

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024

15/05/2024



**NOTICE**

**NOTICE** is hereby given that the **Twenty Eighth (28<sup>th</sup>)** Annual General Meeting (AGM) of the Members of **Maitri Enterprises Limited** (Formerly Known as Parth Aluminium Limited) will be held on **Friday, 27<sup>th</sup> September, 2019** at 3.00 P.M. at the Registered Office of the Company situated at, "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati, Ahmedabad – 380005 to transact the following business.

***ORDINARY BUSINESS:***

- I.** To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2019, statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
- II.** To appoint a Director in place of Mr. Rameshlal Ambwani (holding DIN: 02427779), who retires by rotation and being eligible offers himself for re-appointment.

***SPECIAL BUSINESS:***

- III.** To approve related party transactions to be entered by the Company with related parties.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provisions of regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, 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 of the Board), to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm's length basis with related party/ies and for the maximum amounts per annum, for 5 (five) consecutive years as mentioned herein below:

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Name of Transaction</b>	<b>Amount (Rs.)</b>
1	Maitri Interior Projects Private Limited	Company in which Director of the Company is Director	Sale of Goods	Rs. 50,00,000/-
2	Gayatri Infrastructure Limited	Company in which Director of the Company is Director	Sale of Goods	Rs. 5,00,000/-
3	BSA Marketing Private Limited	Company in which Director of the Company is Director	Sale of Goods	Rs. 10,00,00,000/-
			Purchase of Goods	Rs. 10,00,00,000/-
4	Satyabhamadevi Bulchand Memorial Hospital Private Limited	Company in which Director of the Company is Director	Sale of Goods	Rs. 10,00,00,000/-
5	M Pious Innovative Health Care LLP	LLP in which Director of the Company is Designated Partner	Sale of Goods	Rs. 10,00,00,000/-
			Purchase of Goods	Rs. 10,00,00,000/-

**RESOLVED FURTHER THAT** the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

#### IV. To ratify Related Party Transactions entered by the Company with related parties.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provisions of regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, members of the Company do hereby confirm, ratify and approve the contract and/or arrangements entered with the following related party during the F.Y. 2018-19.”

Sr. No.	Name of Related Party	Nature of Relationship	Name of Transaction	Amount (Rs.)
1	BSA Marketing Private Limited	Company in which Director of the Company is Director	Sale of Goods	Rs. 1,02,34,906/-

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

#### V. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Reg. 25 of SEBI (LODR), 2015, Mr. Vijay Kumar Kishnani (holding DIN – 08535595) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f 13<sup>th</sup> August, 2019, who has submitted a declaration that he meets the criteria of independence as

**MAITRI ENTERPRISES LIMITED**

provided in Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from 13<sup>th</sup> August, 2019 and he shall not be liable to retire by rotation.

By Order of the Board of Directors  
For, **Maitri Enterprises Limited**  
*(Formerly Known as Parth Aluminium Limited)*

**Date: 13<sup>th</sup> August, 2019**  
**Place: Ahmedabad**

**Sd/-**  
**Ramesh B. Ambwani**  
**Chairman & Director**  
**DIN: (02427779)**

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

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
8. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited, A-802 Samundra Complex, Near Klassic Gold Hotel, Off C G Road, Navrangpura, Ahmedabad-380009.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Bigshare Services Private Limited, A-802 Samundra Complex, Near Klassic Gold Hotel, Off C G Road, Navrangpura, Ahmedabad- 380009for assistance in this regard.

- 11.** The Annual Report of the year 2018-19 of the Company circulated to the Members of the Company will be made available on the Company's website at [www.maitrienterprises.com](http://www.maitrienterprises.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days.
- Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also register their e-mail addresses.
- 12.** Equity Shares of the Company are available for dematerialisation, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE501L01024.
- 13.** Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of members and share transfer books of the company will remain closed from Saturday, 21<sup>st</sup> September, 2019 to Friday, 27<sup>th</sup> September 2019 (both days inclusive).
- 14.** Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e 20<sup>th</sup> September, 2019 shall treat this Notice as intimation only.
- 15.** The route map showing directions to reach the venue of the 28<sup>th</sup> AGM is annexed as per requirement of SS-2 on General Meetings.

