



## MAHESH DEVELOPERS LIMITED

(Erstwhile Mahesh Developers Pvt Ltd.)

(CIN: L45200MH2008PLC186276)

**Registered Office:** Uma Shikhar, 13th Road Behind Khar Telephone Exchange, Khar (West), Mumbai-400052, Maharashtra, India

**Contact No:** 022-26000038 **Email ID:** [mdplgroup@gmail.com](mailto:mdplgroup@gmail.com) **Website:** [www.maheshdevelopers.com](http://www.maheshdevelopers.com)

Date: 02.09.2023

To,  
Deputy General Manager,  
Department of Corporate Service,  
BSE LIMITED.  
25<sup>th</sup> Floor, P J Towers,  
Dalal Street Mumbai 400001

BSE Script Code: **542677**

**Sub: 15<sup>TH</sup> ANNUAL GENERAL MEETING (5<sup>th</sup> AGM POST LISTING) OF MAHESH DEVELOPERS LIMITED WILL BE HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2023 AT 11.00 AM AT SETH ISSARDAS VARANDMAL MEMORIAL DHARAMSHALA, OPP. SINDHU SWEETS, 3RD ROAD, KHAR (W), MUMBAI 400 052.**

Dear Sir,

This is to inform you that the 15<sup>th</sup> Annual General Meeting (5<sup>th</sup> AGM post listing) of MAHESH DEVELOPERS LIMITED will be held on Wednesday, 27<sup>th</sup> September 2023 at 11.00 am at Seth Issardas Varandmal Memorial Dharamshala, Opp. Sindhu Sweets, 3rd Road, Khar (W), Mumbai 400 052.

The copy of the notice of AGM is enclosed herewith for your information and record.

For MAHESH DEVELOPERS LIMITED



**MAHESH RATILAL SAPARIYA**  
Managing Director  
DIN: 00414104

Encl: As above



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### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING (5<sup>TH</sup> AGM POST LISTING) OF MAHESH DEVELOPERS LIMITED WILL BE HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2023 AT 11.00 AM AT SETH ISSARDAS VARANDMAL MEMORIAL DHARAMSHALA, OPP. SINDHU SWEETS, 3RD ROAD, KHAR (W), MUMBAI 400 052 TO TRANSACT THE FOLLOWING:**

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

#### **ORDINARY BUSINESS:**

1. To consider and adopt the financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mrs. Jalpa Sapariya (DIN: 07918214), who retires by rotation and, being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

3. To approve the Appointment of Mrs. Mittal Vipul Mehta (DIN: 09288613) as Non-Executive Independent Director of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mrs. Mittal Vipul Mehta (DIN: 09288613) who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from 01/09/2023 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying her intention to propose her as a candidate for the office of the Director and declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for first term of five consecutive years for period from 01/09/2023 till 01/09/2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do the needful to give effect to the above resolution.”

4. To approve the appointment of Mr. Ratilal Sapariya (DIN: 00414060) as Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, pursuant to the provisions of Section 152, 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Schedule V including any statutory modifications or re-enactment thereof, for the time being in force and Regulation 17, 17A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the applicable provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ratilal Sapariya (DIN: 00414060) as a Whole Time Director of the Company, whose age is 73 years, for a period of 5 years w.e.f 27th September, 2023 till 26th September, 2028 on such terms & Conditions and remuneration as decided between the Board & the Director inclusive of perquisites as per



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applicable provisions of the Act read with rules thereof as amended from time to time with liberty and authority to the Board of Directors to vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

For MAHESH DEVELOPERS LIMITED

sd/-

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MAHESH RATILAL SAPARIYA

Managing Director

00414104

Date: 22.06.2023

Place: Mumbai



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### **Notes and Shareholder Information:**

#### **1. Appointment/ Re-appointment of Directors:**

The relevant Explanatory Statement to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the notice, is annexed hereto. Further, the additional and relevant details, pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting, are given as an Annexure to the Notice.

#### **2. Proxy:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED.
  - b) A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
  - c) A Proxy Form, in prescribed format (Form MGT-11), is being sent herewith, with instructions for filing, signing and submitting the same. The instrument of proxy, in order to be effective, must be deposited with the Company at its registered office not less than forty-eight (48) hours before the commencement time of the Annual General Meeting ("Meeting") of the Company. The Proxy Form, if not complete in all respects, will be considered invalid.
  - d) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.
  4. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
  5. The Register of Members and Share transfer book will remain closed from **Thursday, 21st September, 2023 to Wednesday, 27<sup>th</sup> September, 2023 (both days inclusive)** for annual closing.
  6. 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 shall submit their PAN details to the Company.
  7. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.
  8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrars and Transfer Agent, M/s. Bigshare Services Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.



