NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting ("AGM") of the Members of Maitri Enterprises Limited ("the Company") will be held on Wednesday, September 30, 2026 at 3:30 p.m. (IST) at the Registered Office of the Company situated at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opposite Government Engineering College, Motera, Sabarmati, Ahmedabad – 380005, Gujarat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Deepak Rameshlal Ambwani (DIN: 03054773), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of M/s. Nisarg Sharma & Associates, Practising Company Secretaries, as Secretarial Auditors of the Company

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

   "RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Nisarg Sharma & Associates, Practising Company Secretaries, Ahmedabad, Peer Review Certificate No. 3941/2023, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from the Financial Year 2026-27 up to the Financial Year 2030-31, to conduct the Secretarial Audit of the Company for the said period, at a remuneration not exceeding ₹2,00,000/- (Rupees Two Lakh only) per financial year, plus applicable taxes and reimbursement of actual out-of-pocket expenses, on such other terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time..

   RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person authorised by the Board, be and is hereby authorised to finalise and vary the terms and conditions of appointment, including remuneration within the aforesaid maximum limit, and to do all such acts, deeds, matters and things and execute all such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.**"**

4. Regularisation And Appointment Of Mr. Bharat Ramjibhai Sisodia As A Non-Executive Independent Director

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Mr. Bharat Ramjibhai Sisodia (DIN: 11327540), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director with effect from November 14, 2025, and who holds office up to the date of the ensuing Annual General Meeting pursuant to Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from November 14, 2025 up to November 13, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

5. Approval Of Related Party Transactions With Gayatri Infrastructure Limited

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

"RESOLVED THAT pursuant to Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, and pursuant to the approval/recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue contracts, arrangements and/or transactions with Gayatri Infrastructure Limited ("GIL"), a Related Party within the meaning of Section 2(76) of the Act, for purchase, sale or supply of goods or materials, rendering or availing of services including works contract, construction and development services, development of residential and/or commercial properties and transactions incidental or ancillary thereto, for an aggregate amount not exceeding ₹250 Crore (Rupees Two Hundred Fifty Crore only) in each Financial Year during FY 2026-27, FY 2027-28 and FY 2028-29, in the ordinary course of business and on an arm's-length basis, on such terms as may be approved by the Audit Committee and/or Board of Directors from time to time in accordance with applicable law.

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof or any officer authorised by the Board, be and is hereby authorised to finalise the terms of the aforesaid transactions, execute necessary agreements and documents and do all such acts, deeds and things as may be necessary for giving effect to this Resolution."

6. Approval Of Additional Limit Of ₹200 Crore Over And Above The Limits Prescribed Under Section 186 Of The Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company ("Board", which expression shall include any duly constituted Committee thereof) to, from time to time and in one or more tranches:

(a) give any loan to any person or other body corporate;
(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or
(c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

notwithstanding that the aggregate of such loans, investments, guarantees and securities may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate outstanding amount in excess of the limits prescribed under Section 186(2), as computed from time to time, shall not at any time exceed ₹200,00,00,000/- (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT the proposed Corporate Guarantee of up to ₹40,00,00,000/- (Rupees Forty Crore only) in favour of Bank of India for securing the credit facilities of Gayatri Infrastructure Limited, as set out at Item No. 7 of this Notice, shall be reckoned for the purposes of Section 186 and, to the extent it forms part of the exposure exceeding the limits prescribed under Section 186(2), shall be within the aforesaid additional limit of ₹200 Crore, subject to the separate approval of the Members under Section 185(2) of the Act.

RESOLVED FURTHER THAT this Resolution shall constitute an enabling authority under Section 186(3) and shall not dispense with any separate approval or compliance required under Section 185, Section 188 or any other applicable provision of law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the actual amounts, recipients, purposes, terms and conditions of such loans, investments, guarantees and securities, to negotiate, finalise, sign and execute all agreements, deeds, documents, writings, applications, forms and other papers, to make the requisite statutory filings and entries in the statutory registers and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for giving effect to this Resolution."

