

MPDL LIMITED

Regd. Office: 11/7, Mathura Road, Sector 37, Faridabad Faridabad HR 121003
Corp. Office: Unit No. 12, GF, Magnum Tower-1 Sector - 58, Golf Course Extn. Gurugram-122011 HR
Phone: 0124- 4222434-35; **Email:** isc_mpdl@mpdl.co.in
Website: www.mpdl.co.in; **CIN:** L70102HR2002PLC097001

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting (“AGM”) of the Members of **MPDL LIMITED (the “Company”)** will be held on **Wednesday, 28th Day of September, 2022 at 3:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 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.
3. **Appointment of Statutory Auditors and fix their remuneration.**

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s O P Bagla & Co. LLP, Chartered Accountants (FRN.000018N/N500091) be and are hereby appointed as the Statutory Auditors of the Company for a first term of five years commencing from the

conclusion of the 20th Annual General Meeting of the Company till the conclusion of the 25th Annual General Meeting to be held in the year 2027 at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

4. **To Approve the Appointment of Mr. Sanjeev Mittal (DIN: 00223108) as a Director of the Company in the category of Non-Executive Independent Director of the Company.**

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

“RESOLVED THAT Mr. Sanjeev Mittal (DIN: 00223108), who was appointed as an Additional Director in the category of Non Executive Independent of the Company with effect from August 10, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Sanjeev Mittal (DIN: 00223108), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a NonExecutive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 10, 2022, up to August 9, 2027, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things etc. in order to give effect to this resolution including but not limited to filing of various forms and intimation with the Registrar of Companies and other statutory authorities.”

5. To enter into a Supplement Loan Agreement u/s 62(3) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 62(3), 55 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and as per applicable SEBI Regulations, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted by the Board to exercise its powers to the extent permitted by law), to enter into **“Supplementary Loan Agreement”**, which forms the part of original Loan Agreement dated **16th March, 2018** between the Company (“borrower”) and Excello Fin Lea Limited (“LENDER”) on such terms and conditions to provide, inter alia, for an option to the **Lender** to convert the whole or part of the outstanding loans, into fully paid up Non-Convertible Redeemable

Preference shares (NCRPS) of the Company for a Face Value of Rs. 100/- each (Rupees Hundred only) at par by giving a notice in writing to the Company (**“Notice of Conversion”**) in accordance with the following conditions:

- i. the conversion right as aforesaid may be exercised by the Lender on one or more occasions during the currency of the Facility.
- ii. on receipt of the notice of confirmation for conversion of loan into NCRPS, the Board shall allot and issue requisite number of fully paid up NCRPS to the lender.
- iii. upon allotment of the said NCRPS to the Lender pursuant to conversion of a whole or part of their loan into said Preference shares, the loan from such Lender to the Company shall stand reduced to the extent of conversion thereof into NCRPS and such loan so converted shall cease to carry any interest from the date of allotment of said NCRPS.

RESOLVED FURTHER THAT each NCRPS shall:

- a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- b) be non-participating in the surplus funds;
- c) bear Coupon rate of 7% p.a
- d) be paid dividend on a non-cumulative basis;
- e) be Redeemable within 5 years from the date of issue at the option of the Company;
- f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013;
- h) The Company shall have option to call the Preference Shares in part or in whole for redemption, after the expiry of 2 years from the date of allotment of shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby severally authorised to enter into any agreement(s) or other instrument(s), as may be deemed necessary, proper or desirable for such purpose and to sign and file with the concerned Registrar of Companies, all e-forms, as required, in due compliance with the provisions of Companies Act, 2013 and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to issue, offer, issue and allot the Equity Shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being

required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and are hereby authorized to issue, offer and allot the NCRPS to the Lenders on such terms and conditions as provided in the "Supplement Loan Agreement" for conversion of the said portion of the outstanding loans and all other monies under the Supplementary Agreement as may be desired by the Lenders.

RESOLVED FURTHER THAT copy of the aforesaid resolutions, certified to be true, be furnished to the Lender and the Lender be requested to act thereon."

