**MPDL LIMITED**
**Regd. Office:** 11/7, Mathura Road, Sector 37, Faridabad HR 121003
**Corp. Office:** Unit No. 12, GF, Magnum Tower-1 Sector - 58, Golf Course Extn. Gurugram-122011 HR
**Phone:** 0124- 4222434-35; **Email:** isc_mpdl@mpdl.co.in
Website: www.mpdl.co.in; **CIN**: L68100HR2002PLC097001

# NOTICE

**NOTICE** is hereby given that the 24th Annual General Meeting ("AGM") of the Members of **MPDL LIMITED (the "Company")** will be held on **Tuesday, September 29, 2026 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, 2026 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, 2026 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 **Mr. Kunal Kapoor (DIN: 06568920)** as 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, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Kunal Kapoor (DIN: 06568920) who was appointed as an Additional Director and designated as Whole-time Director and Key Managerial Personnel with effect from August 13, 2026 and in respect of whom, the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Whole-Time Director and Key Managerial Personnel, liable to retire by rotation, for a period of 3 (Three) consecutive years commencing from August 13, 2026 to August 12, 2029 (both days inclusive).

**RESOLVED FUTHER THAT** pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI Listing Regulations and all other applicable provisions and laws and approval(s) or sanction(s) as may be required, and pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the payment of remuneration as detailed herein below to Mr. Kunal Kapoor as Whole Time Director and Key Managerial Personnel of the Company for a period of 3 (Three) consecutive years:

**1) Total Fixed Remuneration**: Rs. 10,67,321/- per annum payable by way of salary, House Rent Allowance, Conveyance Allowance, Medical Allowance and any other allowances

**2)** He shall also be entitled to following perquisites: —

i) Gratuity, Provident Fund as per the provisions of the respective applicable Legislation.
ii) Mediclaim, 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 Company rules and/or policy.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Kunal Kapoor as Whole Time Director and Key Managerial Personnel of the Company, the aforesaid remuneration shall be paid as minimum remuneration in accordance with 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 revise or increase the remuneration annually payable to Mr. Kunal Kapoor within the limits prescribed under the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution."

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

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

**Date: 13.08.2026**
**Place: Gurugram**

**NOTES** :

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") has allowed companies to conduct their Annual General Meeting ("AGM") through Video Conferencing (VC) or other Audio Visual Means (OAVM). In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 24th Annual General Meeting ("AGM") of the Company for the Year 2025-26 is being held through VC or OVAM facility without the physical presence of members at the common venue. The deemed venue for the 24th AGM shall be the Registered Office of the Company.

2. 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 including Route Map are not annexed to this Notice.

3. The Statement pursuant to Section 102(1) of the Act setting out the material facts with respect to the Special Businesses to be transacted at the 24th AGM is annexed hereto.

4. Details as required pursuant to Regulation 36 (3) of SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM forms part of the Notice.

5. Corporate Members and Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format)of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the scrutinizer at sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com.

6. 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 Act.

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 businesses to be transacted at the AGM. For this purpose, the Company has engaged the services of 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 (COP No. 22944), Partner of M/s Sanjay Grover and Associates failing him Mr. Vipin Dhameja (COP No. 28675), Partner of M/s Sanjay Grover and Associates 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 24th 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., Tuesday, September 22, 2026 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. Tuesday, September 22, 2026 may send an email request at evoting@nsdl.co.in or to the Company at 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 Listing Regulations, the Annual Report for financial year 2025- 26 and the Notice convening the 24th AGM are being sent electronically to the Members whose names appear in the Register of Members or Register of Beneficial Owners as on August 28, 2026 and who have registered their e-mail addresses with the Company/Depository/Participants/Depository/RTA. In terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link to the Notice and Annual Report is being physically sent to Members who have not registered their e-mail addresses. The Company shall provide a hard copy of the Annual Report to Members upon request.

12. The dispatch of the Notice is based on the aforesaid date. However, the right to vote at the AGM shall be available only to persons whose names appear in the Register of Members or Register of Beneficial Owners as on the cut- off date, i.e., Tuesday, September 22, 2026. Accordingly, any person who acquires shares after August 28, 2026, but holds shares as on the cut-off date shall be entitled to vote and may access the Notice and Annual Report at www.mpdl.co.in Such Members may obtain their User ID and Password for e-voting by writing to evoting@nsdl.co.in or complianceofficer@mpdl.co.in and may attend the AGM through VC/OAVM in accordance with the process specified in this Notice.