7. Approval For Providing Corporate Guarantee Up To ₹40 Crore For Credit Facilities Of Gayatri Infrastructure Limited

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

   "RESOLVED THAT pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the applicable Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, and subject to such other approvals, consents, sanctions, permissions and no-objections as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any duly constituted Committee thereof and any person authorised by the Board) to provide and execute, for and on behalf of the Company, a Corporate Guarantee in favour of Bank of India ("Bank"), for securing the due repayment and discharge of the credit facilities/term loan sanctioned or to be sanctioned by the Bank to Gayatri Infrastructure Limited ("GIL" or the "Borrower"), for a principal amount not exceeding ₹40,00,00,000/- (Rupees Forty Crore only), together with all interest, additional interest, penal interest, liquidated damages, costs, charges, commissions, expenses, legal costs and all other monies payable by GIL to the Bank under the relevant sanction letter, facility documents, Deed of Guarantee and other financing/security documents, for financing the construction and development of the "Maitri Elevate Scheme" situated at Motera, Ahmedabad – 380005, on such terms and conditions as may be contained in the relevant financing documents, provided that the facility secured by such Corporate Guarantee shall be utilised by GIL solely for its principal business activities.

   RESOLVED FURTHER THAT the proposed Corporate Guarantee shall be reckoned for the purposes of Section 186 of the Act and, to the extent the aggregate exposure of the Company exceeds the limits prescribed under Section 186(2), shall be within the additional limit of ₹200 Crore proposed to be approved by the Members under Item No. 6 of this Notice.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the commercial and risk-mitigation terms relating to the proposed Corporate Guarantee, including the guarantee commission, counter-indemnity and reimbursement undertaking from GIL, and such security, collateral, escrow or cash-flow monitoring mechanism, reporting covenants, promoter support and/or other safeguards as the Board may consider appropriate, commercially reasonable and in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, settle, sign, execute and deliver the Deed of Guarantee and all related declarations, undertakings, confirmations, indemnities, letters, applications, forms, agreements and other documents as may be required by the Bank or otherwise considered necessary in connection with the proposed Corporate Guarantee, provided that no modification materially increasing the Company's exposure beyond the authority granted by the Members under this Resolution shall be made without obtaining such further approval as may be required under applicable law.

Registered office: "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opposite Government Engineering College, Motera, Sabarmati, Ahmedabad-380005, Gujarat.	By order of Board of Directors **MAITRI ENTERPRISES LIMITED** Sd/-	 Sd/-
	RAMESHLAL B. AMBWANI	**JAIKISHAN R. AMBWANI**
Place: Ahmedabad	CHAIRMAN AND DIRECTOR	MANAGING DIRECTOR
Date: September 05, 2026	DIN: 02427779	DIN: 03592680

NOTES

1. The 35th Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 30, 2026 at 3:30 p.m. (IST) at the Registered Office of the Company at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opposite Government Engineering College, Motera, Sabarmati, Ahmedabad – 380005, Gujarat.

2. A Member Entitled To Attend And Vote At The Agm Is Entitled To Appoint A Proxy To Attend And Vote On A Poll Instead Of Himself/Herself And The Proxy Need Not Be A Member Of The Company.

3. The instrument appointing the Proxy, in order to be effective, must be duly completed, stamped and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.

4. A person may act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Corporate/Institutional Members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/Authority Letter or other valid authorisation, as applicable, authorising their representative to attend and vote on their behalf at the AGM. The authorised representative is also requested to carry a copy of such authorisation at the Meeting.

6. Members/Proxies/Authorised Representatives attending the AGM are requested to bring the duly completed Attendance Slip along with a copy of the Annual Report.

7. The Attendance Slip, Proxy Form in Form MGT-11 and Route Map showing the location of the venue of the AGM are annexed to the Annual Report.

8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the Special Businesses set out at Item Nos. 3 to 7 of this Notice, is annexed hereto.

9. In terms of Section 152 of the Companies Act, 2013, Mr. Deepak Rameshlal Ambwani (DIN: 03054773) retires by rotation at the ensuing AGM and, being eligible, has offered himself for re-appointment.

10. The details of Mr. Deepak Rameshlal Ambwani and Mr. Bharat Ramjibhai Sisodia required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") are annexed to this Notice.

11. Members of the Company under the Category of "Institutional Investors" are encouraged to attend and vote at the AGM.

12. 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.

13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company by email at compliance@maitrienterprises.com so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting so as to enable the management to keep the information ready.

