

MPDL LIMITED

Date: February 01, 2024

BSE Ltd

Phiroze Jeejibhoy Towers, Dalal Street,
Mumbai - 400001

Scrip Code – 532723

Subject: Postal Ballot Notice

Dear Sir/ Madam,

This is in continuation to our earlier announcements dated January 22, 2024 intimating the appointment of Mr. Sagar Tanwar (DIN: 10137884) as an Additional Director (Non-Executive Independent Director) for a term of 5 (five) consecutive years subject to the approval of the shareholders of the Company.

In this regard, please find enclosed copy of the Postal Ballot Notice dated January 22, 2024 for obtaining approval of the shareholders through **Special Resolution** by way of remote e-voting facility only on the following matter:

- Appointment of Mr. Sagar Tanwar (DIN: 10137884) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years.

In terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), the Postal Ballot Notice is being sent by electronic mode only to shareholders whose names appear in the Register of Members as on the Cut-Off Date i.e. Thursday, January 25, 2024 and who have registered their email addresses with the Company or depository / depository participants.

The Notice is also available on the website of the Company at www.mpdl.co.in on the website of National Securities Depository Limited (“NSDL”) i.e. www.evoting.nsdl.com.

The remote e-voting shall be available during the following period:

Commencement of e-voting:

Saturday, February 3, 2024 (9:00 A.M. IST)

End of e-voting:

Monday, March 04, 2024 (5:00 P.M. IST)

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 results of the Postal Ballot will be announced on or before Wednesday, March 06, 2024.

This is for your kind information and record.

Thanking you.

Yours truly,

For **MPDL LIMITED**

BHUMIKA CHADHA
COMPANY SECRETARY & COMPLIANCE OFFICER

Corporate office

**Unit No-12, GF, Magnum
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POSTAL BALLOT NOTICE

(Pursuant to 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 pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India (the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory 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 (the "Postal Ballot") only by way of remote e-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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ Company's RTA i.e. MCS Share Transfer Agent Limited/Depository Participant(s) as on January 25, 2024 ("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 : Saturday, February 03, 2024 (9:00 A.M. IST)

End of e-voting: Monday, March 04, 2024 (5:00 P.M. IST)

The Company has made necessary arrangements with MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. 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.

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.

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(IST) on March 04, 2024. 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: To appoint Mr. Sagar Tanwar (DIN: 10137884) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sagar Tanwar (DIN: 10137884), who has been appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. January 22, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from January 22, 2024 to January 21, 2029 (both days inclusive).

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

Date: January 22, 2024

Place: Gurugram

By Order of the Board

For **MPDL Limited**

Sd/-

(Bhumika Chadha)

Company Secretary

(Membership No. A46115)

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NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 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. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the 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.

3. 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.
4. The remote e-voting facility will be available for the following period:

Commencement of e-voting :	Saturday, February 03, 2024 (9:00 A.M. IST)
End of e-voting:	Monday, March 04, 2024 (5:00 P.M. IST)
5. 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.
6. Copy of this Notice will also be available on the Company's website at www.mpdl.co.in and on the website of the stock exchanges on which the shares of the Company are listed i.e. on BSE at www.bseindia.com.
7. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on complianceofficer@mpdl.co.in for inspection of said documents.

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8. The Board of Directors (“Board”) has appointed Mr. Kapil Dev Taneja, Company Secretary in practice (Certificate of practice No. 22944), partner of M/s Sanjay Grover & Associates (Registration No.P2001DE052900) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
9. The Scrutinizer’s decision on the validity of E-voting will be final and binding.
10. 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. Monday, March 04, 2024, in terms of Secretarial Standard – II on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India
11. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Wednesday, March 06, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.
12. 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).
13. SEBI further vide its circulars dated March 16, 2023 & November 17, 2023 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.

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 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">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 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.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.jspVisit 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 or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

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<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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.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 or joining virtual meeting & 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.

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info@mpdl.co.in
Web: www.mpdl.co.in

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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 and 022-24997000 .
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43.

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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- b) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.

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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.

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 and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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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 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.com 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.

Corporate office

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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

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

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

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Sagar Tanwar as an Additional Director - Non-Executive & Independent for a term of 5 consecutive years w.e.f. January 22 2024, subject to the approval of shareholders of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Sagar Tanwar shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Mr. Sagar Tanwar as a "Director (Non Executive Independent)" of the Company within a period of 3 (Three) months from the date of appointment.

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

In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

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

The Board of Directors believes that appointment of Mr. Sagar Tanwar will be of immense benefit to the Company.

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Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. Sagar Tanwar as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f January 22, 2024.

Copy of letter of appointment of Mr. Sagar Tanwar setting out the terms and conditions of appointment is available electronically for inspection by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sagar Tanwar is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of a Special Resolution.

Additional Information of Director for seeking appointment:

Name of the Director seeking appointment	Mr. Sagar Tanwar
Director Identification Number (DIN)	10137884
Date of Birth / Age	18-02-1988/ 35 years
Date of first appointment on the Board	22-01-2024
Qualification, Experience & Expertise in specific functional areas	Mr. Sagar Tanwar, is a Chartered Accountant with 11+ years of post-qualification experience in the Publishing Industry. He started his professional journey with Simon & Schuster India and worked there for 6+ years. Currently he is working with Pan Macmillan India as Corporate Finance Head for more than 4.5 years. He is actively working with the finance team on areas like Revenue Analysis and expense provisioning, Budgeting and MIS, Royalties, Inventories, Revenue and Receivables and Foreign payables. He is also working with external partners like Authors, Bankers, Insurers, Auditors and Tax Consultants to provide various information as required by various stakeholders.
Terms and conditions for appointment / re-appointment	Mr. Sagar Tanwar shall be Non- Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. January 22, 2024 and as per details mentioned in the proposed resolution.

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MPDL LIMITED

Remuneration last drawn	NIL
Shareholding in the Company as on 22.01.2024 (in individual capacity and as a beneficial owner)	NIL
Relationship with other directors and KMPs of the Company	None
Number of Board meetings attended during FY 2023-24	Not applicable
Directorships held in other Companies as on date (including listed Companies)	1. Excello Fin Lea Ltd 2. Hi-Tech Electrothermics And Hydro Power Limited
Details of Listed Companies from which the Director resigned in the past three years	NIL
Chairmanship/ membership of Committees as on date	<u>MPDL Limited:</u> 1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Member 3. Stakeholders Relationship Committee: Chairman <u>Excello Fin Lea Limited:</u> 1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Chairman <u>Hi-Tech Electrothermics And Hydro Power Limited</u> 1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member
Skills and capabilities required for the role and the manner in which the proposed appointee meets such requirements	Mr. Sagar Tanwar is Chartered Accountant with 11+ years of experience in finance and accounts. He has worked on areas like Revenue Analysis and expense provisioning, Budgeting and MIS, Royalties, Inventories, Revenue and Receivables and Foreign payables. He also worked with external partners like Authors, Bankers, Insurers, Auditors and Tax Consultants. He brings on board a diverse experiences in related sectors.

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