



NOTICE

NOTICE is hereby given that the 74th Annual General Meeting of the members of MAHA RASHTRA APEX CORPORATION LIMITED will be held as follows:

Date: Friday, September 28, 2018 Time: 11.00 AM.

Venue: Sri T Ramesh Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yashwantpur, Bengaluru – 560 022

The Agenda for the meeting is given below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statement for The year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To ratify the appointment of M/s. Maiya & Maiya, Chartered Accountants as Statutory Auditors of the Company.

To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Maiya & Maiya, Chartered Accountants (Registration No.001944S) (who were appointed by the shareholders upto the conclusion of 78th AGM which is to be held in the year 2022) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 78th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors”.

SPECIAL BUSINESS:

3. appointment of Mr. Aspi Nariman Katgara (DIN: 06946494) as Managing Director

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Clause No. 73 of the Articles of Association, approval of the Company be and is hereby accorded to the appointment of Sri Aspi Nariman Katgara (DIN: 06946494) as the Managing Director of the Company for a period of 5 years from 22nd December, 2017 to 21st December, 2022 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Sri Aspi Nariman Katgara (DIN: 06946494), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and actions as may be necessary to give effect to the above resolution.”

4. Appointment of Mr. Manjunath Manohar Singh (DIN 01111861) as a Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) , Sri Manjunath Manohar Singh (DIN 01111861) who was appointed as an Additional Director of the Company by the Board of Directors, on



recommendation of Nomination and Remuneration Committee, with effect from 21st July, 2018 in terms of Section 161(1) of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and who holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.”

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies in order to be effective should be duly completed stamped and must be deposited at the Company's Registered Office not less than 48 hours before the meeting time.
2. The Register of Members and share transfer books of the Company shall remain closed from Saturday 22.09.2018 to Friday, 28.09.2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the item No. 3 and 4 is annexed thereto.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.
5. A route map giving directions to reach the venue of the 74th Annual General Meeting is given at the end of the Notice.

Since Board of the Company comprised of Managing director and 3(three)Independent Directors with one Non-Executive Additional Director who is proposed to be regularised in this AGM therefore, there are no director(s) in the company who retires by rotation at the meeting henceforth details of the director(s) is not required to be given In terms of Section 152 of the Act, in the notice of AGM Corporate members intending to send their authorised representative 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.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's corporate office.
8. Members are requested to:
 - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - (b) Quote Folio Numbers in all their correspondence.
 - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting



10. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. The members may cast their vote using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for members for remote e-voting are as under:

- (i) The voting period begins on Tuesday September 25, 2018 at 9.00 a.m. (IST) and ends on Thursday, September 27, 2018 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) Friday, September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The said sequence number will be the Demat/Folio no. of the respective shareholders. ● In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant 'MahaRashtra Apex Corporation Limited' on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
 - (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
11. Once the vote on a resolution is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.
 12. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.
 13. A copy of this notice is placed on the website of the Company and the website of CDSL.
 14. Mr. Deepak Sadhu, Practicing Company Secretary (Certificate of Practice Number 14992) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
 15. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3 days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.



16. The result declared along with the Scrutinizer Report shall be placed on the Company's website - www.maharashtraapex.com and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to Stock Exchanges where the shares of the Company are listed.

Members are requested to bring their copy of the Annual Report along with them to the meeting.

By Order of the Board,

Bengaluru
August 14, 2018

(K B Shetty)
Chairman
DIN-01451944



ANNEXURE TO NOTICE

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

Item No.3

Sri ASpi Nariman Katgara was appointed as a Managing Director with effect from 22nd December, 2017, for a period of 5 years .

Sri Aspi Nariman Katgara aged 64 years is M.Com, C.A.I.I.B with over 47 years of experience. Previously, he has served as a Managing Director Cum CEO of Zoroastrain Co-Operative Bank Ltd, a Multi-State Schedule Co-operative Bank. He is also on the Board of Polo Queen Industrial and Fintech Ltd as an Independent Director.

In view of the vast knowledge and expertise of Sri Aspi Nariman Katgara , t the Board of Directors of the Company at its meeting held on 22nd December, 2017 has, appointed Sri Aspi Nariman Katgara as Managing Director, for a period of 5 years from 22nd December, 2017 subject to approval of the members.

It is proposed to seek the member's approval for the appointment of Mr. Aspi Nariman Katgara as Manging director of the Company for a period of five years.