14. In case of joint holders attending the AGM, only such joint holder whose name appears first in the order of names in the Register of Members/List of Beneficial Owners shall be entitled to vote at the AGM, provided that the vote in respect of such holding has not already been cast through remote e-voting.

15. Members can opt for only one mode of voting i.e. either through remote e-voting or by voting at the AGM. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast at AGM shall be treated as invalid.

16. Those Shareholders whose email ids are not registered can get their email id registered as follows:

• Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.

• Members holding shares in the physical form can get their email id by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email id at bssahd@bigshareonline.com.

17. 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 Directors are interested maintained under Section 189 of the Act, and the documents referred to in this Notice and the accompanying Explanatory Statement shall be available for inspection by the Members, without payment of any fee, at the Registered Office of the Company during normal business hours on working days from the date of circulation of this Notice up to the date of the AGM and shall also be available for inspection at the AGM, as applicable. Members desirous of inspecting the documents electronically may write to the Company at compliance@maitrienterprises.com.

18. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, e-mail address, mobile number, PAN or other particulars to their respective Depository Participant(s).

Members holding securities in physical form are requested to ensure that their PAN, postal address, bank account details, mobile number, e-mail address, specimen signature and nomination details, as applicable, are duly updated with the Company's Registrar and Share Transfer Agent in accordance with the applicable SEBI requirements. The prescribed forms, including Forms ISR-1, ISR-2, ISR- 3, SH-13 and SH-14, as applicable, may be obtained from the website of the Company/RTA.

Members holding securities in physical form are also encouraged to dematerialise their holdings to facilitate seamless servicing of their securities and transactions in accordance with the applicable SEBI framework.

19. Members holding securities in physical form are requested to note that, pursuant to the applicable SEBI requirements, the earlier mechanism of issuance of a "Letter of Confirmation" for specified investor service requests has been discontinued with effect from April 02, 2026. Upon processing and verification of the applicable investor service request and completion of the prescribed due diligence, the securities shall be credited directly in dematerialised form to the demat account of the concerned Member. Members are therefore requested to maintain an active demat account and submit the prescribed forms, documents and Client Master List ("CML"), as applicable, to the Company's Registrar and Share Transfer Agent.

20. Mr. Nisarg Umeshkumar Sharma, Practising Company Secretary and Proprietor of M/s. Nisarg Sharma & Associates (FCS No. 14061; C.P. No. 17088), has been appointed by the Board of Directors as the Scrutinizer to scrutinise the remote e-voting process and voting at the AGM in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first scrutinise/count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and submit a consolidated Scrutinizer's Report to the Chairman or to a person authorised by him.

22. The voting results, together with the Scrutinizer's Report, shall be submitted to BSE Limited within two working days from the conclusion of the AGM in accordance with Regulation 44(3) of the SEBI Listing Regulations and shall also be placed on the websites of the Company at www.maitrienterprises.com and CDSL at www.evotingindia.com

23. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

24. The Notice of the 35th Annual General Meeting along with the Annual Report for FY 2025-26 is being sent through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, August 28, 2026 and whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path where the complete Annual Report is available, is being sent to those Members whose e-mail addresses are not registered. A hard copy of the Annual Report shall be provided to any Member who specifically requests the same. The Notice and Annual Report are also available on the website of the Company at www.maitrienterprises.com, on the website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

25. INTRUCTIONS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on Sunday, September 27, 2026 at 9.00 a.m. and ends on Tuesday, September 29, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have cast their vote through remote e-voting shall not be entitled to vote again at the AGM.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www. cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is

	launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl. com. Select "Register Online for IDeAS "Portal or +click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www. evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin. jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period; voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

ix. Click on the EVSN for the relevant **Maitri Enterprises Limited** on which you choose to vote.

x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www. evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@maitrienterprises.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@maitrienterprises.com/bssahd@bigshareonline.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@ cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 1800 21 09911.

Registered office:
"Gayatri House", Ashok Vihar,

Near Maitri Avenue Society,
Opposite Government Engineering College,
Motera, Sabarmati,
Ahmedabad-380005, Gujarat.