➤ **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- i.** The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 20<sup>th</sup> September, 2019 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.

- ii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 20<sup>th</sup>, September, 2019 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
- iii. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
- iv. The remote e-voting begins Tuesday on, 24<sup>th</sup> September, 2019 (10:00 a.m.) and will end on Thursday 26<sup>th</sup> September, 2019 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20<sup>th</sup> September, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.
- v. The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practicing Company Secretary (Membership No. FCS: 6897; COP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- vi. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> September, 2019.
- vii. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- viii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- ix. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- x. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

**THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log into m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**MAITRI ENTERPRISES LIMITED**

The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at 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 three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.maitrienterprises.com](http://www.maitrienterprises.com) and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

**Date: 13<sup>th</sup> August, 2019**

**Place: Ahmedabad**

By Order of the Board of Directors

For, **Maitri Enterprises Limited**

*(Formerly Known as Parth Aluminium Limited)*

**Sd/-**

**Ramesh B. Ambwani**

**Chairman & Director**

**DIN: (02427779)**

**Registered Office:-**

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

**MAITRI ENTERPRISES LIMITED**  
**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**  
**AT THE 28<sup>th</sup> ANNUAL GENERAL MEETING**  
**{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement)**  
**Regulations, 2015}**

<b>NAME</b>	<b>Mr. Rameshlal Ambwani</b>	<b>Mr. VijayKumar Kishnani</b>
<b>DIN</b>	03592680	08535595
<b>Designation</b>	Chairman & Director	Independent Director
<b>Date of Birth</b>	21/12/1956	09/12/1965
<b>Date of Appointment</b>	14/07/2011	13/08/2019
<b>Qualification and experience in specific functional area</b>	Basic Education He has rich business experience of more than 25 years in Infrastructure Industry. He is responsible for overall functioning of the Company.	Basic Education He has more than 15 years of experience in the field of Textile and construction.
<b>Directorship held in other companies*</b>	Gayatri Infrastructure Limited	NIL
<b>Membership/ Chairmanships of Committee in other Public Companies</b>	NIL	NIL
<b>Shareholding of Non-executive Director</b>	N.A	NIL
<b>Relationships between Directors inter-se</b>	Mr. Rameshlal Ambwani is related to Mr. Jaikishan Ambwani & Mrs. Sarla Ambwani  (Mr. Jaikishan Ambwani is son of Mr. Rameshlal Ambwani and Mrs. Sarla Ambwani is daughter in law of Mr. Rameshlal Ambwani)	None

**\*Pvt. Companies exclude**

**Date: 13<sup>th</sup> August, 2019**

**Place: Ahmedabad**

By Order of the Board of Directors

**For, Maitri Enterprises Limited**

*(Formerly Known as Parth Aluminium Limited)*

**Sd/-**

**Rameshlal B. Ambwani**

**Chairman & Director**

**DIN: (02427779)**

**Registered Office:-**

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

## ANNEXURE TO THE NOTICE

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

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

**Item No. III**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of the Company having paid up share capital of not less than such amount or transactions exceeding such sums as prescribed in the Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013, prior approval of the shareholders by way of a Ordinary Resolution must be obtained:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company;

In the light of the provisions of the Companies Act, 2013 and ("the Act") and/or the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations"), the Board of Directors of your Company has approved the proposed transactions along with annual limit for 5 (Five) consecutive years including financial year 2019-20 that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The respective transactions may carry out on arm's Length basis and all factors relevant to the respective transactions may consider by the Board. The Company will seek fresh approval of shareholders under applicable provisions on completion of 5 (five) consecutive years.

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item No. III of the Notice.

Interested members would not be eligible to vote on the resolution set out at item No. III of the accompanying notice in term of Section 188 of the Companies Act, 2013 and SEBI Regulations.

**Item No. IV**

The Company has entered into transactions over a period of time with BSA Marketing Private Limited.

The Audit Committee & the Board of Directors of the Company have considered these Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board accordingly recommends the resolution as set out in Item No. IV of the Notice for ratification and approval of the members as an Ordinary Resolution.