Broad particulars of the terms of appointment and remuneration payable to Sri Aspi Nariman Katgara are as under:

- a. **Salary:** Rs.20,000/- p.m. with suitable annual increment as decided by the Board.
- b. **Conveyance Allowance:** Rs.5000/- p.m.
- c. **Medical Reimbursement:** For self and his family members, the total cost of which shall not exceed one month's salary in a year.
- d. **Leave Travel Concession:** Once in 2 years in accordance with Company's rules.
- e. **Leave:** On full pay and allowances in accordance with the rules of the Company.
- f. **Personal Accident Insurance:** Insurance coverage upto an extent of Rs.6 lakhs only.
- g. **Provident Fund:** Company's contribution to PF as per the applicable rules and norms.
- h. **Leave Encashment:** Encashment as per the rules of the Company
- i. **Car Facility:** Provision of a car with a Driver for Company's business purposes.
- j. **Telephone:** Provision of telephone at residence for business purposes.
- k. **Variation:** The terms and conditions as set out in the above resolution may be altered or varied from time to time by the Board with mutual consent of Sri Aspi Nariman Katgara provided it does not exceed the limits as specified in Schedule V of the Companies Act, 2013.

Statement showing the additional information as required to be given alongwith a Notice calling General Meeting as required under Section II, Part II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of industry: Financial Activities.
2. Date of commencement of commercial production: 5th May,1943
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N A



4. Financial performance based on given indicators: The financial performance of the Company in last three years is as under:

Financial Parameters	Year Ended as on		
	March 31, 2016	March 31, 2017	March 31, 2018
Total Income	863.53	555.65	728.48
Profit before exceptional items and tax	500.69	259.76	393.38
Net Profit/ (Net Loss)	5953.04	2554.72	5193.66
Dividend %	Nil	Nil	Nil

5. Foreign investment or collaboration: Rs. Nil as on March 31, 2018.

II INFORMATION ABOUT THE APPOINTEE

- Background details: Name: Sri Aspi Nariman Katgara
Father's Name: Sri Nariman Katgara
Nationality: Indian
Date of Birth: 30th August, 1953
Qualifications: M.Com, C.A.I.I.B
Experience: 47 years experience in Financial Sector as well as in administration
- Past remuneration: Rs. 1,00,000/- p m
- Recognition and awards: - NA
- Job profile and his suitability: Mr Aspi Nariman Katgara, as Managing Director will look after general administration, set goals and plans for reaching the goals and take care of the employees, protect shareholders interest and build assets of the Company.
- Remuneration proposed: The terms of the remuneration proposed to be paid to Sri Aspi Nariman Katgara have been specified in the Explanatory Statement as above.
- Comparative remuneration profile with respect to industry size of the company: Comparatively low.
- Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel: None

III OTHER INFORMATION

- During the year, Company had not carried out any business activities.
At present Company's activities are restricted to recovery of Loans and advances. The Company is also concentrating on repayment of Deposit/Bonds as per the Scheme of arrangement/ restructure sanctioned by the Hon'ble High Court of Karnataka under Section 391, of the Companies Act, 1956.
- Steps taken or proposed to be taken for improvement: Company is trying to increase the income from properties. New business and enforcements can be planned only after paying deposit holders in full.
- Expected increase in productivity and profits in measurable terms: NA

This explanatory statement may also be read and treated as written memorandum setting out the terms of appointment of Sri Aspi Nariman Katgara in compliance with the requirements of Section 190 of the Companies Act, 2013.

Apart from Sri Aspi Nariman Katgara, none of the other Directors/Key Managerial Personnel of the Company / their relatives are in any way ,concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No.4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Manjunath Manohar Singh (DIN-01111861) as an Additional Director of the Company, with effect from 21st July, 2018 in terms of Section 161 (1) of the Companies Act, 2013. Mr. Manjunath Manohar Singh holds office as an Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.



Mr. Manjunath Manohar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director

Mr Manjunath Manohar Singh is a IT Professional. He is an entrepreneur having 20 years of vast Experience in IT Sector. He has been building Companies since he was 18; this is his third stint as an entrepreneur. His offbeat approach to solve practical problems has resulted in many product ideas. He has Contagious Passion and unwavering commitment in taking the company to global heights, with such a dynamic individual at the helm the company is poised to make giant strides in the coming years. Presently he is on the Board of 3 Companies including M/s Integrated Risk Control Applications Private Limited (“IRCA”) in which he acts as Managing Director.

Keeping in view his expertise and knowledge, the Board considers that his continued association would be of immense benefit to the Company and hence, it is desirable to appoint him as the Director of the Company liable to retire by rotation.

Apart from Mr. Manjunath Manohar Singh, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

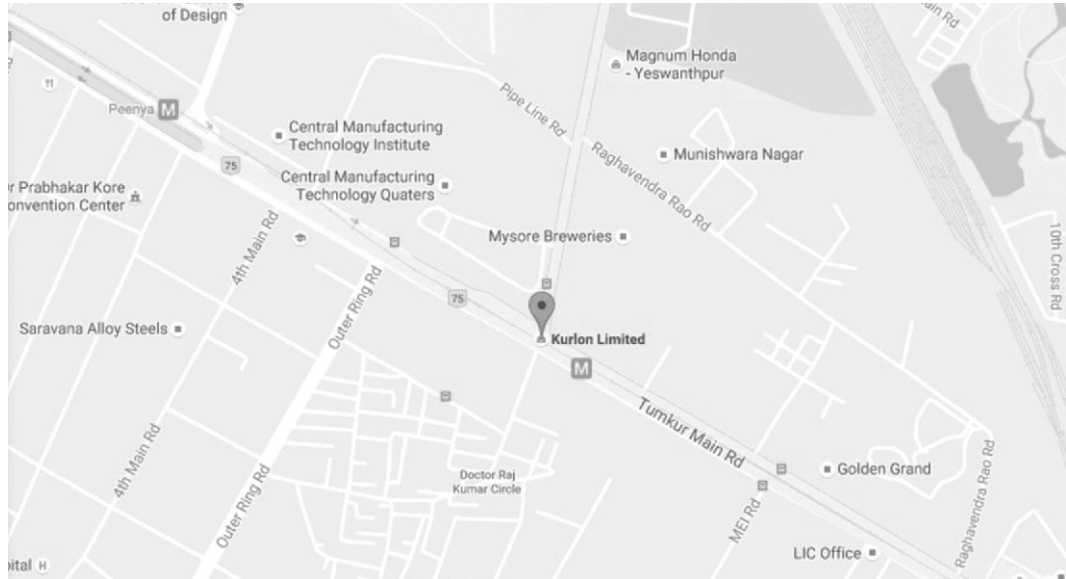
The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

Particulars	Aspi Nariman Katgara	Manjunath Manohar Singh
Age	64 years	45
Qualification	M.Com, C.A.I.I.B	BE
Experience	over 47 years	20 years
Terms & Conditions of appointment/re-appointment	Terms and Conditions as set out in the Appointment Letter	N A
Remuneration to be paid	25,000.00	N A
Remuneration last drawn	1.00 lac pm	N A
Date of first appointment on Board	22.12.2017	21.07.2018
Shareholding in the Company	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	N A	N A
Number of Board Meetings attended	3	N A
Other Directorship	1. POLO QUEEN INDUSTRIAL AND FINTECH LIMITED 2.MANIPAL CAPITAL AND LEASING PRIVATE LIMITED	1.INTEGRATED RISK CONTROL APPLICATIONS PRIVATE LIMITED 2. FIKKA TECHNOLOGIES PRIVATE LIMITED 3. INFOTECH PRIVATE LIMITED
Other Membership / Chairmanship of Committees	1	1



Route Map to the venue of the 74th Annual General Meeting





**Maha Rashtra Apex
Corporation Limited**

CIN-L85110KA1943PLC001177.

website www.maharashtraapex.com. Email-mracl.ho@manipal.com.

Tel:080-40313131

Regd Office : 3rd Floor, Front Wing North Block, Manipal Centre
47, Dickenson Road, BENGALURU – 560042

ATTENDANCE SLIP
(74th Annual General Meeting)

Folio No. / DPID No. & Client ID No.....

No. of shares held.....

I hereby record my presence at the 74th Annual General Meeting held on Friday,
28th September, 2018 at 11.00 noon at the Sri T Ramesh Pai Memorial Hall at Kurlon Factory,
Jalahalli Camp Road, Yashwantpur, Bangalore – 560 022.

Member's Name:

Proxy's Name:

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Hall.



CIN-L85110KA1943PLC001177.

Registered Office: 3rd flr, Front Wing, North Block, Manipal Centre, Bangalore, Karnataka - 560042

Email: mracl.ho@manipal.com, Website: www.maharashtraapex.com

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]

Name of the member(s):

Email ID:

Registered Address:

Folio No. /Client ID:

DP Id:

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

1. Name: Address: E-mail Id: Signature: , or failing him

2. Name: Address: E-mail Id: Signature: , or failing him

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 74th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 11.00 A.M. at Sri T Ramesh Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yashwanthpur, Bangalore - 560 022 and at any adjournment thereof in respect of such resolutions as are indicated below:

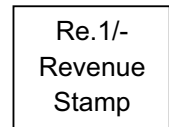
Table with 4 columns: Resolution No., Description of Resolution, For, Against. Contains 4 rows of resolutions regarding financial statements, auditors, and directors.

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder (s)



- Note: 1. 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. 2. The form should be signed across the stamp as per specimen signature registered with the Company. 3. A Proxy need not be a member of the Company.