6. To increase and reclassify the authorised share capital of the company and consequent amendment in memorandum of association of the company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with rules framed there under, as amended and as per the Article of Association of the Company, the Authorized Share Capital of the Company of Rs.22,50,00,000 (Rupees Twenty Two Crores Fifty Lakhs only) divided into 2,25,00,000 (Rupees Two Crores Twenty Five Lakhs Only) Equity Shares of Rs.10/-(Rupees Ten Only) each be and is hereby increased and reclassified to Rs. 27,50,00,000 (Rupees Twenty Seven Crores Fifty Lakhs only) divided into 75,00,000 (Seventy Five Lakhs Only) Equity Shares of Rs.10/-(Rupees Ten Only) each and 20,00,000 (Twenty Lakhs Only) Preference Shares of Rs.100/-(Rupees Hundred Only) each.

By order of the Board of Directors of
MPDL LIMITED

Sd/-
Rinkal
Company Secretary
M. NO. ACS -A55732

Date: 10.08.2022

Place: Gurugram

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V thereof by the following new clause V:

V. The Authorised Share Capital of the Company is Rs. 27,50,00,000 (Rupees Twenty Seven Crores and Fifty Lakhs Only) divided into 75,00,000 (Rupees Seventy Five Lakh Only) Equity Shares, Face Value of Rs. 10 /- (Rupees Ten) each and 20,00,000 (Rupees Twenty Lakh Only) Preference Shares, Face value of Rs. 100/- (Rupees Hundred) each."

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby severally authorised to sign and file necessary E-Forms in due compliance with the provisions of Companies Act, 2013 with the Registrar of Companies and Stock Exchange and to do all such deeds, acts, matters and things, sign all necessary papers and documents as may be deemed necessary or expedient in relation thereto for the purpose of giving effect to the above resolution(s)."

Registered Office: 11/7, Mathura Road, Sector 37,
Faridabad , Haryana -121003

Corporate Office:
Unit No. 12, GF, Magnum Tower-1, Sector - 58,
Golf Course Extn., 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 Ordinary and special business items which are considered to be unavoidable by the Board of Directors of the Company as set out under item no 3, 4, 5, & 6 of the accompanying notice is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct Annual General Meeting of the Company through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 20th AGM of the Company is being conducted through VC/OAVM facility without the physical presence of the Members at a common venue.
3. Since this 20TH Annual General Meeting (‘20th 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 20th AGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice. However, the Body

Corporates are entitled to appoint authorized representatives to attend the 20th AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. Corporate members intending to attend/vote at 20th AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 are requested to send their authorisations/ Certified Board resolutions/ power of attorney to the Scrutinizer by e-mail on contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in and Ms. Rinkal (Company Secretary) at complianceofficer@mpdl.co.in authorizing their representatives to attend and vote on their behalf at the 20th AGM of the Company.
5. 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.
6. 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.
7. 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 Ms. Rinkal, Company Secretary at complianceofficer@mpdl.co.in

8. Any query relating to financial statements must be sent to the company's Registered Office at least seven (7) days before the date of the Meeting.

9. Pursuant to requirement of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details in respect of Directors seeking Appointment/re-appointment at this 20th AGM is given in the **Annexure** attached to this notice.

(a) General instructions for accessing and participating in the 20th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

10. 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 20th AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 20th AGM.

11. 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 dated and SEBI Circular dated May 13, 2022 the Notice calling the 20th AGM along with the Annual Report including audited financial statements for the financial year 2021-2022 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.

12. 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).

13. 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.

14. In line with the MCA circulars the Notice convening 20th AGM and explanatory statement ('the Notice') is available on the Company's website on www.mpdl.co.in and Annual Report of the Company for financial year 2021-22 is available on Company's website www.mpdl.co.in. 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>).

15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure 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. This will not include large Shareholders (Shareholders 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

16. Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from 22nd Day of September, 2022 to 28th day of August, 2022 (both days inclusive) for the purpose of 20th AGM.