13. 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.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act 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 isc_mpdl@mpdl.co.in with the subject line "Inspection of Documents– AGM".

15. Members desirous of seeking any information with regard to the Annual Report are required to write to the Company at 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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, 3rd Floor, DSIDC Shed Okhla Industrial Area, Phase –I, New Delhi -110020

22. 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).

23. The said Notice and Annual Report for financial year 2025- 26 are also available on the website of the Company at www.mpdl.co.in the relevant section of the website of BSE Limited ("BSE"): www.bseindia.com, on which the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.

24. 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 to 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 24TH AGM ELECTRONICALLY:**

25. 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.

26. Remote e-voting period shall commence from Saturday, September 26, 2026 at 9.00 A.M. (IST) and ends on Monday, September 28, 2026 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.

27. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 22, 2026 may cast their vote electronically.

28. The voting right of members entitled to vote, shall be in proportion to their respective share in the paid-up share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

29. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM, who have not casted their vote by remote e-voting, shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at www.evoting.nsdl.com.

30. 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 - 4886 7000 or send a request to Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com.

**Electronically Voting 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. 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 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 & voting during the meeting.<br><br>2. 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.<br><br>3. 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<br><br>4. 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.<br><br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com or https://web.cdslindia.com/myeasi/home/login click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. |

| | |
|---|---|
| | 2. 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. 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 provders's website directly.<br><br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.<br><br>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](http://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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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](mailto:helpdesk.evoting@cdslindia.com) 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.**

**<u>How to Log-in to NSDL e-Voting website?</u>**

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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 141646 then user ID is 141646 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 user your existing password to login and cast your vote.

b) 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.

c) 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.

**Note:** It is strongly recommended that members take utmost care to keep their password confidential and not to share their password with any other person. Login to the e-voting system shall be disabled upon five unsuccessful attempts to key in the correct password. In such an event, members are advised to use the 'Forgot User Details/Password' or Physical User Reset Password' option available on www.evoting.nsdl.com to reset the password**.**

**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 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.

**PROCEDURE FOR E-VOTING DURING THE AGM**

1. The procedure for e-Voting on the day of the 24th AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 24th AGM through VC/OAVM facility and have not cast 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 24th AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the 24th AGM. However, they will not be eligible to vote at the 24th 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 24th AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 24TH AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 24th 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 meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

**SPEAKER REGISTRATION PROCEDURE TO RAISE QUESTIONS OR SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

1. Members 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_mpdl@mpdl.co.in). The same will be replied by the company suitably.

2. 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_mpdl@mpdl.co.in mentioning question alongwith their name, demat account number/folio number, email id, mobile number.

3. 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(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. 3** of the accompanying Notice:

### ITEM NO. 3

The Board of Directors on the recommendation of the Nomination & Remuneration Committee at its meeting held on August 13, 2026, approved the appointment of Mr. Kunal Kapoor (DIN: 06568920) as Additional Director designated as Whole Time Director and Key Managerial Personnel of the Company for a period of three years, with effect from August 13, 2026, subject to the approval of members of the Company.

As an Additional Director, Mr. Kunal Kapoor (DIN: 06568920) holds office till the date of the Annual General Meeting and is eligible for being appointed as a Director. Further, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of a person on the Board of Directors of the Company within a period of 3 (Three) months from the date of appointment or at the next general meeting, whichever is earlier.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention for proposing the candidature of Mr. Kunal Kapoor (DIN: 06568920) as Director on the ensuing AGM. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole Time Director and Key Managerial Personnel of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of business, Mr. Kunal Kapoor (DIN: 06568920) be appointed as Whole Time Director and Key Managerial Personnel of the Company.

Mr. Kunal Kapoor shall be paid total fixed remuneration of Rs. 10,67321/- per annum payable by way of salary, House Rent Allowance, Conveyance Allowance, Medical Allowance and any other allowances and can be increased annually as per the policy of the Company within the limits provided under Schedule V of the Companies Act, 2013. He shall also be entitled be perks and per perquisites according to the Policy of the Company.

