

MPDL LIMITED

(Formerly, Known as Monnet Project Developers Limited)

Regd. Office: Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)

Corp. Office: Unit No. 12, GF, Magnum Tower-1, Sector - 58, Gurugram, Haryana - 122011

Phone: +91 -11- 29218542-46; **Fax:** +91 -11 -29218541. **Email:** isc_mpd@monnetgroup.com

Website: www.monnetgroup.com; **CIN:** L70102CT2002PLC015040

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting (“AGM”) of **MPDL LIMITED (Formerly, known as Monnet Project Developers Limited) (the “Company”)** will be held on Tuesday, 17th November, 2020 at 02:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business: —

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
 - b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Bishwa Nath Chatterjee** (DIN: 08359823), who Retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO APPROVE THE RE- APPOINTMENT OF SHRI BRAHAM DUTT BHARDWAJ AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory

modification or re- enactment(s) thereof for the time being in force), the consent of the members of the Company be and are hereby accorded to approve the terms of Re-Appointment of Shri Braham Dutt Bhardwaj (DIN 01779434) as a Whole Time Director of the Company for a period of 5 years, with effect from 28th May 2020,as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary at Consultancy Fees not exceeding Rs.33,000 per month."

4. TO CONSIDER AND APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF CHHATTISGARH TO STATE OF HARYANA 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 Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Power delegated to Regional Director), consent of shareholder(s) be and is hereby accorded for shifting of registered office of the Company from the "State of Chhattisgarh to State of Haryana".

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

"II. The Registered Office of the Company will be situated in the State of Haryana."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized, to sign, execute, make affidavits and file the application and other related deeds and documents before the Central Government (Power delegated to the Regional Director) under Section 13(4) and all other applicable provisions, if any, of the Companies Act, 2013 and other related deeds and documents with such authorities as may be necessary and to do all such acts, deeds and things as may be deemed necessary including but not limited to Publication of Notice in Newspaper(s), to give effect to the shifting of registered office of the Company from the State of Chhattisgarh to State of Haryana."

By order of the Board of Directors
MPDL LIMITED
(FORMERLY, MONNET PROJECT DEVELOPERS LIMITED)

Date: 23.10.2020
Place: New Delhi

SD/-
(ANURAG SINGH RATHORE)
COMPANY SECRETARY
(M. No.ACS-52099)

Registered Office:

Plot No.-216, Sector C, Urla Industrial Complex,
Raipur-493221(Chhattisgarh)

Corporate Office:

Unit No. 12, GF, Magnum Tower-1,
Sector - 58, Gurugram, Haryana - 122011

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the special business items which are considered to be unavoidable by the Board of Directors of the Company as set out under item no. 3 and item no. 4 of the accompanying notice is annexed hereto.
2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorisations/ resolutions/ power of attorney to the Scrutinizer by e-mail on contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in and Mr. Anurag Singh Rathore on anurag.rathore@monnetgroup.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.
5. The statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all documents referred to in the Notice and accompanying explanatory statements will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to Mr. Anurag Singh Rathore at anurag.rathore@monnetgroup.com
6. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
7. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed as **Annexure -1.**

A. General instructions for accessing and participating in the 18th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

8. In view of the outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") the 18th AGM of the Company is being conducted through VC/OAVM facility without the physical presence of the Members at a common venue.
9. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, and MCA Circulars and SEBI Circular dated May 12, 2020 the Notice calling the AGM along with the Annual Report including audited financial statements for the financial year 2019-2020 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the

Company/Depository Participants for communication purposes. Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/update their e-mail address with the by writing the e-mail to RTA at admin@mcsregistrars.com for receiving all communications including Notices, Circulars, etc. from the Company electronically.

11. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form) in the prescribed form which can be downloaded from the Company's website at www.monnetgroup.com, for receiving all communication including annual report, notices from the Company electronically.
12. Members who have not registered their e-mail addresses and holding shares in demat form and physical form can get their e-mail ID registered with the Registrar and Transfer Agent (R&TA), MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, by writing the e-mail to RTA at admin@mcsregistrars.com.
13. In line with the MCA circulars the Notice convening 18th AGM and explanatory statement ('the Notice') is available on the Company's website on <http://www.monnetgroup.com/annual-notices-2020.php> and Annual Report of the Company for financial year 2019-2020 is available on Company's website <http://www.monnetgroup.com/annual-reports-2020.php>. The notice and Annual Report of the Company is also hosted on the website of stock exchanges where a shares of the Company is listed i.e. BSE Limited (<https://www.bseindia.com>) and also on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
14. The register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 10th November, 2020 to Tuesday, 17th November, 2020 (both days inclusive) for the purpose of Annual General Meeting.
15. The Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 18th AGM through VC/OAVM Facility and e-Voting during 18th AGM.
16. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. Members are requested to refer section "D" for detailed information for participating in AGM through VC.
17. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting as mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee. Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. are allowed to attend the meeting without restriction on account of first-come first-served basis
18. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through NSDL platform. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of NSDL. The link/tab will be available in Member login where the EVEN of the Company will be displayed. The VC Facility will be available on 17th November 2020 from 02.30 p.m. (IST) onwards till the conclusion of the meeting.
19. The Board of Directors has appointed Mr. Devesh Kumar Vasisht Partner of M/s. Sanjay Grover & Associates (CP No. 13700), failing him Ms. Priyanka, Partner at M/s. Sanjay Grover & Associates (CP No. 16187) having address at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.

20. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.
21. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.monnetgroup.com and on www.evoting.nsdl.co.in. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant stock exchanges.

B. Electronic Voting through remote mode:

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility to all its members as on cut-off date, being Tuesday 10th November 2020 to exercise their right to vote on the businesses specified in the accompanying notice by e-voting process through remote e-voting services provided by NSDL.

The Members may cast their votes using an electronic voting system ("remote e-voting"). Instructions for remote e-voting are given herein below. The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also participate in the meeting but shall not be entitled to cast their vote again.

The voting rights of members shall be in proportion to their shares in the paid up equity capital of Company as on the cut off date fixed for the purpose i.e. Tuesday 10th November 2020 (cutoff date). A person, whose name is recorded in the register of members as on the cut-off date only, shall be entitled to avail the facility of remote e-voting. Any person who is not a member of the Company on the cut-off date should treat the notice for information purposes only

Remote e-voting period shall commence from Saturday, 14 November 2020 at 9.00 A.M. (IST) and ends on Monday, 16th November 2020 at 5.00 P.M. (IST).

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions and other information relating to remote e-voting are as under: The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 14th November, 2020 at 09:00 A.M. and ends on 16th November, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.
4. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Sarita Mote, National Securities Depository Limited (NSDL), Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 or send an email to relations@nsdl.co.in or call 1800 222 990.
5. Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on cut-off date i.e. November 10, 2020, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or to the Company/Registrar and Transfer Agent MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, at admin@mcsregistrars.com or anurag.rathore@monnetgroup.com

A. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 isc_mpd@monnetgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [isc_mpd @monnetgroup.com](mailto:isc_mpd@monnetgroup.com).

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members desiring any information/ clarification on the accounts or any matter to be placed at the AGM are requested to write by email mentioning name, demat account number/folio number, email id, mobile number to the email id at isc_mpdl@monnetgroup.com at least seven days in advance to enable the management to keep information ready at the AGM.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at isc_mpdl@monnetgroup.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at isc_mpdl@monnetgroup.com.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members may register themselves as a speaker from 8th November 2020 at 9:00 a.m. IST to 10 November 2020 till 5:00 p.m. IST for the same.

EXPLANATORY STATEMENT

(In respect of the Special Businesses Pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement set out all material facts relating to Special Businesses under Item No. 3 and Item No. 4 as mentioned in the accompanying Notice.

ITEM NO. 3

Shri Braham Dutt Bhardwaj is associated with the Company since on 28.05.2015. His Guidance has been valuable in Company. Shri Braham Dutt Bhardwaj is Graduate and has vast experience in commercial and investor relations. Shri Braham Dutt Bhardwaj was appointed as Whole-Time Director of the Company for a period of 5 years with effect from 28th May, 2015.

The present terms of appointment of Shri Braham Dutt Bhardwaj are expiring on 27th May, 2020 and it would be appropriate to re-appoint as a Whole Time Director of the Company for a period of five years w.e.f. 28th May, 2020 till 27th May, 2025 with retrospective effect from April 1, 2020 to March 31, 2025, as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment / remuneration in such manner as deemed fit necessary at Consultancy Fees not exceeding Rs.33,000 per month. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company in their meeting held on 30th July, 2020 had Re-appointed Shri Braham Dutt Bhardwaj (DIN: 01779434) as an Whole Time Director of the Company to hold office of Director subject to consent by the Members of the Company at the ensuing Annual General Meeting to be held on Tuesday, 17th day of November, 2020 as a **Ordinary Resolution**.

Terms of Re-Appointment and Remuneration, accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Further, He is also not debarred from holding the office of director by virtue of any SEBI any Order or other such authority.