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9. Pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of Listing Regulations, the Notice calling the Meeting along with the Annual Report 2022-23, attendance slip and proxy form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depository participant(s) or Bigshare Services Private Limited, the Company's Registrar and Transfer Agents, unless the Members have requested for physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members may also note that the Annual Report 2022-23 along with notice of the Meeting, attendance slip and proxy form are also available on the website of the Company: [www.maheshdevelopers.com](http://www.maheshdevelopers.com)

Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail address: [mdplgroup@gmail.com](mailto:mdplgroup@gmail.com) or Bigshare Services Private Limited's e-mail address: [rajeshm@bigshareonline.com](mailto:rajeshm@bigshareonline.com)

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with Bigshare Services Private Limited.

10. Members desirous of obtaining any information or clarifications on the Accounts, Annual Report and Operations of the Company, are requested to send in written queries to the Company at its Corporate address at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.

11. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited on the below mentioned details:

Bigshare Services Pvt. Ltd.  
Office No S6-2, 6th Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai – 400093  
Tel: + 91-22-6263 8200  
Fax: +91-22-6263 8299  
Email: [marketing@bigshareonline.com](mailto:marketing@bigshareonline.com)

12. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered and transacted at the Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Bigshare Services Pvt. Ltd.

13. Members are hereby informed that there is no unpaid Dividend of earlier years which has been transferred or is due to be transferred to the Investor Education and Protection Fund during the year under review.

14. Pursuant to the provisions of Section 113 of the Act, Members who are Body Corporate/Companies and who intend to send their authorised representative(s) to attend the Meeting are requested to send, to the Company or upload on the e-voting portal, a certified copy of the Resolution, of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend and vote on their behalf at the Meeting.

15. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's Registrars and Transfer Agent, M/s. Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.



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16. Members are requested to:

- a. Intimate to the Company's Registrar and Share Transfer Agents - M/s. Bigshare Services Private Limited, changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form;
- b. Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
- c. Quote their folio numbers/client ID/DP ID in all correspondence; and
- d. Consolidate their holdings into one folio in the identical order of names.
- e. Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled cheque bearing their name on it or bank passbook/statement attested by their Bank to M/s. Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company.
- f. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long.

17. Members are requested to bring their copy of the Annual Report to the Meeting.

18. Members/Proxy(ies)/Representatives are requested to bring attendance slip enclosed in the Annual Report along with a valid photo identity proof for verification purpose to the Meeting.

19. Mr. Sandeep Parekh Proprietor of M/s. Sandeep P Parekh & Co., Company Secretaries, have been appointed as Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue (through electronic voting or through ballot paper) in a fair and transparent manner.

20. The facility for voting through electronic voting ("e-voting") or voting through ballot paper shall also be made available at the Meeting and the Members attending the Meeting who have not cast their votes by remote e-voting shall only be able to exercise their voting right at the Meeting. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

21. Register of Directors and their shareholding maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

### 22. **E-VOTING INSTRUCTIONS:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and as substituted by Companies (Management and Administration) Amendment Rules, 2015, the members are requested to cast their votes electronically on all the resolutions set forth in the Notice convening the **Annual General Meeting to be held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 am**. The Company has availed the services of Bigshare Services Pvt. Ltd for e-voting facility. Members are requested to follow the instructions detailed below to cast their vote electronically.

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

- i. The voting period begins on **Sunday, 24<sup>th</sup> September, 2023 at 9.00 a.m. (IST) and ends on Tuesday, 26<sup>th</sup> September, 2023 at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **i.e. Wednesday, 20<sup>th</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.



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- 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.

- 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.
- 1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



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	Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at





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evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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### **2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“LOGIN”** button under the **‘INVESTOR LOGIN’** section to Login on E-Voting Platform.
- Please enter you **‘USER ID’** (User id description is given below) and **‘PASSWORD’** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘INVESTOR LOGIN’** tab and then Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘Reset’**.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.



## MAHESH DEVELOPERS LIMITED

(CIN: L45200MH2008PLC186276)

**Registered Office:** Uma Shikhar, 13th Road Behind Khar Telephone Exchange, Khar (West), Mumbai-400052, Maharashtra, India

**Contact No:** 022-26000038 **Email ID:** [mdplgroup@gmail.com](mailto:mdplgroup@gmail.com) **Website:** [www.maheshdevelopers.com](http://www.maheshdevelopers.com)

- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
  - NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
  - If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

### Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### 4. Procedure for joining the AGM through VC/ OAVM:

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.



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- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- 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.

