



Maha Rashtra 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

25 July 2024

The Deputy Manager
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai -400001
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 /Madam,

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 24th July, 2024 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, July 19, 2024 (“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, July 27, 2024 and ends at 5.00 p.m (IST) on Sunday, August 25, 2024. 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



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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
27-07-2024	25-08-2024

Dear Members,

Notice is hereby given pursuant to the applicable provisions of the Companies Act, 2013 ["Act"] and Rules made thereunder ["Rules"], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ["SS-2"] read with the guidelines prescribed by the Ministry of Corporate Affairs ["MCA"] for holding general meetings/ conducting postal ballot process through e-voting vide various general circulars issued by MCA ["Circulars"], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members via Postal Ballot through remote e-voting.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email

address is registered with Purva Share Registry (I) Pvt. Limited, the Company's Registrar and Share Transfer Agent / Depository Participant(s) and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote voting system only.

The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is annexed hereto.

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').

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.

The Company has engaged the services of Central Depository 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 25th August, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

ORDINARY RESOLUTION:

Appointment of Mr. Nagarajan Sivaramakrishnan (DIN-03060429) as a Non-Executive Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Nagarajan Sivaramakrishnan (DIN-03060429), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 29th May, 2024 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

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 compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 19th July 2024, (‘Cut-off date’) and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. 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.

5. The e-voting period commences from 9.00 a.m. (IST) on 27th July, 2024 to 5.00 p.m. (IST) on 25th August, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on 19th July, 2024, 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.
6. A Member cannot exercise his vote by proxy on Postal Ballot.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on 26th August, 2024.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on 9.00 a.m. (IST) on 27th July, 2024 to 5.00 p.m. (IST) on 25th August, 2024. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th July, 2024 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.
 - (iii) 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.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.
- (iv) 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Dematmode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name ore-Voting service provider name and you will be re- directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period.</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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.</p>

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

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

Login type	Helpdeskdetails
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 help desk . evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
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:022 -4886 7000 and 022 -24997000

Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should logon 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 onto 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 Physical shareholders and other than individual shareholders Holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant<Company Name> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) ***Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.***
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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;
- mracl.ho@manipal.com, 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 MAIL/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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, 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 at toll free no. 1800 22 55 33

By Order of the Board of Directors,

Jamsheed Digitally signed by
Panday Jamsheed Panday
Date: 2024.07.24
12:31:40 +05'30'

(J M PANDAY)
COMPANY SECRETARY
ACS 4303

Mumbai,

24-07-2024

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.

Resolution No.1 - Appointment of Mr. Nagarajan Sivaramakrishnan (DIN-03060429) as a Non-Executive Non-Independent Director of the Company. Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Nagarajan Sivaramakrishnan (DIN-03060429) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 29th May, 2024.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Article of Association of the Company, Mr. Nagarajan Sivaramakrishnan (DIN-03060429) being an Additional Director, holds office up to the date of the General Meeting of the Company. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Nagarajan Sivaramakrishnan (DIN-03060429) for the office of a Director of the Company.

Mr. Nagarajan Sivaramakrishnan (DIN-03060429) is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Brief Profile of Mr. Nagarajan Sivaramakrishnan (DIN-03060429):

Mr. Nagarajan Sivaramakrishnan, aged 62 years, has done his graduation in dairy technology from Gujarat Agriculture University with distinction and an MBA from Indian Institute of Management (Ahmedabad). His last commercial corporate assignment was as the Managing Director of Mother Dairy Fruits and Vegetables Private Ltd., a wholly owned subsidiary of National Dairy Development Board, based in New Delhi, from May 2010 and ended in June 2017. Prior to joining Mother Dairy in 2010, he has worked in different industries and in prominent companies like Nestle India Limited, Cadbury India, Frito-Lay India (part of the Pepsi group) and Phillips Electronics Limited.

He is currently a venture partner at omnivore VC and in the management team of Vinnors - an angel investing group

Nagarajan Sivaramakrishnan is also currently on the Board of Swaraj Engines Ltd, Gromax Agri Equipment Ltd., Stellapps Technologies Private Ltd., Value Angels Network Private Ltd., and Alt Basket Pvt Ltd.

Mr. Nagarajan Sivaramakrishnan does not hold any Equity Shares in the Company.

The Board is of the view that Mr. Nagarajan Sivaramakrishnan knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

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 appointment of Nagarajan Sivaramakrishnan as an Non-Executive 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 mrac.lho@manipal.com. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of **Mr.** Nagarajan Sivaramakrishnan as an Non-Executive Director is being placed before the Members for approval.

Accordingly, the Board recommends the Ordinary Resolution as set out in the accompanying Notice in relation to appointment of **Mr.** Nagarajan Sivaramakrishnan.

Except Mr. Nagarajan Sivaramakrishnan and his 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. Mr. Nagarajan Sivaramakrishnan is not related to any other Director or Key Managerial Personnel of the Company.

By Order of the Board of Directors,
Jamsheed
Panday
Digitally signed by
Jamsheed Panday
Date: 2024.07.24 12:32:00
+05'30'
(J M PANDAY)
COMPANY SECRETARY
ACS: 4303

Mumbai, 24th July, 2024

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

Details of Director seeking appointment.

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

Name of the Director	Nagarajan Sivaramakrishnan
Director Identification Number (DIN)	03060429
Date of Birth	17-09-1961
Date of first Appointment	29-05-2024
Expertise in specific functional areas	Expertise in design and implementation of development initiatives in the dairy sector and Administration.
Qualifications	Has done his graduation in dairy technology from Gujarat Agriculture University with distinction and an MBA from Indian Institute of Management (Ahmedabad).
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	N A
Terms and Conditions of appointment	Appointment as Non-Executive, Non-Independent Director, liable to retire by rotation.
Directorships held in other public companies(excluding foreign companies) as on date of this Postal Ballot Notice	1. Swaraj Engines Ltd, 2. Gromax Agri Equipment Ltd.,
Position held in mandatory Committees of other companies.	Member-Audit Committee in Swaraj Engines Ltd., and Gromax Agri Equipment Ltd. Chairman-Nomination and Remuneration Committee- Swaraj Engines Ltd.
Details of Remuneration sought to be paid	Nil
Number of meetings of the Board attended during FY 2024-25	1
Remuneration paid during FY 2024-25	N A