, website www.maharashtraapex.com. Email-mracl.ho@manipal.com. Tel:080-40313131

13 January 2023

The Gen Manager
Department of Corporate Services
BSE Ltd
1st Floor, P J Towers
Dalal Street
MUMBAI - 400 001.
Scrip Code: 523384

The Manager
Listing Department
National Stock Exchange of India Ltd
“Exchange Plaza”
Bandra Kurla Complex, Bandra (East)
MUMBAI - 400051
Scrip Code: MAHAPEXLTD

Dear Sir,

Sub: Postal Ballot Notice -Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is further to our letter dated 12th January, 2023 in terms of Regulation 30 of the SEBI listing Regulations we enclose a copy of Postal Ballot Notice seeking the approval of members for the resolution contained in the Notice.

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021 and No.20/2021 dated December, 8, 2021, Circular No. 03/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 this postal ballot notice is being sent only through electronic mode to those members whose e-mail address are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut of dated i e Friday, January 6, 2023 (“Cut-off date”).

The Company has engaged services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to its Members. The e-voting period commences from 9.00 a.m (IST) on Saturday, January 14, 2023 and ends at 5.00 p.m (IST) on Sunday, February 12, 2023. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-Off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, enclosed herewith the Postal Ballot Notice sent to the Members of the Company. The Copy of the said Postal Ballot Notice has been uploaded on the website of the Company viz.www.maharashtraapex.com.

Thanking you,

Yours faithfully,

(J M PANDAY)
COMPANY SECRETARY & COMPLIANCE OFFICER



Maha Rashtra Apex Corporation Limited

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NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 EACH AS AMENDED)

Voting Starts on	Voting Ends On
14 -01-2023 (09:00 a.m.)	12-02-2023 (05:00 p.m.)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 and other applicable provisions if any, of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s), clarification(s), substitution(s) or re- enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (the “**SS-2**”), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 Circular No. 20/2021 dated 8th December, 2021 Circular No. 03/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 in view of the COVID-19 pandemic (collectively the “**MCA Circulars**”) to transact the special business as set out hereunder by passing special Resolutions by way of postal ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘**Notice**’).

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The Board of Directors of your Company has appointed M/s P M Agarwal & Co, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited. ('CDSL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on 12th February, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL RESOLUTION:

Reappointment of Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act')(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, and the Articles of Association of the Company, Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) who was appointed as an Independent Director of the Company at the Extra Ordinary General Meeting of the Company held on 5th April 2018, and who holds office up to the 12th February, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company , not liable to retire by rotation, to hold office for second term of 5 (Five) years Commencing 13th February, 2023 through 12th February, 2028.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 10/2021 dated 23rd June 2021 Circular No. 20/2021 dated 8th December, 2021 Circular No. 03/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 (the “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., 6th January, 2023 (cutoff date) may note that this Notice also will be available on the Company’s website, <http://www.maharashtraapex.com>. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to support@purvashare.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“**e-voting**”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
6. The e-voting period commences from 9.00 a.m. (IST) on **14-01-2023** to 5.00 p.m. (IST) on **12-02-2023** during this period, Members holding shares either in physical form or in dematerialized form, as on **06-01-2023**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on **12.02.2023**.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING ARE AS UNDER:

- (i) The voting period begins on 9.00 a.m. (IST) on **Saturday 14th January, 2023** to 5.00 p.m. (IST) on **Sunday 12th February 2023** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 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 venue.

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.

- (iii) 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 abovesaid 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	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	<p>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. 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 e-voting 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>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.</p> <p>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</p> <p>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>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 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 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
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

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” 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. Shareholders 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 e-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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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,

OR Date of Birth (DOB)	please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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; mrcl.ho@manipal.com (designated email address by company) , if they have 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.

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, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, 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.

By Order of the Board of Directors,

**Sd/-
(J M PANDAY)
COMPANY SECRETARY
ACS 4303**

Mumbai, 13th January 2023

Registered office:

3rd Floor, Front Wing
North Block, Manipal Centre
47, Dickenson Road
BENGALURU- 560042

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice.

Background

The Nomination and remuneration Committee ('NRC') oversees the succession planning for the Board of Directors of the Company ('Board'). During Financial year 2022-2023, the NRC met on several occasions to consider the induction of new Independent Directors to the Board and the re-appointment of a sitting Independent Director.

NRC considered the re-appointment of Mrs. Jyothi Vishweshwaraiah Bhadravathi as Independent Director. Based on the performance evaluation and considering Mrs. Jyothi's background, experience and contribution, the NRC recommended to the Board, that Mrs. Jyothi Vishweshwaraiah Bhadravathi as Independent Director of the Company for a second term of 5 (Five) years, commencing 13th February, 2023 through 12th February, 2028

Accordingly, The Board recommends the re-appointment of Independent Directors for the approval of shareholders of the Company.

Details with respect to re-appointment of Independent Director are provided below.

Resolution No.1 - Re- appointment of Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) as an Independent Director of the Company

Based on the recommendation of NRC, and Board The members of the Company, at the Extra-Ordinary General Meeting of the Company, held on Thursday, April 5, 2018 considered and approved the appointment of Mrs. Jyothi Bhadravathias an Independent Director, not liable to retire by rotation, for a term of 5 years commencing from 13th February, 2018 trough 12th February, 2023. The resolution for appointment of Mrs. Jyothi Bhadravathi was passed by the members with an overwhelming majority. Of the total votes polled, 84, 58,493(100% of Voting) were in favor of the resolution.

During her tenure as an Independent Director of the Company over the last 5 years, Mrs. Jyothi Bhadravathi contributed immensely to the Board and Committee deliberations. Her attendance at Board Meetings of the Company since her appointment is provided below:

S.N.	Financial Year	Board Meetings	
		Held (Nos.)	Attendance (%)
1	2017-18	8	100
2	2018-19	7	100
3	2019-20	4	100
4	2020-21	5	100
5	2021-22	5	100

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) is a M. Tech from University of Visveswaraiah Technological University, Belgaum has experience in field of Electronic and Telecommunication domain of 16 years and has served many top Engineering Colleges as Lecturer in Bengaluru.

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of re-appointment of Jyothi Vishweshwaraiah Bhadravathi as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at mracl.ho@manipal.com. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of **Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349)** as an Independent Director is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to re-appointment of **Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349)** for Second term as an Independent Director, for a period commencing from 13th February, 2023 through 12th February, 2028 approval of the Members.

Except Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Jyothi Vishweshwaraiah Bhadravathi (DIN: 07133349) is not related to any other Director or Key Managerial Personnel of the Company.

By Order of the Board of Directors,

Sd/-

**(J M PANDAY)
COMPANY SECRETARY
ACS: 4303**

Mumbai, 13th January 2023

Registered office:

3rd Floor, Front Wing
North Block, Manipal Centre
47, Dickenson Road
BENGALURU- 560042

Details of Directors seeking appointment.

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Director	Mrs. Jyothi Vishweshwaraiah Bhadravathi
Director Identification Number (DIN)	07133349
Date of Birth	11-12-1972
Date of first Appointment	31-03-2015
Expertise in specific functional areas	Professional educator having more than 16 years of teaching experience. Expertise in Electronic and Telecommunication domain and has served many top Engineering Colleges as Lecturer in Bengaluru.
Qualifications	M. Tech
No. of Shares held in the Company	Nil
Relationships between Directors and KeyManagerial Personnel inter-se	N A
Terms and Conditions of appointment	Re-Appointment as an Independent Director for a period of 5 years.
Directorships held in other public companies(excluding foreign companies) as on date ofthis Postal Ballot Notice	Nil
Position held in mandatory Committees ofother companies.	Nil
Details of Remuneration sought to be paid	Nil
Number of meetings of the Board attendedduring FY 2022-23	3
Remuneration paid during FY 2022-23	Nil