### **The instructions for Members for e-voting on the day of the AGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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 in the AGM.
- 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.

### **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

The voting results shall be declared not later than forty-eight hours from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.maheshdevelopers.com](http://www.maheshdevelopers.com) and the website of Bigshare: [www.bigshareonline.com](http://www.bigshareonline.com) immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be forwarded to BSE Limited, where equity shares of the Company are listed.

**By Order of the Board  
For MAHESH DEVELOPERS LIMITED**

Sd/-

**MAHESH RATILAL SAPARIYA**  
Managing Director  
DIN: 00414104

**Registered Office:**  
UMA SHIKHAR, 13TH ROAD  
BEHIND KHAR TELEPHONE EXCHANGE,  
KHAR (WEST) MUMBAI MH 400052.

**Date: 22.06.2023**  
**Place: Mumbai**



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### **EXPLANATORY STATEMENTS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses mentioned in the accompanying Notice, should be taken as forming part of this Notice

#### **ITEM NO. 3**

#### **Approval for Appointment of Mrs. Mittal Vipul Mehta (DIN: 09288613) as an Independent Director of the Company:**

The Board of Directors of the Company, appointed Mrs. Mittal Vipul Mehta (DIN: 09288613) on 01.09.2023 as an Additional Non-Executive Independent Director, not being liable to retire by rotation, for a first (consecutive) term commencing from 01.09.2023 and ending at the ensuing Annual General Meeting of the Company.

As per Section 161(1) of the Act and Articles of Association of the Company, Mrs. Mittal Vipul Mehta (DIN: 09288613) being an Additional Director, holds office upto the forthcoming Annual General Meeting and is eligible to be appointed as a Director of the Company. Mrs. Mittal Vipul Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

The Company has also received a declaration from Mrs. Mittal Vipul Mehta stating that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Mrs. Mittal Vipul Mehta fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management and the Board considers that the proposed appointment of Mrs. Mittal Vipul Mehta as an Independent Director, considering her skills, experience & knowledge in diverse areas, and also given her background and experience will be of immense value and benefit and in the best interest of the Company, and therefore, the Board recommends her appointment to the Members.

Terms and conditions of the appointment of Mrs. Mittal Vipul Mehta as an Independent Director of the Company and all the relevant documents referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members at the Registered Office of the Company, in physical or in electronic form, between 10:00 a.m. (IST) to 1:00 p.m. (IST) on all working days (Monday to Friday) and copies thereof shall also be available for inspection in physical or electronic form at the Registered Office of the Company upto the date of and also at the Annual General Meeting.

Mrs. Mittal Vipul Mehta is interested in this Resolution as it pertains to her appointment. The relatives of Mrs. Mittal Vipul Mehta may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except, Mrs. Mittal Vipul Mehta, none of the other Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on Board Meetings issued by the Institute of Company Secretaries of India.

The Board commends Ordinary resolution for appointment of Mrs. Mittal Vipul Mehta as Non-Executive Independent Director of the Company for a first (consecutive) term commencing from 01/09/2023 and ending 31/08/2028 as set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.



## MAHESH DEVELOPERS LIMITED

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### **ITEM NO:4**

**To approve the appointment of Mr. Ratilal Sapariya (DIN: 00414060) as Whole Time Director of the Company.**

Mr. Ratilal Ambabhai Sapariya (DIN: 00414060) was appointed as a Director of the Company with effect from 13<sup>th</sup> February, 2021 and now taking into consideration the operational necessity of the Company, it is proposed to re – designate him as a Whole Time Director of the Company.

The Board on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Ratilal Ambabhai Sapariya (DIN: 00414060), as Whole Time Director of the Company in the Board Meeting held on 1<sup>st</sup> September, 2023 for a period of 5 years, with effect from 27<sup>th</sup> September, 2023, subject to approval of shareholders at the forthcoming Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Ratilal Ambabhai Sapariya age 73 years requires approval of the Members by way of special resolution.

Both, the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his expertise as a Director to strengthen the management of the Company.

The terms and conditions of the appointment of Mr. Ratilal Ambabhai Sapariya are provided in the resolution referred in Item No. 4.

The Company has received from Mr. Ratilal Ambabhai Sapariya (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 4 of the Notice above by way of special resolution.