Place: Ahmedabad

Date: September 05, 2026

By order of Board of Directors
MAITRI ENTERPRISES LIMITED

Sd/-	Sd/-
RAMESHLAL B. AMBWANI	**JAIKISHAN R. AMBWANI**
CHAIRMAN AND DIRECTOR	MANAGING DIRECTOR
DIN: 02427779	DIN: 03592680

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned at Item Nos. 3 to 7 of the accompanying Notice.

ITEM NO. 3 – APPOINTMENT OF M/S. NISARG SHARMA & ASSOCIATES AS SECRETARIAL AUDITORS

The Members of the Company at the 34th Annual General Meeting held on September 29, 2025 had approved the appointment of the then Secretarial Auditors of the Company for the prescribed tenure commencing from the Financial Year 2025-26. The previous Annual Report records the shareholder approval granted in this regard.

Subsequently, a vacancy arose in the office of the Secretarial Auditor of the Company. In order to ensure completion of the Secretarial Audit for the Financial Year 2025-26, the Board of Directors appointed M/s. Nisarg Sharma & Associates, Practising Company Secretaries, Ahmedabad, to conduct the Secretarial Audit of the Company for the Financial Year 2025-26.

M/s. Nisarg Sharma & Associates has accordingly conducted the Secretarial Audit of the Company for the financial year ended March 31, 2026 and the Secretarial Audit Report issued by the Firm in Form MR-3 forms part of the Annual Report of the Company for FY 2025-26.

The Board has considered the experience, professional competence, independence and expertise of M/s. Nisarg Sharma & Associates in the areas of corporate laws, securities laws, listing compliances and secretarial audit and considers the Firm suitable for appointment as the Secretarial Auditors of the Company for a longer tenure.

Accordingly, the Board proposes the appointment of M/s. Nisarg Sharma & Associates, Practising Company Secretaries, Peer Review Certificate No. 3941/2023, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2026-27 up to FY 2030-31.

The Firm has consented to act as the Secretarial Auditors of the Company and has confirmed its eligibility for appointment and that the proposed appointment, if made, would be in accordance with the applicable provisions of law.

The remuneration payable to M/s. Nisarg Sharma & Associates for conducting the Secretarial Audit of the Company for the Financial Year 2026-27 shall be up to a maximum of ₹2,00,000/- (Rupees Two Lakh only), plus applicable taxes and reimbursement of actual out-of-pocket expenses. There is no material change in the proposed remuneration as compared to the remuneration payable to the previous Secretarial Auditor. The remuneration for the subsequent financial years during the tenure may be determined/revised by the Board of Directors, having regard to the scope and extent of audit, regulatory requirements and other relevant factors, subject to the maximum limit of ₹2,00,000/- per financial year, plus applicable taxes and reimbursement of actual out-of-pocket expenses.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 4 - REGULARISATION AND APPOINTMENT OF MR. BHARAT RAMJIBHAI SISODIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on November 14, 2025, appointed Mr. Bharat Ramjibhai Sisodia (DIN: 11327540) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from November 14, 2025, subject to approval of the Members.

Mr. Sisodia holds office as an Additional Director up to the date of the ensuing Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

The Company has received from Mr. Sisodia the requisite consent to act as a Director, declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act and declaration that he meets the criteria of independence specified under Section 149(6) of the Act.

The Company has also received the requisite notice under Section 160 of the Act proposing his candidature for appointment as a Director.

Mr. Sisodia has experience and exposure in the field of environmental sustainability, community engagement and responsible resource management. He founded CATCH, an initiative focused on creating dense urban forests and encouraging sustainable and eco-friendly practices, and has also been associated with the Central Institute of Plastics Engineering & Technology (CIPET) in initiatives relating to environmental protection and responsible resource management. This profile is consistent with the disclosure made by the Company to BSE at the time of his appointment.

In the opinion of the Board, Mr. Sisodia fulfils the conditions specified under the Act for appointment as an Independent Director and is independent of the management. His experience and perspective are expected to contribute to the deliberations and functioning of the Board.

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

Mr. Bharat Ramjibhai Sisodia is concerned or interested in the Resolution relating to his own appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 5 - APPROVAL OF RELATED PARTY TRANSACTIONS WITH GAYATRI INFRASTRUCTURE LIMITED

Gayatri Infrastructure Limited ("GIL") is engaged in infrastructure, construction and real-estate development activities and is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013.

