

MPDL LIMITED

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

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the members of **MPDL LIMITED** (The "Company") will be held on Thursday, 23rd March, 2023 at 04.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: —

SPECIAL BUSINESSES

- 1. To approve the appointment of Mr. Santosh Kumar Jha (DIN: 10052694), as a Director of the Company.**

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

"RESOLVED THAT pursuant to provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Articles of association of the company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Santosh Kumar Jha (DIN: 10052694)**, who was appointed as an Additional Director, liable to retire by rotation in the capacity of Executive Director by the Board of Directors w.e.f. 24th February, 2023 and who holds office upto the date of Annual General Meeting and in respect of whom the company has received requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as Director of the company.

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."

- 2. To approve the appoint Mr. Santosh Kumar Jha (DIN: 10052694), 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 Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mr. Santosh Kumar Jha (DIN: 10052694) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five years) w.e.f. 24/02/2023 to 23/02/2028 with the terms and conditions as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Santosh Kumar Jha shall perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.”

3. To approve the appointment of Mr. Rajesh Paliwal (DIN: 03098155), as a Director & Chairman of the Company

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

“**RESOLVED THAT** pursuant to provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Articles of association of the company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Rajesh Paliwal (DIN: 03098155), who was appointed as an Additional Director and Chairman by the Board of Directors w.e.f. 24th February, 2023 and who holds office upto the date of Annual General Meeting and in respect of whom the company has received requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as Non- Executive Non independent Director and Chairman of the company and whose term is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.”

4. To approve the sale of Company’s shareholding in Cambridge Construction Private Limited, a subsidiary company of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and as per the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as

amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board for sell, transfer, assign, deliver or otherwise dispose off, from time to time, in one or more tranches, either partly or wholly, the Company's shareholding in Cambridge Construction Private Limited (hereinafter "CCPL"), a subsidiary company of the Company including but not limited to transfer the direct/indirect investment of CCPL in step down subsidiaries, joint ventures, associates and other companies for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

By order of the Board of Directors
MPDL LIMITED

SD/-
(Rinkal)
Company Secretary

Date : 24.02.2023
Place : Gurugram

NOTES

1. The statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning above item of business to be transacted is annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated June 15, 2020 read with General Circular No. 33/2020 dated September 28, 2020 read with General Circular No. 39/2020 dated December 31, 2020 read with General Circular no. 10/2021 dated June 23, 2021 read with General Circular no. 20/2021 dated December 08, 2021 read with General Circular no. 03/2022 dated May 05, 2022 read with General Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
3. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EGM being held through VC / OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the ensuing EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to attend/vote at ensuing EGM 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 neerajarora.pcs@gmail.com with a copy marked to evoting@nsdl.co.in and Ms. Rinkal (Company Secretary) at complianceofficer@mpdl.co.in in authorizing their representatives to attend and vote on their behalf at the ensuing EGM 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.

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.

- (a) **General instructions for accessing and participating in the ensuing EGM through VC/OAVM facility and voting through electronic means including remote e-Voting:**
6. 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 ensuing EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the ensuing EGM.

7. 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 above said MCA Circulars, the Notice calling the ensuing EGM along with Explanatory statements 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.
8. 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).
9. 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.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.mpdl.co.in/general-meeting-notices-f-y-2022-2023/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. The Members can join the ensuing EGM 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 ensuing EGM 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 ensuing EGM without restriction on account of first come first served basis.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
13. The Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the ensuing EGM through VC/OAVM Facility and e-Voting during ensuing EGM.

14. Attendance of the members attending the ensuing EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the ensuing EGM 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 ensuing EGM 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 23rd March 2023 from 04:00 p.m. (IST) onwards till the conclusion of the meeting.
16. The Board of Directors has appointed Mr. Neeraj Arora of M/s Neeraj Arora & Associates (CP No. 16186), Company Secretary in whole time practice having address at B B-19/B, Somdutt Chambers-I, Bhikaji Cama, Delhi-110066, as a Scrutinizer to scrutinize the remote e-voting and the e-voting at ensuing EGM in a fair and transparent manner.
17. The scrutinizer shall, immediately after the conclusion of the e- voting at the ensuing EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than two working day 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 ensuing EGM, who shall countersign the same.
18. The results of voting will be declared within 2 working days from the conclusion of the ensuing EGM . The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.mpdcl.co.in and on the website of NSDL www.evoting.nsdl.co.in. It shall also be communicated to relevant stock exchanges.
19. 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 sent through e-mail and holding shares as of the cut-off date i.e. 16th March ,2023, 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. 16th March, 2023 may follow steps mentioned in the Notice of the ensuing EGM under "Access to NSDL e-Voting system".