As the Company has incurred losses, the managerial remuneration shall be paid on the basis of provisions of Schedule V of the Companies Act, 2013. 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 Schedule V of the Companies Act, 2013.

Further, he is also not debarred from holding the office of director by virtue of any SEBI Order or any other such authority. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Kunal Kapoor (DIN: 06568920) possesses appropriate skills, experience and knowledge and considering his vast experience and other attributes, his presence on the Board will be of immense value to the Company.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) and as per the applicable SEBI (LODR) Regulations 2015, appointment and payment of remuneration to Mr. Kunal Kapoor (DIN: 06568920) requires approval of the Members by way of **Ordinary Resolution.**

The details of Mr. Kunal Kapoor (DIN: 06568920) as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard and other attributes on General Meeting (SS-2), are as follows:

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

| **Name of Director** | **MR. KUNAL KAPOOR** |
|---|---|
| DIN | 06568920 |
| Date of Birth | 19/11/1986 |
| Designation/category of the Director | Whole Time Director |
| Age | 40 |
| Date of first appointment on Board | 13/08/2026 |
| Brief Profile, Experience/ Expertise in specific functional area | Mr. Kunal Kapoor is a Graduate and possesses over 16 years of experience in the real estate sector. He commenced his professional career in 2009 and was associated with Investor Clinic from 2009 to 2015, where he gained experience in real estate marketing, customer relationship management, business development and sales operations |
| Qualifications | Graduate |
| Terms and conditions of Appointment/ Re-appointment | NA |
| Details of remuneration sought to be paid | Rs. 10,67,321 per annum |
| Remuneration last drawn by such person, if applicable | NA |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL |
| Number of Meetings of the Board attended during the year | NIL |

| | |
|---|---|
| Directorships held in other companies including listed companies. | NIL |
| Name of listed entities from which the person has resigned in the past three years | NIL |
| Memberships / Chairmanships of committees of other public companies including listed companies | NIL |
| Shareholding in the Company including shareholding as a beneficial owner | NIL |

**INFORMATION AS REQUIRED UNDER 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, as 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) |

**III.Information about the appointees:**

| | | |
|---|---|---|
| **a** | **Date of Birth /Age** | 19/11/1986 |
| **b** | **Background details** | Mr. Kunal Kapoor is a Graduate and possesses over 16 years of experience in the real estate sector. He commenced his professional career in 2009 and was associated with Investor Clinic from 2009 to 2015, where he gained experience in real estate marketing, customer relationship management, business development and sales operations |
| **c** | **Recognition or awards** | Nil |
| **d** | **Job profile and suitability** | He shall devote his whole time and attention to the business activities of the Company more particularly in the implementation of project undertaken by the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company |
| **e** | **Remuneration proposed** | As specified in the Explanatory Statement |
| **f** | **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person** | Taking into consideration the qualification, knowledge, experience and responsibilities of Mr. Kunal Kapoor, Remuneration paid is commensurate with remuneration of similar senior levels in similar sized domestic companies/Industries. |
| **g** | **Pecuniary Relationship directly or indirectly with the company, or relationship with the Managerial personal, if any** | He does not have any other pecuniary relationship with the Company nor is he related to or has pecuniary relationship with any of the directors of the company. |
| **h** | **Past remuneration:** | Not Applicable |

**IV.Other information:**

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

Except Mr. Kunal Kapoor 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. 3 of this Notice for approval of the Members by way of an **Ordinary Resolution**.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN 24TH 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. Rajesh Paliwal** |
|---|---|
| DIN | 03098155 |
| Date of Birth | 03/04/1973 |
| Designation/ category of the Director | Non-Executive Non Independent Director |
| Age | 53 |
| 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. | a) Pace Enterprises Private Limited<br>b) Dynamic Defence Technologies Limited<br>c) D Tech Monkey Solution Private Limited<br>d) Perfect Investments Private Limited<br>e) Jads Services Private Limited<br>f) Cecil Webber Engineering Limited |
| 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, 2026 | NIL |