Except Mr. Ratilal Ambabhai Sapariya, Mr. Mahesh Ratilal Sapariya and Mrs. Jalpa Mahesh Sapariya, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

By Order of the Board  
**For MAHESH DEVELOPERS LIMITED**

Sd/-

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**MAHESH RATILAL SAPARIYA**  
**Managing Director**  
**DIN: 00414104**



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**Details of Directors seeking re-appointment/appointment and approval at Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.**

Name of Director	Mr. Ratilal Sapariya	Mrs. Jalpa Sapariya	Mrs. Vipul Mittal Mehta
Director Identification Number (DIN)	00414060	07918214	09288613
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	13/02/2021	13/02/2021	01/09/2023
Age	73 Years	42 Years	51 Years
Qualifications	Graduate	Graduate	BA Graduate
Capacity	Executive Director	Non-Executive Women Director	Non-Executive Independent Director
Specific area of expertise	Corporate Field	Corporate Field	Construction Sector
List of directorships in other Indian companies	NIL	NIL	Grocella Mart Private Limited
Chairman in the Committees of the Boards of companies in which he/she is a Director	NIL	NIL	NIL
Membership in the Committees of the Boards of companies in which he/she is a Director	NIL	NIL	NIL
Number of shares held in the Company	3,59,997	1,601	NIL
Last drawn remuneration	NIL	NIL	NIL
Terms and Conditions of Appointment/Reappointment	Executive Director, liable to retire by rotation	Non-Executive Women Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation

**The Disclosures as prescribed in Schedule – V of Companies Act, 2013 of Mr. Ratilal Sapariya is as follows:**

### I. General information:

- (1) Nature of industry: Construction
- (2) Date or expected date of commencement of commercial production: Since Incorporation.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- (4) Financial performance based on given indicators: Profits as per the Financial Statements attached in the annual report.
- (5) Foreign investments or collaborations, if any: NA

### II. Information about the appointee:

- (1) Background details: Promoter Director of the Company having experience more than 20 years in the field of construction Industry.
- (2) Past remuneration: NIL
- (3) Recognition or awards: NA
- (4) Job profile and his suitability: He is responsible for the strategic growth initiatives which include diversification of the ongoing business and exploring new technologies.
- (5) Remuneration proposed: Nil.



## **MAHESH DEVELOPERS LIMITED**

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(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Director, remuneration to be paid to him, if any will be in commensurate with remuneration of similar senior levels in similar sized domestic companies.

(7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: He is a Promoter of the Company and holds 3,59,997 equity shares.

### **III. Other information:**

(1) Reasons of loss or inadequate profits: Company is in the process of expansion of its operations.

(2) Steps taken or proposed to be taken for improvement: Continuous monitoring and compliance checks by the Board of Directors.

(3) Expected increase in productivity and profits in measurable terms: NA



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### **ATTENDANCE SLIP**

*(to be surrendered at the time of entry)*

### **ANNUAL GENERAL MEETING – 27/09/2023**

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Annual General Meeting of the Company on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 a.m. at **SETH ISSARDAS VARANDMAL MEMORIAL DHARAMSHALA, OPP. SINDHU SWEETS, 3RD ROAD, KHAR (W), MUMBAI 400 052.**

<b>Name &amp; Address of the member</b>	
<b>Name of the Proxy/ Authorised Representative</b>	
<b>Regd. Folio / DPID No. &amp; Client ID No.</b>	
<b>No. of Equity Shares held</b>	

*Signature of Members / Joint Member(s)/  
Proxy / Authorized Representative  
(To be signed at the time of handing over this slip)*

#### **NOTES:**

1. Members/ Proxy holders are requested to bring their copy of the Notice and Annual Report with them at the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.





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## 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]

### MAHESH DEVELOPERS LIMITED

**Registered Office:** Uma Shikhar, 13th Road, Behind Khar Telephone Exchange, Khar (West) Mumbai 400052

Name of the Member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
Email id : \_\_\_\_\_  
Folio No. : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We being the member(s) of 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 Annual General Meeting of the company, to be held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 a.m. at **SETH ISSARDAS VARANDMAL MEMORIAL DHARAMSHALA, OPP. SINDHU SWEETS, 3RD ROAD, KHAR (W), MUMBAI 400 052** and any adjournment thereof in respect of such resolutions as are indicated below:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mrs. Jalpa Sapariya (DIN: 07918214), who retires by rotation and, being eligible, offers herself for re-appointment

#### **SPECIAL BUSINESS:**

3. Appointment of Mrs. Mittal Vipul Mehta (DIN: 09288613) as an Independent Director of the Company.
4. To approve the appointment of Mr. Ratilal Sapariya (DIN: 00414060) as Whole Time Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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.**



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### Route MAP

The route map of the location of the Annual General Meeting of Mahesh Developers Limited will be held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 a.m. at SETH ISSARDAS VARANDMAL MEMORIAL DHARAMSHALA, OPP. SINDHU SWEETS, 3RD ROAD, KHAR (W), MUMBAI 400 052 as per Secretarial standard -2 issued by the ICSI is given below:

