

**MAHAVEER INFOWAY LIMITED**  
Notice of Extra -Ordinary General Meeting

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) (1<sup>st</sup> meeting of 2024- 2025) of the Members of **Mahaveer Infoway Limited** will be held on Tuesday, the 30th day of April, 2024 at 11.00 A.M at Registered Office of the Company situated at 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad Telangana-500016 India to transact the following business:

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### **SPECIAL BUSINESS:**

#### **Item No. 1: Appointment of Mr. Satish Khemchand Khivsara (DIN: 07244464) as an Independent 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** pursuant to the provisions of Sections 149, 150, 152 and 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Satish Khemchand Khivsara (DIN: 07244464)**, who was appointed as an Additional Director of the Company in the Independent category in the board meeting held on 26.03.2024 and holds office up to the date of the ensuing annual general meeting or within three months from his appointment, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of Five (05) years with effect from 26.03.2024 to 25.03.2029 who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 2: Appointment of Mr. Dharendra Kumar Jain (DIN: 02202084) as an Independent 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** pursuant to the provisions of Sections 149, 150, 152 and 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Dharendra Kumar Jain (DIN: 02202084)**, who was appointed as an Additional Director of the Company in the Independent category in the board meeting held on 26.03.2024 and holds office up to the date of the ensuing annual general meeting or within three months from his appointment, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of Five (05) years with effect from 26.03.2024 to 25.03.2029 who shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 3: Re-Appointment of Mrs. Kanika Suri (DIN: 08428055) as an Independent 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** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the members of the Company be and is hereby accorded for the reappointment of **Mrs. Kanika Suri (DIN: 08428055)** as an Independent

Director of the Company , who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the companies Act, 2013, and the rules made thereunder, who is eligible for re-appointment for a second term of five consecutive years and is not liable to retire by rotation w.e.f. 18th April 2024 to 17th April 2029.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of Directors  
Mahaveer Infoway Limited

Place: Hyderabad  
Date: 26.03.2024

Sd/-  
Ashok Kumar Jain  
Managing Director  
(DIN: 00043840)

## **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the Special business as set out in the Notice is annexed hereto.
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited.)

8. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
9. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.
10. 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 EGM.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited.)
13. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
16. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

17. Electronic copy of the EGM Notice is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM are being sent in the permitted mode.
18. Members may also note that the EGM Notice will also be available on the Company's website [www.Minfy.com](http://www.Minfy.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@minfy.com](mailto:cs@minfy.com) or [monika.rathi@minfytech.com](mailto:monika.rathi@minfytech.com).
19. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from 01.04.2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

## 20. INSTRUCTIONS FOR E-VOTING

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the EGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- b. The remote e-Voting period commences on **Saturday, April 27, 2024 (9.00 A.M. IST)** and ends on **Monday, April 29, 2024 (5.00 P.M. IST)**. During this period, Members holding shares either in physical mode or in demat mode, as on **Tuesday, April 23, 2024 i.e. cut-off date**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- c. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., **Tuesday, April 23, 2024**.
- d. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.

e. **Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.**

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method 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><u>CDSL</u></b>	<p>a. Users who have opted for 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 is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL, so that the user can visit the ESP website directly.</p> <p>c. 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>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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 provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>

<p>Individual Shareholders holding securities in Demat mode with <b><u>NSDL</u></b></p>	<ol style="list-style-type: none"> <li>a. 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>.</li> <li>b. 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.</li> <li>c. 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- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>d. 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>e. 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>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>g. 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- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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<p>Individual Shareholders (holding securities in Demat mode) login through their <b><u>Depository Participants</u></b></p>	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. 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.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID

➤ For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

d) Next enter the Image Verification as displayed and Click on Login.

e) 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.

f) If you are a first time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

g) After entering these details appropriately, click on “SUBMIT” tab.

h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 account 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.

i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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 and enter the details as prompted by the system.
- r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](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.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [cs@minfy.com](mailto:cs@minfy.com) & [monika.rathi@minfytech.com](mailto:monika.rathi@minfytech.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

21. Mr.S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

22. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www. Minfy.com](http://www.Minfy.com). and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited.

For and on behalf of the Board of Directors  
Mahaveer Infoway Limited

Place: Hyderabad  
Date: 26.03.2024

Sd/-  
Ashok Kumar Jain  
Managing Director  
(DIN: 00043840)

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**Item No. 1: Appointment of Mr. Satish khemchand khivsara (DIN: 07244464) as an Independent Director of the Company.**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 26, 2024 appointed Mr. Satish khemchand khivsara as an Additional Director who shall hold office up to the date of the ensuing annual general meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Satish khemchand khivsara qualifications and the rich experience, meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Satish khemchand khivsara continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Satish khemchand khivsara confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Satish khemchand khivsara has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Satish khemchand khivsara has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority.

Further, Mr. Satish khemchand khivsara 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. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Satish khemchand khivsara is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

Accordingly, it is proposed to appoint Mr. Satish khemchand khivsara as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Satish khemchand khivsara and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

**Item No. 2: Appointment of Mr. Dharendra Kumar Jain (DIN: 02202084) as an Independent Director of the Company.**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 26, 2024 appointed **Mr. Dharendra Kumar Jain** as an Additional Director who shall hold office up to the date of the ensuing annual general meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Satish khemchand khivsara qualifications and the rich experience, meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Satish khemchand khivsara continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Satish khemchand khivsara confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Satish khemchand khivsara has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Satish khemchand khivsara has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority.

