

MPDL LIMITED

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given to the Members of MPDL Limited (“**the Company**”) pursuant to the provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013, (the “**Act**”), read together with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company, through postal ballot only by way of remote electronic voting (“**e-voting**”) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with the said MCA Circulars and applicable provisions of the Act and SEBI Listing Regulations, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical Postal Ballot forms. Accordingly, the postal ballot notice along with the Explanatory Statement and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (the “**RTA**”) i.e. MCS Share Transfer Agent Limited as on Friday, June 19, 2026 (“**Cut-off Date**”). The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its members. The instructions to cast vote through remote e-voting forms part of the ‘Notes’ to this Notice. The Notice is also available on the website of the Company www.mpdl.co.in.

The remote e-voting facility will be available for the following period:

Commencement of e-voting : Tuesday, June 30, 2026 (9:00 A.M. IST)

End of e-voting: Wednesday, July 29, 2026 (5:00 P.M. IST)

The Company has made necessary arrangements with MCS Share Transfer Agent Limited, the RTA to enable the Members to register their e-mail address. Accordingly, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Corporate office

Unit No-12, GF, Magnum Towers Tower-1, Sector - 58, Golf Course Extn, Gurugram 122011, Haryana

Registered office

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

CIN: L70102HR2002PLC097001

PAN: AADCM3323Q

GST Haryana: 06AADCM3323Q1ZA

GST Delhi: 07AADCM3323Q1Z8

Tel.: 0124-4222434-35

Email: isc_mpdl@mpdl.co.in

info@mpdl.co.in

Web: www.mpdl.co.in

MPDL LIMITED

The Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Wednesday, July 29, 2026. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Resolution proposed to be passed by means of Postal Ballot:

Item No. 1: Approval of remuneration of Mr. Santosh Kumar Jha (DIN: 10052694), Whole Time Director of the company 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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for approval of remuneration payable to Mr. Santosh Kumar Jha (DIN: 10052694), Whole Time Director of the Company with effect from February 24, 2026, for the remainder of his existing tenure as Whole Time Director of the Company on the following terms and conditions:

A. Category I

Factors	Amount (₹ per month)
Basic Salary	1,01,222
House Rent Allowance	50,611
Conveyance Allowance	2,000
Medical Allowance	1,250
Special Allowance	30,345
Total Gross Salary	1,85,428

B. Category -II

He shall also be entitled to following perquisites: —

- i) Gratuity, Provident Fund as per the provisions of the respective applicable Legislation.
- ii) Mediclaim 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.

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RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Santosh Kumar Jha as Whole Time Director, the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 and applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the remuneration payable to Mr. Santosh Kumar Jha within the limits prescribed under the Companies Act, 2013 and other applicable laws and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution."

Date: May 29, 2026

Place: Gurugram

By Order of the Board

For **MPDL Limited**

Sd/-

(Bhumika Chadha)

Company Secretary

(Membership No. A46115)

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NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The relevant details, pursuant to Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act are also annexed herewith.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Friday, June 19, 2026 ("Cut-off Date") will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. The notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of assent or dissent of the Members would take place through e-voting system only.
5. Voting rights will be reckoned in proportion to the paid-up value of shares registered in the name of the members on the Cut-off Date. Voting rights in the e-voting cannot be exercised by a proxy.
6. The remote e-voting facility will be available for the following period:

Commencement of e-voting :	Tuesday, June 30, 2026 (9:00 A.M. IST)
End of e-voting:	Wednesday, July 29, 2026 (5:00 P.M. IST)
7. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

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8. The Notice will also be uploaded on the website of the Company at www.mpdl.co.in, on the website of National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com and on the website of the stock exchange on which the shares of the Company are listed i.e. on BSE at www.bseindia.com.
9. All material documents referred to in this Notice and the Explanatory Statement thereto shall be made available for inspection at the Registered/ Corporate Office of the Company on all working days (except Saturday & Sunday) between 10.00 A.M. (IST) to 5.00 P.M. (IST) from the date of circulation of this Notice up to the date of declaration of the result of Postal Ballot.
10. All material documents referred to in the Notice and Explanatory Statement thereto will also be available electronically for inspection without any fee by the members during the aforesaid period. Members seeking to inspect such documents are requested to write to the Company on complianceofficer@mpdl.co.in requesting for inspection of said documents.
11. The Board of Directors ("Board") has appointed Mr. Anirudh Grover, (CP No. 28649), failing him Mr. Vipin Dhameja, (CP No. 28675), partners of M/s Sanjay Grover & Associates , Practicing Company Secretaries (Registration No.P2001DE052900) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.
12. The Scrutinizer's decision on the validity of E-voting will be final and binding.
13. The Resolution, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Wednesday, July 29, 2026 in terms of Section 110 of the Act and Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
14. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman or the Board of Directors, and the result of the voting by Postal Ballot will be announced on or before Friday, July 31, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
16. SEBI further vide its Master circular dated February 06, 2026 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company.

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17. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 has introduced Online Dispute Resolution ('ODR') portal for dispute resolution in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. The detailed circulars and process are also available on the website of the Company at www.mpdl.co.in.
18. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, shareholders are hereby informed that a special window has been opened from February 5, 2026 till February 4, 2027 for transfer and Dematerialization of Physical Securities sold/purchased prior to April 01, 2019. The special window is also applicable to such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. Please note that all such requests/ shares during this window shall be processed only in demat mode and due process shall be followed for such transfer-cum-demat requests. Eligible shareholders may submit their requests along with the requisite documents to the Company and/or to RTA within the aforesaid period.
19. In case of any queries or grievances in relation to the resolution proposed to be passed by Postal Ballot, Members, may write to the Company Secretary at the e-mail id complianceofficer@mpdl.co.in.