(b) Electronic Voting through remote mode and for joining the ensuing EGM electronically:

- (i) 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 Thursday, 16th March 2023 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 ensuing EGM.
- (iii) The Members who have cast their vote by remote e-voting prior to the ensuing EGM 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 cutoff date fixed for the purpose i.e. Thursday, 16th March 2023. 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 Monday, 20th March 2023 at 9.00 A.M. (IST) and ends on Wednesday, 22nd March 2023 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 ensuing EGM are as under:-**

- The remote e-voting period begins on Monday, 20th March 2023 at 9.00 A.M. (IST) and ends on Wednesday, 22nd March 2023 at 5.00 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. Thursday, 16th March 2023 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 Thursday, 16th March 2023.

➤ **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. | 1. 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 |

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|---|--|
| | <p>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.</p> <ol style="list-style-type: none"> 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. <div style="text-align: center;"> <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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & 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. |

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|--|--|
| | <p>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.</p> <p>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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |

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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 22 55 33 |

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.

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. Password details for shareholders other than Individual shareholders are given below:
- 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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 neerajarora.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 (complianceofficer@mpdl.co.in).
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 (complianceofficer@mpdl.co.in). 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 ENSUING EGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ENSUING EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the ensuing EGM 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 (complianceofficer@mpdl.co.in). The same will be replied by the company suitably.
6. 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 14th March 2023 at 9:00 a.m. IST to 16th March 2023 till 5:00 p.m. IST for the same.

By order of the Board of Directors
MPDL LIMITED

SD/-
(RINKAL)
COMPANY SECRETARY

Date : 24.02.2023
Place : Gurugram

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

The following statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

ITEM NO. 1 & 2

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on 24th February, 2023, approved the appointment of Mr. Santosh Kumar Jha (DIN: 10052694) as Additional Director designated as Whole Time Director and KMP of the Company for a period of five years, with effect from 24th February, 2023 to 23th February, 2028 subject to approval of shareholders of the Company.

As an Additional Director, Mr. Santosh Kumar Jha (DIN: 10052694) holds office till the date of the Annual General Meeting and is eligible for being appointed as a Director. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of a person on the Board of Directors of the Company within a period of 3 (Three) months from the date of appointment or at the next general meeting, whichever is earlier.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention for proposing the candidature of Mr. Santosh Kumar Jha (DIN: 10052694) as Director on the ensuing EGM. 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 as well as Whole Time Director of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of business, the services of Mr. Santosh Kumar Jha (DIN: 10052694) should be availed as Whole Time Director with effect from 24th February, 2023 to 23th February, 2028, on a remuneration as set out below.

Further, he is also not debarred from holding the office of director by virtue of any SEBI Order or any other such authority. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Santosh Kumar Jha (DIN: 10052694) possesses appropriate skills, experience and knowledge and considering his vast experience and other attributes, his presence on the Board will be of immense value to the Company. The details of Mr. Santosh Kumar Jha (DIN: 10052694) pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard and other attributes on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and as per the applicable SEBI (LODR) Regulations 2015, appointment of Mr. Santosh Kumar Jha (DIN: 10052694) requires approval of the Members by way of. The terms and conditions of the appointment and remuneration payable to Mr. Santosh Kumar Jha (DIN: 10052694) are provided Below: ordinary resolution for appointment as Director and Special Resolution for appointment as Whole Time Director.

Mr. Santosh Kumar Jha (DIN: 10052694) is interested in the resolution set out at item No. 1 & 2 of the Notice with regard to his appointment. The relatives of Mr. Santosh Kumar Jha (DIN: 10052694) may be deemed to be interested in the resolution set out at item No. No. 1 & 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolution.

