

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_mpd@mpdl.co.in
Website: www.mpd.co.in; **CIN:** L70102HR2002PLC097001

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting (“AGM”) of the Members of **MPDL LIMITED (the “Company”)** will be held on **Friday, 27th September, 2024 at 03.30 PM IST) 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, 2024 and 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, 2024 together with the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Santosh Kumar Jha (DIN: 10052694)**, who retires by Rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Ms. Kanishka Singhal (DIN: 10741218) as a Non-Executive Independent Director of the Company**

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 the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Kanishka Singhal (DIN: 10741218), who has been appointed as an Additional Director of the Company in the category of Non-Executive, Women Independent Director by the Board of Directors w.e.f. August 13, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Women Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 13, 2024 to August 13, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

By order of the Board of Directors of
MPDL LIMITED

Sd/-
Bhumika Chadha
Company Secretary
M. NO. ACS -A46115

Date: 13.08.2024
Place: Gurugram

NOTES :

1. Pursuant to Section 102 of the Companies Act, 2013 Explanatory Statement setting out material facts is required to be given only in respect of Special businesses. Explanatory statement is annexed to this notice in respect of item no. 3 given above.
 2. The Ministry of Corporate Affairs ('MCA') In accordance with General Circular No. 09/2023 dated September 25, 2023 ('MCA Circulars'), allowed companies whose Annual General Meeting (AGM) are due Circular No. 10/2022 dated December 28, 2022 General Circular No. 2/2022 dated May 5, 2022 and Circular No. 20/2020 dated May 5, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), and pursuant to the relevant provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting of the Company for the Year 2023-2024 is being held through Video Conferencing ("VC") or other Audio Visual Means ("OAVM"). Hence physical attendance of the members at the AGM is not required and the members can attend/participate and vote in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 3. MCA Circulars and SEBI Circular dated October 7, 2023 read with SEBI Master Circular dated July 11, 2023 also dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the Members. Accordingly, this Notice of the AGM along with the Annual Report 2023-24 are being set only through the electronic mode to those members whose e-mail address are registered with the Company/ Depositories. Members may note that copies of the Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories.
 4. Since this 22nd Annual General Meeting ('22nd 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 22nd 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 22nd AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 5. Corporate members intending to attend/vote at the 22nd 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. Bhumika Chadha (Company Secretary) at complianceofficer@mpdl.co.in authorizing their representatives to attend and vote on their behalf at the 22nd AGM of the Company.
 6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. 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.
- SEBI further vide its Circular dated June 10, 2024 has also provided for mandatory

furnishing of PAN, KYC Details, choice of nomination, contact details, Bank A/c details and specimen signature for their corresponding Folio number by the holders of Physical Securities. The members are requested to note that:

- i. Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts.
- ii. Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders.
- iii. Payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for Demat accounts (except for jointly held Demat Accounts). The relevant documents for the same may be accessed from the Company's website at www.mpd.co.in.

8. 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 will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to Ms. Bhumika Chadha, Company Secretary at complianceofficer@mpdl.co.in

9. 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.

10. 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 22nd AGM is given in the **Annexure** attached to this notice.

(a) General instructions for accessing and participating in the 22nd AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

11. 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 22nd AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 22nd AGM.
12. 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 22nd AGM along with the Annual Report including audited financial statements for the financial year 2023-2024 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 by writing the e-mail to RTA at admin@mcsregistrars.com for receiving all

communications including Notices, Circulars, etc. from the Company electronically.

13. 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).
14. 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.
15. In line with the MCA circulars the Notice convening 22nd AGM ('the Notice') is available on the Company's website on www.mpdl.co.in and Annual Report of the Company for financial year 2023-24 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 shares of the Company are listed i.e. BSE Limited at <https://www.bseindia.com>.
16. 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.

17. 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 September 21, 2024 to September 27, 2024 (both days inclusive) for the purpose of 22nd AGM.
18. The Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 22nd AGM through VC/OAVM Facility and e-Voting during 22nd AGM.
19. Attendance of the members attending the 22nd 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 the 22nd AGM through VC.
20. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the 22nd 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 22nd 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 Friday, September 27, 2024 from 03:30 p.m. (IST) onwards till the conclusion of the meeting.
21. The Board of Directors has appointed Mr. Kapil Dev Taneja, Partner of M/s Sanjay Grover and Associates (CP No. 22944) failing him Mr. Sujeet Kumar, Partner of M/s Sanjay Grover and Associates (CP No. 22684)

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 22nd AGM in a fair and transparent manner.