Procedure to cast votes through 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 for Individual shareholders holding securities in demat mode

In terms of SEBI Mater Circular dated January 30, 2026 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification

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securities in demat mode with NSDL

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.

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
- Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. 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.2. 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. 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.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.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</p>	<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.</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.

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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.com or call at 022-48867000 .
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.

B) Login Method for e-Voting 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*****.

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c) For Members holding shares in Physical Form.	EVEN Number i.e. 139921 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139921 then user ID is 139921001***
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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.com 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.

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com.
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. 022-48867000 or contact Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000

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CIN: L70102HR2002PLC097001

PAN: AADCM3323Q

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GST Delhi: 07AADCM3323Q1Z8

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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).
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). If you are an Individual shareholder 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master Circular dated January 30, 2026 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.

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

In terms of Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all the material facts relating to the **Item No. 1** of the accompanying Notice:

Mr. Santosh Kumar Jha (DIN: 10052694) was appointed as Whole Time Director on February 24, 2023 for a period of 5 years. The Members of the Company had also approved the appointment of Mr. Santosh Kumar Jha (DIN: 10052694) as Whole Time Director of the Company. The remuneration payable to Mr. Santosh Kumar Jha (DIN: 10052694) was approved for the 3 years from the date of appointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 29, 2026, approved the remuneration payable to Mr. Santosh Kumar Jha for the remainder of his tenure, subject to the approval of the Members through a Postal Ballot.

The Company has inadequate profits and accordingly, approval of the Members is being sought pursuant to Sections 196, 197 read with Schedule V of the Companies Act, 2013 for payment of the aforesaid remuneration as minimum remuneration during the relevant period.

The effective Capital of the Company as on March 31, 2026 is Rs. 58.36 Crore and the proposed remuneration is within the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and is therefore in compliance with the applicable provisions of the Act.

The proposed remuneration is as follows:

Category -I

Particulars	Amount (₹ per month)
Basic Salary	1,01,222
HRA	50,611
Conveyance	2,000
Medical	1,250
Other/Special Allowance	30,345
Total	1,85,428

Category -II

He shall also be entitled to following perquisites: —

- v) Gratuity, Provident Fund as per the provisions of the respective applicable Legislation.
- vi) Mediclaim policy, telephone expenses and earned leave as per Company's Policy in force and as amended from time to time.
- vii) Such other perquisites, facilities, entitlements and benefits as per law, Company rules and/or policy.

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viii) 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.

Mr. Santosh Kumar Jha possesses rich experience in project management, operations, administration and business development. The Board is of the opinion that considering his experience, responsibilities and contribution to the Company, the proposed remuneration is reasonable and commensurate with industry standards.

PARTICULARS OF THE DIRECTOR AS REQUIRED PURSUANT TO SECRETARIAL STANDARD-II ON GENERAL MEETINGS:

Name of Director	Mr. SANTOSH KUMAR JHA
DIN	10052694
Date of Birth	19/12/1973
Designation/category of the Director	Whole Time Director
Age	53
Date of first appointment on Board	24/02/2023
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 has done MBA in Finance.
Qualifications	B.E. (Civil & Structural), MBA (Finance)
Terms and conditions of Appointment/ Re-appointment	NA
Details of remuneration sought to be paid	22.25 Lacs per annum
Remuneration last drawn by such person, if applicable	20.75 Lacs per annum
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	NIL

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companies including listed companies.	
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	NIL

INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:

Sl. No.	Description	Details
A	Nature of industry	Construction of commercial Project and Maintenance Activities
B	Date or expected date of commencement of commercial production:	Not applicable, Company is in existence and operating 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 investment or collaboration in the Company.

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

Particulars	FY 2025-26
Paid-up Capital (Equity Paid-up)	741.25
Reserves & Surplus	6034.85
Revenue From Operations	2032.15
Total Income	2144.67
Total Expenditure	3012.90
(Loss)/ Profit Before Tax	(868.23)
Net (Loss)/Profit After Tax	(650.04)

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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 22 years of experience for the above said field and 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 above in this Explanatory Statement
f	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed to be paid to Mr. Santosh Kumar Jha is commensurate with the remuneration levels prevailing in companies of comparable size and nature of business. In determining the remuneration, due consideration has been given to the Company's scale of operations, its financial position, industry benchmarks and the responsibilities entrusted to Mr. Jha. The proposed remuneration also reflects his qualifications, experience, expertise, leadership capabilities, and significant contribution to the growth and strategic direction of the Company.
g	Pecuniary Relationship directly or indirectly with the company, or relationship with the Managerial personnel, 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 or Managerial personnel of the company.
h	Past remuneration:	As specified above in this Explanatory Statement

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	The Company expects to unlock the value of built up inventory in the next two years, which would turn the

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	in measurable terms	cash flow positive and cover the deficit in the 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

Except Mr. Santosh Kumar Jha and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the resolution at item No. 1 of this Notice for approval of the Members by way of an **Ordinary Resolution**.

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