The Board of Directors recommends the resolutions at item No. 1 & 2 of this Notice for approval of the Members.

The terms and conditions of his appointment are as under:

Appointment Period: for the period of 5 years w.e.f. 24th February, 2023.

Mr. Santosh Kumar Jha is entitled for the following remuneration for a period of 3 (Three) years w.e.f. 24th February, 2023 as per the Part II of Schedule V of the Companies Act, 2013.

Category –I

| FACTORS | Amount (Rs. per month) |
|-------------------|-------------------------------|
| Basic | 52,000 |
| HRA/reimbursement | 26,000 |
| Conveyance | 1,600 |
| Others allowance | 46,664 |
| Medical | 1,250 |
| LTA | 5,200 |
| Total | 1,32, 714 |

Category -II

He shall also be entitled to following perquisites: —

- i) Gratuity, Provident Fund as per the provisions of the respective applicable Legislation.
- ii) Medclaim policy, telephone expenses and earned leave as per Company's Policy in force and as amended from time to time.
- iii) Such other perquisites, facilities, entitlements and benefits as per law, Company rules and/or policy.
- iv) Annual Increment as per the HR policy.

Mr. Santosh Kumar Jha shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Nature of Duties – He shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, within the limit stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Whole Time Director, subject to such approvals as may be required.

All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Whole Time Director, unless specifically provided otherwise.

The above may be treated as a written memorandum setting out the terms of appointment of Santosh Kumar Jha under Section 190 of the Act.

Documents related with the appointment of Mr. Santosh Kumar Jha (DIN: 10052694) are available for inspection by the Members at the registered office of the Company during business hours on any working day, except Saturdays and Sunday.

Information as required under the provisions of Schedule V to the Companies Act, 2013**I. General information:**

| Sl. No. | Description | Details |
|---------|---|---|
| A | Nature of industry | Construction of commercial Project |
| B | Date or expected date of commencement of commercial production: | Not applicable, Company is in existence and operations since 1985 |
| C | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |
| D | Foreign investments or collaborations, if any | There is no Foreign collaboration. However being a listed Company, there is Foreign Portfolio investment (FPI) of Rs. 891600 in the Company. |
| E | Export performance and net foreign exchange collaborations | NIL |

II. Financial performance based on given indicators:-**(Amount in Lakh.)**

| Particulars | FY 2021-22 |
|----------------------------------|------------|
| Paid-up Capital (Equity Paid-up) | 741.25 |
| Reserves & Surplus | 4486.44 |
| Revenue From Operations | 596.68 |
| Total Income | 675.63 |
| Total Expenditure | 776.05 |
| (Loss)/ Profit Before Tax | (100.42) |
| Net (Loss)/Profit After Tax | (100.42) |

III. Information about the appointees:

| | | |
|---|--|---|
| a | Date of Birth /Age | 19/12/1973 |
| b | Background details | Mr. Santosh Kumar Jha has done Bachelor of Engineering (B.E.) in the field of Civil & Structural and having more than 21 years of experience for the above said field He has done MBA in Finance. |
| c | Recognition or awards | Nil |
| d | Job profile and suitability | He shall devote his whole time and attention to the business activities of the Company more particularly in the implementation of project undertaken by the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company |
| e | Remuneration proposed | As specified in the Explanatory Statement |
| g | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Taking into consideration the qualification, knowledge, experience and shouldering the responsibilities by said Director, remuneration paid is commensurate with remuneration of similar senior levels in similar sized domestic companies/Industries. |
| h | Pecuniary Relationship directly or indirectly with the company, or relationship with the Managerial personal, if any | He does not have any other pecuniary relationship with the Company nor is he related to or has pecuniary relationship with any of the directors of the company. |
| i | Past remuneration: | No remuneration drawn as a Whole time Director in the past. |

IV. Other information:

| | | |
|----------|--|---|
| a | Reasons of loss or inadequate profits | The Company mainly is in the construction activities and there is a lag between revenue realization and the expenditure incurred on the project, resulting into temporary losses. |
| b | Expected increase in productivity and profits in measurable terms | The Company expects to unlock the value of built up inventory in the next two years, which would turn the cash flow positive and cover up the deficit in the immediate preceding years. |
| c | Steps taken or proposed to be taken for improvement | There is no deterioration of performance except for the cash flow deficit as stated above |

