

**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](http://www.mpd.co.in); **CIN:** L70102HR2002PLC097001

**NOTICE**

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Members of **MPDL LIMITED (the "Company")** will be held on **Monday, 29<sup>th</sup> September, 2025 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 March 31, 2025 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 March 31, 2025 together with the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Rajesh Paliwal** (DIN: 03098155), who retires by Rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To appoint Sanjay Grover & Associates as Secretarial Auditors for a term of up to 5 (Five) consecutive years, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, Sanjay Grover & Associates, a peer reviewed firm of Company Secretaries in Practice (Firm Registration Number P2001DE052900) be and are hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit of the Company for a term of up to 5 (Five) consecutive years i.e. from FY 2025-26 to FY 2029-30, at such remuneration plus applicable taxes and reimbursement of expenses as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors of  
**MPDL LIMITED**

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

**Date: 13.08.2025**  
**Place: Gurugram**

**NOTES :**

1. The Ministry of Corporate Affairs ("MCA") has, vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, September 25, 2023, September 19, 2024 and other relevant circulars (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued in this regard ("SEBI Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue till September 30, 2025. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the business under item no. 3 as set out above and the details as required mentioned under the Regulation 36 of the SEBI Listing Regulations and SS-2: Secretarial Standard on General Meetings in respect of the Directors is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 1,000 members on a first come first served basis. This will not include large shareholders (i.e. shareholders holding 2% or more shareholding), institutional investors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 e-voting on the date of the AGM will be provided by NSDL.
  8. 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.
  9. 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 23<sup>rd</sup> AGM in a fair and transparent manner.
  10. Voting: All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, September 22, 2025 shall only be entitled to vote at the AGM by availing the facility of remote e-voting or by e-voting at the AGM ("Eligible Members"). Eligible Members who have acquired shares after the dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 22, 2025 may send an email request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [complianceofficer@mpdl.co.in](mailto:complianceofficer@mpdl.co.in) for issuance of the User ID and Password for exercising their right to vote by electronic means and attend the meeting through VC/OAVM.
  11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and other documents would be sent in electronic mode only to those Members who have registered their e-mail addresses with the Company/ Depository Participants/ Depository/ MCS Share Transfer Agent Limited, the Company's Registrar and Transfer Agent ("RTA").
- Electronic/digital copy of the Annual Report for FY 2024- 25 and Notice convening the 23<sup>rd</sup> AGM are being sent to all Members whose e-mail id are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail id may get the same registered by following the instructions mentioned below. In terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, comprising the complete details of Notice convening 23<sup>rd</sup> AGM and Annual Report for the financial year 2024-25 are available, is being physically sent to those members who have not registered their e-mail address with the Company/ RTA/ Depository. The Company shall provide a hard copy of the Annual Report for FY2024-25 to the Members, upon request.
12. Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on the cut-off Date. Members receiving the Notice of AGM whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
  13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act,

2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 are required to be kept open for inspection by the Members at the AGM. Members seeking to inspect such documents can send an email to [complianceofficer@mpdl.co.in](mailto:complianceofficer@mpdl.co.in) with the subject line "Inspection of Documents – AGM".

14. Members desirous of seeking any information with regard to the Annual Report are required to write to the Company at [complianceofficer@mpdl.co.in](mailto:complianceofficer@mpdl.co.in) at least seven days prior to the date of AGM, so as to enable the Company to keep the information ready.
15. Green Initiative: To support the green initiative, Members who have not registered their e-mail ID are requested to register their e-mail ID for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. 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.
17. Share transfer permitted only in Demat: As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialisation and for ease of portfolio management, Members are requested to consider dematerialisation of the shares held by them in physical form.
18. Members holding shares in single name and physical form are advised to make

nomination in respect of their shareholding in the Company by submitting Form No. SH13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective Depository Participant/s. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company.

19. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
20. Members' Communication: Members, holding shares in physical form, are requested to send all communications relating to shares, change of address, bank details, email address etc. to the RTA at the following address:
 

MCS Share Transfer Agent Limited  
**Address:** 179-180, 3rdFloor, DSIDC Shed  
 Okhla Industrial Area, Phase –I, New Delhi - 110020
21. If the shares are held in demat form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
22. The said Notice and Annual Report for financial year 2024- 25 are also available on the website of the Company at [www.mpdl.co.in](http://www.mpdl.co.in), the relevant section of the website of BSE Limited ("BSE"): [www.bseindia.com](http://www.bseindia.com), on which the equity shares of the Company are listed and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
23. As per circulars issued by SEBI from time to time, investors have been provided with an

option for dispute resolution under the Stock Exchange arbitration mechanism where they can opt for arbitration with Stock Exchanges in case of any grievance with the Company and/or RTA. Further, investors can also register their complaint on the Online Dispute Resolution (“ODR”) Portal, a mechanism for online resolution of disputes arising in the Indian Securities Market. In addition of using existing SCORES platform, the Members may initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

➤ **Electronic Voting through remote mode and for joining the 23<sup>rd</sup> AGM electronically:**

- i. The Members may cast their votes using an electronic voting system (“remote e-voting”). Instructions for remote e-voting are given herein below.
- ii. The Members who have cast their vote by remote e-voting prior to the 23<sup>rd</sup> AGM may also participate in the meeting but shall not be entitled to cast their vote again.
- iii. Remote e-voting period shall commence from September 26, 2025 at 9.00 A.M. (IST) and

ends on September 28, 2025 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 23<sup>rd</sup> are as under :-**

- The remote e-voting period begins on September 26, 2025 at 9.00 A.M. (IST) and ends on 28th September, 2025 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. Monday, September 22, 2025 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 Monday, September 22, 2025.