Interested members would not be eligible to vote on the resolution set out at item No. IV of the accompanying notice in term of Section 188 of the Companies Act, 2013 and SEBI Regulations.

**Item No. V**

Pursuant to provisions of section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act) and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Vijay Kumar Kishnani as an Additional Director under the category of Independent Director with effect from 13<sup>th</sup> August, 2019.

Pursuant to provisions of Section 161 of the Act, Mr. Vijay Kumar Kishnani holds office only up to the date of this Annual General Meeting of the Company.

Mr. Vijay Kumar Kishnani is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. The Company has also received a declaration from Mr. Vijay Kumar Kishnani that he meets with criteria of independence as prescribed both under section 149(6) of the Act and Reg. 25 of SEBI (LODR), 2015. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director shall not be included in determining the total number of Directors liable to retire by rotation.

Mr. Vijay Kumar Kishnani possesses skills and experience in the field Textile and Construction. A Brief profile of Mr. Vijay Kumar Kishnani in nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under Reg. 36 of SEBI (LODR), 2015 is forming a part of Annual Report.

**MAITRI ENTERPRISES LIMITED**

In the opinion of the Board, Mr. Vijay Kumar Kishnani fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

None of the Directors (except Mr. Vijay Kumar Kishnani), Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in this resolution.

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item No. V of the Notice.

By Order of the Board of Directors  
For, **Maitri Enterprises Limited**  
*(Formerly Known as Parth Alluminium Limited)*

**Date: 13<sup>th</sup> August, 2019**  
**Place: Ahmedabad**

**Sd/-**  
**Ramesh B. Ambwani**  
**Chairman & Director**  
**DIN: (02427779)**

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

**MAITRI ENTERPRISE LIMITED**  
(Formerly Known as Parth Aluminium Limited)  
(CIN: L45208GJ1991PLC016853)

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

**ATTENDENCE SLIP**

**Full name of the Member attending:** \_\_\_\_\_

**Name of Proxy :** \_\_\_\_\_

I hereby record my presence at the Annual General Meeting being held on **Friday, 27<sup>th</sup> September 2019** at **3.00 p.m.** at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati, Ahmedabad - 380 005.

**Regd. Folio No.** \_\_\_\_\_

**DP Id\*:** \_\_\_\_\_

**Client Id\*** \_\_\_\_\_

**No of Shares held** \_\_\_\_\_

\*Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.



## Form No. MGT-11

## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L45208GJ1991PLC016853
Name of the company:	MAITRI ENTERPRISES LIMITED (Formerly Known as Parth Alluminium Limited)
Registered office:	"Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati Ahmedabad-380005, Gujarat

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual general meeting of the company, to be held on the 27<sup>th</sup> day of September, 2019 at 03.00 p.m. at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati Ahmedabad-380005, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
<b>ORDINARY BUSINESS:</b>	
1.	To receive, consider and adopt the audited financial statements of the Company including Balance Sheet as at 31 <sup>st</sup> March, 2019, statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2.	To appoint a Director in place of Mr. Rameshlal Ambwani (holding DIN: 02427779), who retires by rotation and being eligible offers herself for re-appointment.
<b>SPECIAL BUSINESS:</b>	
3.	To approve related party transactions to be entered by the Company with related parties.
4.	To rectify related party transactions entered by the Company with related parties.
5.	To approve appoint Mr. Vijay Kumar Kishnani (DIN – 08535595) as Independent Director of the Company.

Signed this ..... day of ..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Route Map to the Venue of the Annual General Meeting:

**MAITRI ENTERPRISE LIMITED**

*(Formerly Known as Parth Aluminium Limited)*

Address: "Gayatri House", Ashok Vihar,  
Near Maitri Avenue Society,  
Opp. Govt. Eng. College,  
Motera, Sabarmati, Ahmedabad  
Gujarat - 380 005.

For Queries Related to Venue:

[Compliance@maitrienterprises.com](mailto:Compliance@maitrienterprises.com)

Call: 079 – 2750 6840