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“the Board”) of the Company in their meeting held on 24th February, 2023 had appointed Mr. Rajesh Paliwal (DIN: 03098155) as an Additional Director in the category of Non- Executive Non Independent Director of the Company to hold office of Director as well as Chairman of the Company, subject to consent by the Members of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Mr. Rajesh Paliwal (DIN: 03098155) shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of a person on the Board of Directors of the Company within a period of 3 (Three) months from the date of appointment or at the next general meeting, whichever is earlier.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a member signifying his intention for proposing the candidature of Mr. Rajesh Paliwal (DIN: 03098155) as Director on the ensuing EGM. 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 Order or any other such authority. In the opinion of the Board, Mr. Rajesh Paliwal (DIN: 03098155) 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 Mr. Rajesh Paliwal (DIN: 03098155) 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.

Documents related with the appointment of Mr. Rajesh Paliwal (DIN: 03098155) are available for inspection by the Members at the registered office of the Company during business hours on any working day, except Saturdays and Sunday.

Mr. Rajesh Paliwal (DIN: 03098155) is interested in the resolution set out at item No. 3 of the Notice with regard to his appointment. The relatives of Mr. Rajesh Paliwal (DIN: 03098155) may be deemed to be interested in the resolution set out at item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolution.

The Board of Directors recommends the resolution at item No. 3 of this Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO: 4

The Company wants to focus/concentrate on its core business of Real Estate more particularly Construction related activities in the project and timely completion of real Estate Projects undertaken by the Company. Therefore Board of Directors decided to divest the Investment whole or in part held in its subsidiary Co. i.e. CCPL.

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), a listed company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the material subsidiary without passing a special resolution. Further, in terms of Regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the members by way of a special resolution.

In view of the aforesaid regulatory requirements, approval of the Members is sought as an enabling resolution to be given effect as and when the need arises.

The Board recommends the resolution as set out in Item No. 4 of the Notice for the approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out at Item No. 4 of the Notice of the EGM.

By order of the Board of Directors
MPDL LIMITED

SD/-
(Rinkal)
Company Secretary

Date : 24.02.2023
Place : Gurugram

Annexure-A

(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. Santosh Kumar Jha | Mr. Rajesh Paliwal |
|--|--|---|
| Date of Birth | 19/12/1973 | 03/04/1973 |
| Date of first appointment on Board | 24/02/2023 | 24/02/2023 |
| Brief Profile/resume | Mr. Santosh Kumar Jha has done Bachelor of Engineering (B.E.) in the field of Civil & Structural and having more than 21 years of experience for the same and also have done MBA in Finance. | Mr. Rajesh Paliwal is graduate and MBA in Human resources. He has experience of over 29 years in the field of Human resources and administration. He has in depth knowledge in the field of Administration and HR . |
| Qualifications | MBA in Finance. And Engineering (B.E.) civil | MBA in Human Resource |
| Experience/ Expertise in specific functional area | He is having more than 21 years experience of Civil & Structural | He is having more than 29 years of experience in the field of Human Resources and Administration. |
| Terms and conditions of appointment and details of remuneration sought to be paid | Given in the explanatory statement annexed to this Notice | Given in the explanatory statement annexed to this Notice |
| Remuneration last drawn by such person, if applicable | No remuneration drawn as a WTD, First time appointment | 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 | One | One |
| Directorship held in other companies | NIL | 1. Pace Enterprises Private Limited 2. Dynamics Defence Technologies Limited 3. Annapurna Agency Private Limited 4. Mahendra Shipping Limited 5. D Techmonkey Solution Private Limited 6. Perfect Investments Pvt Ltd 7. Jads Services Private Limited 8. Cecil Webber Engineering Limited |
| Membership/ Chairmanship of committees of other companies (includes only Audit Committees and Stakeholders relationship Committee) | NIL | NIL |
| Shareholding in the Company including as a beneficial owner | NIL | NIL |
| Name of the Listed entities in which resigned as director in past 3 years | NIL | NIL |