17. The Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 20th AGM through VC/OAVM Facility and e-Voting during 20th AGM.

18. Attendance of the members attending the 20th 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 "C" for detailed information for participating in 20th AGM through VC.

19. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the 20th 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 20th 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 28th September 2022 from 3:30 p.m. (IST) onwards till the conclusion of the meeting.

20. The Board of Directors has appointed Mr. Mr. Devesh Kumar Vaishat, Partner of M/s Sanjay Grover and Associates (CP No. 13700) failing him Mr. Vijay K. Singhal, Partner of M/s Sanjay Grover and Associates (CP No. 10385) Practising Company Secretaries 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 20th AGM in a fair and transparent manner.

21. The scrutinizer shall, immediately after the conclusion of the e- voting at the AGM, 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 20th AGM, who shall countersign the same.

22. The results of voting will be declared within 48 hours from the conclusion of the 20th AGM. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.mpd.co.in and on the website of NSDL 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.

23. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 21st September ,2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the

Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 21st September, 2022 may follow steps mentioned in the Notice of the 20th AGM under “Access to NSDL e-Voting system”.

(a) Electronic Voting through remote mode and for joining the 20th AGM electronically:

- i. Pursuant to Regulation 44 of the SEBI Listing Regulations 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 Wednesday, 21st day of September, 2022 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.
- ii. 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 20th AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the 20th AGM may also participate in the meeting but shall not be entitled to cast their vote again.
- iv. 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. Wednesday, 21st September, 2022 (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.
- v. Remote e-voting period shall commence from 25th September, 2022 at 9.00 A.M. (IST) and ends on 27th September, 2022 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 or cast the vote again.

➤ **The instructions for members for remote e-voting and joining 20th Annual General Meeting are as under :-**

- The remote e-voting period begins on 25th September, 2022 at 09:00 A.M. and ends on 27th September, 2022 at 05:00 P.M.
- The remote e-voting module shall be disabled by NSDL for voting thereafter.
- The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 21st day of September, 2022 may cast their vote electronically.
- The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 21st day of September, 2022.

➤ **The process and manner for remote e-voting and attending General Meeting are as under:**

➤ **Process and manner for remote e-voting:**





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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, your Password/OTP 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.

5. 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. Password details for shareholders other than Individual shareholders 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. 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.
- b) 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 etc.
- 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

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). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 20th AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 20th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 20th 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 20th AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 20th AGM. However, they will not be eligible to vote at the 20th 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 20th AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 20th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 20th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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.
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_mpdli@monnetgroup.com). The same will be replied by the company suitably.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 19th September, 2022 at 9:00 a.m. IST to 21st September, 2022 till 5:00 p.m. IST for the same.

EXPLANATORY STATEMENT

In respect of ordinary business mentioned under **item no. 3**, of the accompanying Notice

Appointment of Statutory Auditors for the first term of 5 years

In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s APAS & Co, Chartered Accountants (Firm Regn. No. 000340C), Statutory Auditor are completing their tenure in the ensuing Annual General Meeting of the Company and they have shown their unwillingness to continue as Statutory Auditor, therefore the Board, on recommendation of the Audit Committee, have Recommended the appointment of M/s O P Bagla & Co. LLP, Chartered Accountants (Firm Regn. No.000018N/N500091) as Statutory Auditor of the Company for a first term of 5 (Five) Years from the conclusion of ensuing 20th Annual General Meeting till the conclusion of 25th AGM of the Company at a remuneration of Rs. 1,50,000 plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 or as may be determined by Board of Director of the Company time to time and proposed the same for approval of the members.

There is no material Changes in the remuneration of the new Auditor from the remuneration of outgoing Auditor.

(In respect of the Special Business (es) pursuant to Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to Special Businesses under **Item No. 4, 5, & 6** as mentioned in the accompanying Notice:

Item No 4.

The Board of Directors in their meeting held on 10.08.2022 has appointed **Mr. Sanjeev Mittal (DIN: 00223108)** as an Additional Director in the category of Non Executive- Independent Director to hold office upto to the date of ensuing 20th Annual General Meeting and as per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Sanjeev Mittal, as an Additional Director, holds office upto the date of this ensuing 20th Annual General Meeting.

In this regards, it is proposed to appoint **Mr. Sanjeev Mittal (DIN: 00223108)** as an Independent Director under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a period of 5 (Five) consecutive years with effect from 10th August, 2022 up to 9th August 2027 and he is not liable to retire by rotation.

In respect of the above appointment, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Sanjeev Mittal (DIN: 00223108) is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from **Mr. Sanjeev Mittal (DIN: 00223108)** that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, **Mr. Sanjeev Mittal (DIN: 00223108)** is eligible to be appointed as an Independent Director of the Company and fulfills all the conditions specified in the Act & the Rules made thereunder. A copy of the draft letter for the appointment of **Mr. Sanjeev Mittal (DIN: 00223108)** as an Independent Director setting out the terms and conditions are available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days up to the date of the 20th AGM.

The Board considered that his continued association would be of immense benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as an Independent Director is now being placed before the Members for their approval.

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

None of the Directors and Key Managerial Personnel or their relatives except **Mr. Sanjeev Mittal (DIN: 00223108)** is interested or concerned in the proposed resolution.

Relatives of **MR. Sanjeev Mittal (DIN: 00223108)** may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special resolution set forth at Item No. 4 of the Notice for the approval of the members.

Item No. 5:

In order to meet its Financial requirements to support its business operations, your Company has obtained an Unsecured Loan in one or more tranches from Excello Fin Lea Limited ("Lender") on the terms and conditions as defined in the original agreement dated 16th March, 2018 and as on date, total outstanding principal amount is Rs. 19.67 Crores.

In view of deferment of development of Commercial Tower, the cash flow to meet Company's obligation are expected to take foreseeable time to realise. Therefore the Company in response to the discussion held with lender, accepted the proposal to convert outstanding Loan into Non-Convertible redeemable Preference Shares (NCRPS).

The assumption of right for conversion of Loan into Preference Capital is aimed at credit enhancement with defined period of visibility for redemption and the dividends thereon. The Conversion shall trigger on the receipt of relevant notice by the Company from the Lender.

The conversion of Loan shall be in accordance with the following conditions:

- On receipt of notice of conversion, the Company shall allot and issue the requisite number of NCRPS to the Lender and such lender shall accept the same in the satisfaction of the Loan of the Lender so converted, as envisaged under the proposed Supplementary Loan Agreement;
- Upon such conversion, the Loan Agreement stands terminated and no amount will be pending or due from the Borrower to the Lender.
- The NCRPS to be allotted pursuant to the exercise of the right of conversion of Loan shall be subject to the Memorandum and Articles of Association of the Company.
- The Conversion shall be done keeping in view the best interest of the Company and the Lender.

Further, as per Section 62(3) of the Companies Act, 2013, in order to enter into supplementary agreement, to accord consent to the Board of Directors of the Company to convert such Loan into NCRPS of the Company, such terms of conversion option have to be approved by a Special Resolution passed by the Members of the Company in General Meeting of the Company.

In view of the above, the Board of Directors recommends the resolution as set out in Item No. 5 of this accompanied Notice for approval of the Shareholders as a Special Resolution to be passed at the ensuing 20th Annual General Meeting of the Company.

None of the Director and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their Shareholding in the Company, if any.

Item No. 6:

In order to expand the Capital Base to facilitate conversion of Loan into Non-Convertible redeemable Preference Shares (NCRPS) by issuing Preference Shares of the Company, the Company proposes to increase and reclassify its Authorised Share Capital from the existing Capital of 22,50,00,000 (Rupees Twenty Two Crores Fifty Lakhs only) divided into 2,25,00,000 (Rupees Two Crores Twenty Five Lakhs Only) Equity Shares of Rs.10/-(Rupees Ten Only) to Rs. 27,50,00,000 (Rupees Twenty Seven Crores Fifty Lakhs only) divided into 75,00,000 (Rupees Seventy Five Lakhs Only) Equity Shares of Rs.10/-(Rupees Ten Only) each and 20,00,000 (Twenty Lakhs Only) Preference Shares of Rs.100/-(Rupees Hundred Only) each.