Further, Mr. Satish khemchand khivsara 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. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Satish khemchand khivsara is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

Accordingly, it is proposed to appoint Mr. Satish khemchand khivsara as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Satish khemchand khivsara and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

**Item No. 3: Re-Appointment of Mrs. Kanika Suri (DIN: 08428055) as an Independent Director of the Company.**

Mrs. Kanika Suri was appointed as an Independent Director of the Company by the Members at the 28th Annual General Meeting of the Company held on September 30, 2019 for a period of 5 (five) consecutive years commencing from April 18, 2019 upto April 17, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on March 26, 2024, proposed the re-appointment of Mrs. Kanika Suri as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 18, 2024 upto April 17, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Kanika Suri qualifications and the rich experience, meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mrs. Kanika Suri continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has received a declaration from Mrs. Kanika Suri confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Kanika Suri has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Kanika Suri has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority..

Further, Mrs. Kanika Suri has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Kanika Suri has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mrs.

Kanika Suri is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA

In the opinion of the Board, Mrs. Kanika Suri fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Kanika Suri and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

For and on behalf of the Board of Directors  
Mahaveer Infoway Limited

Place: Hyderabad  
Date: 26.03.2024

Sd/-  
Ashok Kumar Jain  
Managing Director  
(DIN: 00043840)

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Mr. Satish khemchand khivsara	Mr. Dharendra Kumar Jain	Mrs. Kanika Suri
Director Identification Number	07244464	02202084	<b>08428055</b>
Date of Birth	21/06/1944	10/10/1970	11/12/1987
Qualification	Chartered Accountant	Chartered Accountant	B.com MBA (Marketing )
Experience in specific Functional area	Experience in tax-related matters for individuals and businesses. This includes tax planning, compliance, and filing tax returns. advise on financial decisions related to mergers, acquisitions, investments, and capital structure. perform audits, reviews, and other assurance services to verify financial information.	He is well-versed in tax laws and regulations. conduct audits to verify financial information and ensure compliance with accounting standards. advise on insurance matters, advise on insurance matters, risk assessment, and financial planning. risk assessment, and financial planning. act as trusted advisers, strategically directing the business's financial course.	Experience in finance and marketing. She has a diverse career path. She leading sales in South India. She got a recognition through marketing excellence awards and leadership accolades.
Remuneration proposed to be paid	He will be eligible for payment of sitting fee as approved by the Board from time to time.	He will be eligible for payment of sitting fee as approved by the Board from time to time.	She will be eligible for payment of sitting fee as approved by the Board from time to time.
Terms and Conditions of	As per Appointment letter	As per Appointment letter	As per Appointment letter

Appointment/Re-appointment			
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None	None	None
List of outside Directorships (Public Companies and Subsidiary of Public Companies)	Krebs Biochemicals and Industries Limited		
Chairman (C)/ Member (M) of the Audit & Stakeholder Relationship Committee across Public Companies..	Krebs Biochemicals and Industries Limited  Audit Committee - Member SRC - Member NRC - Chairperson cum Member		

**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	L65910TG1991PLC012704
Name of the company	Mahaveer Infoway Limited
Registered office	7- 1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana, 500016
Venue of AGM	Registered Office of the Company
Date & Time	Tuesday, the 28th day of April, 2024 at 11.00 A.M

<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No. /Client Id</b>	
<b>DP ID*</b>	
<b>No. of Shares held</b>	

\* Applicable for investors holding Shares in electronic form

I/We, being the member (s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company, to be held on Tuesday, the 30th day of April, 2024 at 11.00 A.M at the Registered Office of the Company at 7- 1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana, 500016, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Appointment of Mr. Satish khemchand khivsara as an Independent Director of the Company.
2. Appointment of Mr. Dharendra Kumar Jain as an Independent Director of the Company.
3. Re-Appointment of Mrs. Kanika Suri as an Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of the Member \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix revenue stamp of Rupee One
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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.

Mahaveer Infoway Limited  
CIN: L65910TG1991PLC012704  
7- 1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands,  
Ameerpet, Hyderabad, Telangana, 500016

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Extra-Ordinary General Meeting of the members of the company to be held on Tuesday, the 30th day of April, 2024 at 11.00 A.M at the Registered Office of the Company at 7- 1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana, 500016 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature \_\_\_\_\_

Shareholders/Proxy's full name \_\_\_\_\_

(In block letters)

Folio No./Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

**Note:**

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

**Form No. MGT-12**

## Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company:** M/s. Mahaveer Infoway Limited

**Registered office:** 7- 1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana, 500016

**BALLOT PAPER**

<b>Sl. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Name Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>No</b>	<b>Item No.</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	Appointment of Mr. Satish khemchand khivsara as an Independent Director of the Company.			
2.	Appointment of Mr. Dharendra Kumar Jain as an Independent Director of the Company.			
3.	Re-Appointment of Mrs. Kanika Suri as an Independent Director of the Company.			

Place:

Date:

(Signature of the shareholder)