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

**Step 1: Access to NSDL e-Voting system**





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for <b>CDSL Easi / Easiest</b>, 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi Tab and then use your existing my Easi username &amp; password.</li> <li>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 &amp; voting during the meeting. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022-48867000</b> .
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 135802 then user ID is 135802 001***



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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on 022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G- Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra-400051 at the designated email address at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. 022-48867000.

#### **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 mpdl@mpdl.co.in](mailto:isc mpdl@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 mpdl@mpdl.co.in](mailto:isc mpdl@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](mailto: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 23<sup>RD</sup> AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the 23<sup>rd</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 23<sup>rd</sup> 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 23<sup>rd</sup> AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 23<sup>rd</sup> AGM. However, they will not be eligible to vote at the 23<sup>rd</sup> AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 23<sup>rd</sup> AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 23<sup>RD</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 23<sup>rd</sup> 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](mailto:isc_mpd@mpdl.co.in)). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves at least seven days prior to the date of Meeting by sending an email to [isc\\_mpd@mpdl.co.in](mailto:isc_mpd@mpdl.co.in) mentioning question alongwith their name, demat account number/folio number, email id, mobile number.

Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. The Company will co-ordinate with the selected speaker Members to guide them on the further process for smooth interaction.

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

**ITEM NO. 3**

Pursuant to the provisions of the Section 204 read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (the "Act") and the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("SEBI Listing Regulations"), the Board of Directors of the Company ("the Board"), at its meeting held on May 29, 2025 has, based on the recommendation of the Audit Committee, approved appointment of M/s. Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration Number: P2001DE052900) as Secretarial Auditors of the Company for a term of five consecutive years from the financial year from 2025-26 till 2029-30 and recommended the same for the approval of the Members.

The Company is in receipt of consent from M/s. Sanjay Grover & Associates, Practicing Company Secretaries for appointment, as the Secretarial Auditors of the Company, along-with an eligibility certificate, that their appointment, if made, will be in accordance with the limits specified under the Act and they are not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the SEBI Listing Regulations and the SEBI circular dated December 31, 2024. M/s. Sanjay Grover & Associates, Practicing Company Secretaries have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("ICSI") and holding a valid certificate issued by the 'Peer Review Board' of the ICSI.

**Statement containing additional disclosure as required under Regulation 36(5) of the SEBI Listing Regulations**

Proposed fees payable to the Secretarial Auditor	The proposed remuneration to be paid to Secretarial Auditors shall be Rs. 1,00,000/- (Rs. One Lakh only)
Term of appointment	5 (Five) Years
Material changes in the fee payable to new Secretarial Auditor	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	M/s. Sanjay Grover & Associates, Practicing Company Secretaries has a rich history that stretches over two decades and provide services in the areas of Legal Compliances, Board Management, Secretarial Audits, Corporate Governance Audit, Public issue of Securities, Legal Due Diligence, Mergers, Acquisitions, Takeovers, Joint ventures and Collaborations. The firm is Peer Reviewed Firm and is committed to deliver high quality professional services.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice of the AGM, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 3 of the Notice of AGM for approval of the Members as an **Ordinary Resolution**.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN**  
**23<sup>RD</sup> 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)

<b>Name of Director</b>	<b>Mr. Rajesh Paliwal</b>
DIN	03098155
Date of Birth	03/04/1973
Designation/ category of the Director	Non-Executive Non Independent Director
Age	51
Date of first appointment on Board	24/02/2023
Brief Profile, Experience/ Expertise in specific functional area	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	Graduate and MBA-HR
Terms and conditions of Appointment/ Re-appointment	Re-appointment as a Non-Executive, Non-Independent Director
Details of remuneration sought to be paid	NIL
Remuneration last drawn by such person, if applicable	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the year	5
Directorships held in other companies including listed companies.	<ul style="list-style-type: none"> <li>a) Pace Enterprises Private Limited</li> <li>b) Dynamic Defence Technologies Limited</li> <li>c) Annapurna Agency Private Limited</li> <li>d) Mahendra Shipping Limited</li> <li>e) D Tech Monkey Solution Private Limited</li> <li>f) Perfect Investments Private Limited</li> <li>g) Jads Services Private Limited</li> <li>h) Cecil Webber Engineering Limited</li> <li>i) Kamdhenu Enterprises Limited</li> </ul>

Name of listed entities from which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other companies including listed companies	NIL
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	NIL