22. 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 2 working days 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 22nd AGM, who shall countersign the same.
23. The results of voting will be declared within 2 working days from the conclusion of the 22nd 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.
24. 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 September 20, 2024, 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 at **022-48867000** and **022-24997000**. 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 20th September, 2024 may follow steps mentioned in the Notice of the 22nd AGM under "Access to NSDL e-Voting system".

(a) Electronic Voting through remote mode and for joining the 22nd 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 Friday, September 20, 2024 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 22nd AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the 22ndAGM 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. Friday, September 20, 2024 (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 September 24, 2024 at 9.00 A.M. (IST) and ends on September 26, 2024 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 22nd Annual General Meeting are as under :-**

- The remote e-voting period begins on September 24, 2024 at 9.00 A.M. (IST) and ends on 26th September, 2024 at 5.00 P.M (IST).

- 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. Friday, September 20, 2024 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 Friday, September 20, 2024.

➤ **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 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.

	<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. <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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their existing 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 Tab and then use your existing my Easi username & password. After successful login of Easi/Easiest the user will be also able to see the E Voting option for eligible Companies where evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <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	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.
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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 022-48867000 and 022-24997000 .
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 130574 then user ID is 130574001***.

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. 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 the “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 022-48867000 and 022-24997000 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@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 (isc_mpd@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 22ND AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 22nd AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 22nd 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 22nd AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 22nd AGM. However, they will not be eligible to vote at the 22ndAGM.
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 22nd AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 22NDAGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 22nd 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_mpd@mpdl.co.in). 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 September 18, 2024 to September 20, 2024 for the same.

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

ITEM NO. 3

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 3 of the accompanying Notice:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Kanishka Singhal as an Additional Director - Non-Executive, Women Independent Director for a term of 5 consecutive years w.e.f. August 13, 2024, subject to the approval of shareholders of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Kanishka Singhal 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 Ms. Kanishka Singhal as a "Director (Non-Executive, Women Independent Director)" of the Company within a period of 3 (Three) months from the date of appointment.

The Company has received all the requisite disclosures from Ms. Kanishka Singhal with respect to her appointment as Non- Executive Independent Director. Further, in opinion of the Board, Ms. Kanishka Singhal fulfills the conditions specified in the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) relating to the appointment as Independent Director and is independent of management. She possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of her profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence.

Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

The Board of Directors believes that appointment of Ms. Kanishka Singhal will be of immense benefit to the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Ms. Kanishka Singhal as a Non- Executive, Women Independent Director on the Board of the Company for a term up to five consecutive years w.e.f August 13, 2024. Copy of letter of appointment of Ms. Kanishka Singhal setting out the terms and conditions of appointment is available electronically for inspection by the Members. None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Kanishka Singhal is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 3 above for approval of the Members by way of a Special Resolution.

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN
22ND 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. SANTOSH KUMAR JHA	Ms. KANISHKA SINGHAL
DIN	10052694	10741218
Date of Birth	19/12/1973	13/01/1990
Designation/ category of the Director	Whole Time Director	Non-Executive, Women Independent Director
Age	51	34
Date of first appointment on Board	24/02/2023	13/08/2024
Brief Profile, Experience/ Expertise in specific functional area	Mr. Santosh Kumar Jha has done Bachelor of Engineering (B.E.) in the field of Civil & Structural and having more than 22 years of experience for the same and also has done MBA in Finance.	Ms. Kanishka Singhal is a member of Institute of Company Secretaries of India ("ICSI") and she has experience of more than 10 years in Corporate Governance, Legal Compliances and Labour Law.
Qualifications	B.E. (Civil & Structural), MBA (Finance)	Company Secretary
Terms and conditions of Appointment/ Re- appointment	Re-appointment as an Executive Director	Appointment as Non-Executive Non Independent Director
Details of remuneration sought to be paid	18.37 Lacs per annum	No remuneration shall be paid except siting fees
Remuneration last drawn by such person, if applicable	18.37 Lacs per annum. Mr. Santosh Kumar Jha has been appointed on the board w.e.f. February 24, 2023. Proportionate remuneration has been paid for the FY 2023-2024.	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the	NIL	NIL

Company		
Number of Meetings of the Board attended during the year	7	-
Directorships held in other companies including listed companies.	NIL	NIL
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	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner as on 31 st March, 2024	NIL	NIL