Further, as per the provisions of Companies Act, 2013, in order to reflect the proposed increase and reclassification in Authorised Share Capital of the Company, the existing Capital Clause is consequently required to be altered; hence it is necessary to alter the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

Accordingly, the Ordinary resolution contained in Item No. 6 seeks to increase and reclassification the Authorised Share Capital of the Company as aforesaid and to alter the Capital Clause i.e Clause V of the Memorandum of Association of the Company, respectively, consequential to reflect such increase in the Authorised Share Capital of the Company has been proposed for the approval of the Members at the ensuing 20th Annual General Meeting of the Company. Accordingly, Your Directors recommends the Ordinary resolution set out in item no. 6 of the accompanying Notice for approval of the Members.

A copy of the Memorandum and Articles of Association of the Company together with proposed alterations is available for inspection by the Members of the Company during the office hours (except Saturdays, Sundays and Gazetted holidays between 11.00 A.M to 4:30 P.M.) till the conclusion of the ensuing 20th Annual General Meeting of the Company.

None of the Director and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their Shareholding in the Company, if any.

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
20th 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	Mr. SANJEEV MITTA	MR. BISHWA NATH CHATTERJEE
DIN	00223108	08359823
Date of Birth	26/10/1959	17/12/1962
Designation/ category of the Director	Independent Director	Non-Independent Director
Age	62	59
Date of first appointment on Board	10/08/2022	30/05/2019
Brief Profile, Experience/ Expertise in specific functional area	Mr. Sanjeev Mittal is Graduate by qualification and having more than 35 years of experience in liasoning with various agency or organizational personnel and with various Government/Statutory authorities.	Mr. BN Chatterjee is Graduate by qualification and has great experience in the field of Logistics, Finance and Administration Mr. BN Chatterjee has around 33 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.
Qualifications	Graduate	Graduate
Terms and conditions of Appointment/ Re-appointment	Mr. Sanjeev Mittal shall hold office as an Non-Executive, Independent Director of the Company, for a period of five years w.e.f 10.08.2022 to 09.08.2027 whose period of office shall not be liable to retire by rotation and shall promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment; Shall exercise his duties with due and reasonable care, skill and diligence; Shall not involve in a	Re-appointment as a Non-Executive, Non-Independent Director

	situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company; Shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.	
Details of remuneration sought to be paid	Nil	Nil
Remuneration last drawn by such person, if applicable	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Meetings of the Board attended during the year	Nil	4
Directorships held in other companies including listed companies.	a) Moran Plantations Pvt. Ltd. b) Roger Engineering Pvt. Ltd c) Mili Marketing Private Limited d) Parasramka Holdings Pvt. Ltd. e) Apeksha Securities Limited f) Millionaire Estates Private Limited g) Mridul Traders Ltd h) Monnet International Limited i) Sumangal Properties Private Ltd. j) Devasan Investments Private Limited k) Genrise Global Staffing Private Limited	Cambridge Construction (Delhi) Private Limited
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Memberships / Chairmanships of committees of other companies including listed companies	Genrise Global Staffing Private Limited (Member in Audit Committee)	NIL
Shareholding in the Company including shareholding as a beneficial owner as on 31 st March, 2022	Nil	Nil

the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the nomination & remuneration and board diversity Policy as well as in the policy of terms and Conditions of Appointment of Independent Directors. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Sanjeev Mittal and concluded that Mr. Sanjeev Mittal possess the relevant skill and capabilities to discharge the role of Independent Directors.	NA
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*Only two committees have taken into consideration viz: Audit Committee and Stakeholder Relationship Committee. Companies include listed as well as unlisted Companies.