Maitri Enterprises Limited is also engaged, inter alia, in works-contract, infrastructure and real-estate activities. The Company has historically undertaken transactions with GIL in relation to sale/purchase of goods, works contract services and allied business activities.

The Members had earlier approved transactions with GIL for a period covering three consecutive financial years, including an annual limit of ₹100 crore (Rupees One Hundred Crore Only). The earlier explanatory statement expressly contemplated that fresh approval would be sought after completion of the said period.

Considering the continuing business requirements of the Company, the Board proposes to obtain approval of the Members for transactions with GIL during FY 2026-27, FY 2027-28 and FY 2028-29 as under:

Particulars	Details
Name of Related Party	Gayatri Infrastructure Limited
Nature of relationship	Related Party within the meaning of Section 2(76) of the Companies Act, 2013 by virtue of the common directorship/promoter/shareholding interests of certain Directors of the Company in GIL.
Nature of transactions	Purchase/sale/supply of goods and materials; works contract, construction and development services; development of residential/commercial properties including rights relating thereto; and transactions incidental or ancillary thereto
Period	FY 2026-27, FY 2027-28 and FY 2028-29
Maximum aggregate value per annum	₹250 Crore in each Financial Year
Pricing basis	Transactions to be undertaken on arm's length basis and on terms considered fair and reasonable
Business rationale	To facilitate the Company's infrastructure, works-contract and real-estate operations and related business requirements

Although the proposed transactions are intended to be undertaken in the ordinary course of business and on arm's length basis, the Board considers it appropriate, having regard to the scale of the proposed transactions and as a measure of transparency and good governance, to obtain approval of the Members and also to ensure compliance with Section 188 and the Rules made thereunder to the extent attracted. The transactions during each financial year shall remain subject to such approvals of the Audit Committee and/or Board and other applicable legal requirements as may be required from time to time.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 for approval of the Members.

Mr. Rameshlal Bullchand Ambwani, Mr. Jaikishan Rameshlal Ambwani, Mrs. Sarla Jaikishan Ambwani and Mr. Deepak Rameshlal Ambwani and their relatives may be deemed to be concerned or interested in the Resolution on account of their relationship/association with Gayatri Infrastructure Limited.

ITEM NO. 6 - APPROVAL OF ADDITIONAL LIMIT OF ₹200 CRORE OVER AND ABOVE THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Section 186(2) of the Companies Act, 2013 prescribes the limits up to which the Company may make loans, provide guarantees or securities and make investments without prior approval of the Members. Where the aggregate exposure exceeds the said limits, prior approval of the Members by way of Special Resolution is required under Section 186(3).
Considering the present and future business requirements of the Company, the Board considers it desirable to obtain an enabling authority to undertake loans, investments, guarantees and securities up to an additional aggregate outstanding amount of ₹200 Crore over and above the limits prescribed under Section 186(2), as computed from time to time.

The proposed Corporate Guarantee of up to ₹40 Crore in favour of Bank of India for securing the credit facilities of Gayatri Infrastructure Limited, proposed under Item No. 7, shall also be reckoned for the purposes of Section 186 and, to the extent it results in exposure beyond the limits under Section 186(2), shall be covered within the aforesaid additional limit of ₹200 Crore.

The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company or their interest in any specific transaction undertaken pursuant to the authority.

ITEM NO. 7 - APPROVAL FOR PROVIDING CORPORATE GUARANTEE UP TO ₹40 CRORE FOR CREDIT FACILITIES OF GAYATRI INFRASTRUCTURE LIMITED

Gayatri Infrastructure Limited ("GIL") is engaged in infrastructure, construction and real-estate development activities. The Company is a shareholder of GIL. Further, Mr. Rameshlal B. Ambwani, Mr. Deepak R. Ambwani, Mr. Jaikishan R. Ambwani and Mrs. Sarla Jaikishan Ambwani, Directors of the Company, are also directors/promoters/shareholders of GIL and collectively hold 26.77% of its equity share capital.

GIL proposes to avail credit facilities/term loan from Bank of India for financing the construction and development of the "Maitri Elevate Scheme" situated at Motera, Ahmedabad – 380005. In connection therewith, the Company proposes to provide a Corporate Guarantee in favour of Bank of India for a principal amount not exceeding ₹40 Crore (Rupees Forty Crore only), together with interest, penal/additional interest, costs, charges and other monies payable by GIL under the relevant financing documents.

