



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 76TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHA RASHTRA APEX CORPORATION LIMITED will be held on Wednesday 30th September, 2020 at 12.00 Noon (IST) through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statement for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Shri.Aspi Nariman Katgara (DIN-06946494) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Mangalore Subraya Kamath (DIN: 02338125) as a Non-Executive Director of the Company To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Mangalore Subraya Kamath (DIN: 02338125) who was appointed as an Additional Director (Non-Executive) of the Company with effect from 27thAugust, 2020 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof] and the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

4. Appointment of Mr. Yelachahalli Ashwatha Narayana Rao Suryanarayana Rao(DIN: 08212160) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Yelachahalli Ashwatha Narayana Rao Suryanarayana Rao(DIN: 08212160) who was appointed as an Additional Director (Non-Executive) of the Company with effect from 27thAugust, 2020 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof] and the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

NOTES:

- 1. In line with the General Circular dated May 5, 2020 read with the circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs and in accordance with circular dated May 12, 2020 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), the Notice of the AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their email addresses, kindly register the same at the link http://www.purvashare.com/email-and-phone-updation/ as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Coronavirus) pandemic and the Applicable Circulars. The Notice convening the 76^o AGM has been uploaded on the website of the Company at www.maharashtraapex.com. and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- 2. Book Closure: The Register of Members and the Share Transfer Books of the Company will be closed



from Thursday, September 24, 2020 to Wednesday, September 30, 2020, both days inclusive.

- 3. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the RTA at the address mentioned in the Notes. The prescribed form in this regard may also be obtained from the RTA. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
- 4. Members holding shares in physical form are requested to:
 - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - (b) Quote Folio Numbers in all their correspondence.
 - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.

Communication details of the Registrar and Share Transfer Agents are as under:

M/s. Purva Sharegistry (India) Pvt Ltd.

Maha Rashtra Apex

Unit Maha Rashtra Apex Corporation Ltd 9 Shiv Shakti Industrial Estate 7-B J R Boricha Marg Opp: Kasturba Hospital Lower Parel (E) MUMBAI-400 011

- 5. Members seeking any information with regard to any items provided in the AGM Notice are requested to write to the Company mentioning their name, DP ID, Client ID / Folio No. and mobile number, to reach atleast seven days prior to the AGM i.e. on or before 10 a.m. IST on September 23, 2020 at mracl.ho@manipal.com and responses to such queries will be appropriately addressed during the AGM.
- 6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

7. VOTING THROUGH ELECTRONIC MEANS:

- 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.
- 2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Applicable Circulars, physical attendance of Members has been dispensed with. Accordingly, , the





facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.

- 4. Corporate members intending to appoint their authorised representatives to participate in the AGM are requested to send a certified copy of their Board Resolution to the Company at mracl.ho@manipal.com
- 5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- 6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 7. 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.
- 8. Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:
 - a) For Physical shareholders- please provide 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 support@purvashare.com.
 - b) For Demat shareholders please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-8 digit DPID + 8 digit CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <u>support@purvashare.com</u>.

9. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

(i) The voting period begins on Sunday 27⁻ September 2020at 9.00 a.m. (IST) and ends on Tuesday 29⁻ September 2020at 5.00 p.m. During this period the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23⁻ September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.





(i)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 on Postal Ballot / Attendance Slip indicated in the PAN field. 			
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.			
	• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).			

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Company Name > on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii)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.
- 10. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE AGM ON e-VOTING SYSTEMARE AS UNDER: -
 - (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) 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.

Maha Rashtra Apex



- (iii) 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.
- (iv) 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.

11. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through laptops for better experience.
- (iii) Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views/ask questions during the meeting may preregister themselves as a speaker may send their request from their registered email ID mentioning their names, DP ID and Client ID/folio number, mobile number at mracl.ho@manipal.com to reach the Company latest by 10:00 a.m. IST on September 23, 2020.
- (vi) Those shareholders who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.

12. 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 <u>www.evotingindia.com</u> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- 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 Indiidual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, 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 1800225533.

- 13. The voting right of the shareholders shall be in proportion to their shares in the paid upsharecapital of the Company as on the cut-off date.
- 14. A copy of this notice is placed on the website of the Company and the website of CDSL.
- 15. Mr. Deepak Sadhu, Practicing Company Secretary (Certificate of Practice Number 14992) hasbeen appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
- 16. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes castat the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- 17. Pursuant to provisions of Section 47 of the Companies Act, 2013 the Preference Shareholders of the Company are entitled to vote on all the resolutions as mentioned in the aforesaid Notice.
- 18. The result declared along with the Scrutinizer Report shall be placed on the Company'swebsite www.maharashtraapex.comand the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to Stock Exchanges where theshares of the Company are listed.
- 19. All documents referred to in the accompanying Notice of the AGM and relevant statutory registersand documents will be available electronically for inspection by the members during the AGM [Alternatively, the documents sought to be inspected can be provided upon request by the members by email. Please confirm the mechanism]

By Order of the Board,

Bengaluru August 27, 2020

Maha Rashtra Apex

(K B Shetty) Chairman DIN-01451944







ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) of the Companies Act, 2013.