In the opinion of the Board, Shri Braham Dutt Bhardwaj possesses appropriate skills, experience and knowledge. Considering his vast experience, his presence on the Board will be of immense value to the Company. The details of Shri Braham Dutt Bhardwaj pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as **Annexure** and forms part of this Notice.

None of the directors of the Company or their respective relatives is concerned or interested in the passing of the above resolution.

The Board recommends the Ordinary Resolutions set forth at item no. 3 of the Notice for the approval of the members.

ITEM NO. 4

It is proposed to shift the registered office of the Company from State of Chhattisgarh to State of Haryana.

The registered office of the Company is currently situated at Plot No 216, Sector - C Urla Industrial Complex Raipur CT 493221 (Chhattisgarh). The Board of Directors of the Company at its meeting held on 23rd October 2020 has approved and recommended to the members of the Company the proposal of shifting of the registered office of the Company from Raipur, State of Chhattisgarh (which was earlier part of the State of "Madhya Pradesh") to State of Haryana.

The shifting of registered office of the Applicant Company was felt necessary because of the following reason(s):

- i. To achieve operational efficiency, streamline management system, better administrative control and to carry out the business activities more economically & efficiently;
- ii. It would be in the best interests of the Company, its shareholders, creditors and all other concerned stakeholders.

It is therefore, proposed to authorise board of directors of the Company for shifting of registered office of the Company from State of Chhattisgarh to State of Haryana.

The shifting of the registered office from one state to another and alteration of Clause II of the Memorandum of Association ('the MOA') the Company requires the approval of the members of the Company by way of Special Resolution, in terms of section 12, 13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the directors of the Company or their respective relatives is concerned or interested in the passing of the above resolution

The Board recommends the Special Resolution set forth at item no.4 of the Notice for the approval of the members.

Annexure -1.**Annexure to the Notice****DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
18th ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Braham Dutt Bhardwaj	Bishwa Nath Chatterjee	Vinod Shankar
Date of Birth	16/07/1966	17/12/1962	07/07/1978
Date of first appointment on Board	28/05/2015	30/05/2019	13/08/2019
Brief Profile	Mr. Braham Dutt Bhardwaj has vast experience in commercial and investor relations.	Mr. Biswaha Nath Chatterjee is Graduate by qualification and has around great experience in the field of Logistics, Finance and Administration.	Mr. Vinod Shankar is Graduate by qualification and has around great experience in the field of Liasoning with various Government/Statutory authorities
Qualifications	Graduate	Graduate	Graduate
Experience/ Expertise in specific functional area	Mr. Braham Dutt Bhardwaj is having over 36 years of experience in pivotal senior managerial roll in the commercial and investor relations.	Mr. Bishwa Nath Chatterjee has around 31 years of experience in the field of Logistics, Finance and Administration. He has unique experience which is not easily available in the field of Logistics, Finance and Administration.	Mr. Vinod Shankar has around 16 years of experience in the field of Liasoning with various Government/Statutory authorities
Terms and conditions of re-appointment	As per the terms and conditions agreed by the Board of Directors of the Company.	As per the terms and conditions agreed by the Board of Directors of the Company.	As per the terms and conditions agreed by the Board of Directors of the Company.
Details of remuneration sought to be paid	As per the letter of appointment	N.A.	N.A.
Remuneration last drawn by such person, if applicable	Details as in MGT-9 of Director's Report.	N.A.	N.A.
Relationship with other Directors, Manager and other Key Managerial	Not inter se related to any other director or Key	Not inter se related to any other director or Key Managerial	Not inter se related to any other director or Key Managerial

Personnel of the Company	Managerial Personnel. The Company do not have a Manager	Personnel. The Company do not have a Manager	Personnel. The Company do not have a Manager
Number of Meetings of the Board attended during the year	5/5	4/5	3/5
Directorship held in other companies	1. Hi-Tech Electrothermics and Hydro Power Limited 2. Maa Bamleshwari Mines and Ispat Limited 3. Dynamic Defence Technologies Limited 4. Monnet Mining Company Private Limited 5. Rameshwaram Steel and Power Private Limited. 6. Eco Ash Tech Private Limited 7. Seminary Tie Up Private Limited 8. D TechMonkey Solutions Private Limited 9. Pace Enterprises Private Limited	1. Cambridge Construction (Delhi) Private Limited	Nil
Membership/ Chairmanship of committees of other companies *	Hi-Tech Electrothermics and Hydro Power Limited- Member of Audit Committee.	NIL	Nil
Shareholding in the Company as on 31 st March, 2020	NIL	NIL	Nil

*Only two committees have taken into consideration viz: Audit Committee and Stakeholder Relationship Committee. Companies include listed as well as unlisted Companies.