In view of the aforesaid interest of the Directors of the Company in GIL, the proposed Corporate Guarantee attracts the provisions of Section 185(2) of the Companies Act, 2013, which permits such guarantee subject to approval of the Members by way of Special Resolution and the condition that the underlying loan is utilised by the borrowing company for its principal business activities. Accordingly, the credit facilities secured by the proposed guarantee shall be utilised by GIL solely for its principal business activities and for the stated project purpose.

The proposed Corporate Guarantee shall be reckoned for the purposes of Section 186 and, to the extent the aggregate exposure of the Company exceeds the limits prescribed under Section 186(2), shall be covered within the additional limit of ₹200 Crore proposed to be approved under Item No. 6 of this Notice.

Mr. Rameshlal Bullchand Ambwani, Mr. Jaikishan Rameshlal Ambwani, Mr. Deepak Rameshlal Ambwani and Mrs. Sarla Jaikishan Ambwani may be deemed to be concerned or interested in the Resolution by virtue of their directorship/shareholding/association with GIL. Save as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Particulars	Mr. Deepak Rameshlal Ambwani	Mr. Bharat Ramjibhai Sisodia
DIN	03054773	11327540
Designation / Category	Non-Executive Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation
Date of first appointment on the Board	November 10, 2020	November 14, 2025
Date of Birth / Age	March 7, 1981 / 45 years	July 8, 1977/49 Years
Nationality	Indian	Indian
Qualification	Bachelor of Physiotherapy, Diploma in Hospital Management	Bachelor of Science in Physics, Post Graduate from CIPET-PPT
Experience / Expertise in specific functional areas	Business experience and exposure in infrastructure, healthcare and allied business activities	Experience and exposure in environmental sustainability, community engagement, urban afforestation and responsible resource management. He founded CATCH, an initiative focused on creating dense urban forests and encouraging sustainable and eco-friendly practices, and has also been associated with the Central Institute of Plastics Engineering & Technology (CIPET) in initiatives relating to environmental protection and responsible resource management.
Terms and conditions of appointment / re-appointment	Re-appointment as a Non-Executive Director, liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company	Appointment as a Non-Executive Independent Director for a term of five consecutive years from November 14, 2025 to November 13, 2030, not liable to retire by rotation
Remuneration last drawn during FY 2025-26	₹3,43,105/-	₹12,000/-, being sitting fees
Remuneration proposed to be paid	As per the existing terms and Remuneration Policy of the Company and approvals applicable from time to time	Sitting fees and/or remuneration, if any, in accordance with the applicable provisions of law and the Remuneration Policy of the Company
Number of Board Meetings attended during FY 2025-26	8 out of 8	2 out of 2 Meetings held during his tenure*
Shareholding in the Company	1,00,000 Equity Shares	Nil

Particulars	Mr. Deepak Rameshlal Ambwani	Mr. Bharat Ramjibhai Sisodia
Relationship with other Directors / KMP	Son of Mr. Rameshlal Bullchand Ambwani and brother of Mr. Jaikishan Rameshlal Ambwani	Not related to any Director or Key Managerial Personnel of the Company
Directorships held in other companies	6 Companies	No
Directorships held in other listed entities	Nil	Nil
Membership / Chairmanship of Committees of other Boards	Nil	Nil
Listed entities from which the Director has resigned during the preceding three years	Nil	Nil
Skills and capabilities required for the role and manner in which the Director meets such requirements	His experience in business operations, infrastructure, healthcare and allied commercial activities provides relevant operational and commercial perspective to the Board	His experience in sustainability, environmental initiatives, community engagement and responsible resource management brings an environmental and sustainability perspective to the Board and complements the existing skills and experience of the Board
Justification for appointment / re-appointment	Considering his experience, knowledge of the Company's businesses and contribution to the deliberations of the Board, the Board considers his continued association to be in the interest of the Company	The Board considers that his experience in sustainability, environmental initiatives and community engagement will contribute constructively to the Board's deliberations and that his appointment as an Independent Director is in the interest of the Company

* *Out of the Board Meetings held during his tenure during FY 2025-26.*