Item No.3

Based on the recommendations of the Board Nomination and Remuneration Committee (the "Committee") and pursuant to Section 161 of The Companies Act, 2013, the Board at its meeting held on August 27, 2020 appointed Mr.Mangalore Subraya Kamath as an Additional Director (Non – executive) of the Company, with effect from August 27, 2020. Mr.Mangalore Subraya Kamath will vacate his office at this Annual General Meeting. The Board on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Mangalore Subraya Kamath as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Mr. Mangalore Subraya Kamathh has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company. He is holding 400 shares of the company as on March 31, 2020

Requisite Notice under Section 160 of the Act, the Board Nomination and Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Mr. Mangalore Subraya Kamath for the office of the Director and consent has been filed byMr. Mangalore Subraya Kamath pursuant to Section 152 of the Act.

Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Mr. Mangalore Subraya Kamathis enclosed in Annexure.

Mr. Mangalore Subraya Kamath and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution, financially or otherwise. Mr. Mangalore Subraya Kamathis not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

Item No. 4

Based on the recommendations of the Board Nomination and Remuneration Committee (the "Committee") and pursuant to Section 161 of The Companies Act, 2013, the Board at its meeting held on August 27, 2020 appointed Mr.Yelachahalli Ashwatha Narayana Rao Suryanarayana Raoas an Additional Director (Non – Executive) of the Company, with effect from August 27, 2020. Mr.Yelachahalli Ashwatha has Narayana Rao Suryanarayana Rao will vacate his office at this Annual General Meeting. The Board on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Yelachahalli Ashwatha Narayana Rao Suryanarayana Rao as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Mr. Yelachahalli Ashwatha Narayana Rao Suryanarayana Rao has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company. He is holding 400 shares of the company as on March 31, 2020

Requisite Notice under Section 160 of the Act, the Board Nomination and Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Mr. Yelachahalli AshwathaNarayana Rao Suryanarayana Rao for the office of the Director and consent has been filed byMr. Yelachahalli Ashwatha Narayana Rao Suryanarayana Raopursuant to Section 152 of the Act.

Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about YelachahalliAshwatha Narayana Rao Suryanarayana Rao is enclosed in Annexure-

Mr.Yelachahalli AshwathaNarayana Rao Suryanarayana Raoand his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution, financially or otherwise. Mr.Yelachahalli Ashwatha Narayana Rao Suryanarayana Rao is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.





Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36 (3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Particulars	Mangalore Subraya Kamath	Yelachahalli S Ashwatha Narayana Rao	Aspi Nariman Katgara
Age	62	60	66
Qualification	Post-Graduation	Diploma in Materials Management from IIMM	M.Com, C.A.I.I.B
Experience	41 Years	40 Years	over 47 years
Terms & Conditions of appointment/re-appointment	Regularization and appointment as Director liable to retire by rotation.	Regularization and appointment as Director liable to retire by rotation	Director liable to retire by rotation.
Remuneration to be paid	Sitting fees as per company policy	Sitting fees as per company policy	25,000.00 p m
Remuneration last drawn	N A	N A	25,000.00 p m
Date of first appointment on Board	27-08-2020	27-08-2020	22.12.2017
Shareholding in the Company	400	400	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	NA	NA	Nil
Number of Board Meetings attended	N A	N A	4
Other Directorship	1. MANIPAL OVERSEAS TRADING COMPANY LIMITED 2.MANIPAL ENGINEERING AND AEROSPACE TECHNOLOGIES PRIVATE LIMITED 3.MANIPAL SOFTWARE & E-COM PRIVATE LIMITED 4.MANIPAL NUTRACEUTICAL PRIVATE LIMITED 5.MANIPAL NATURAL EXTRACTS PRIVATE LIMITED	1.MANIPAL NUTRACEUTICAL PRIVATE LIMITED	1.POLO QUEEN INDUSTRIAL FINTECH LTD 2.MANIPAL CAPITAL & LEASING (P) LIMITED 3.SIRAR DHOTRE SOLAR (P) LTD. 4.SIRAR SOLAR ENERGIES (P) LTD.
Other Membership / Chairmanship of Committees	N A	N A	2

Brief bio-data of Additional Directors / Retiring Director: