

MPDL LIMITED

Date: March 05, 2024

BSE Ltd

Phiroze Jeejibhoy Towers, Dalal Street,
Mumbai - 400001

Scrip Code - 532723

Sub: Voting Results and Scrutinizer's Report on Postal Ballot

Dear Sir,

In continuation to our letter dated February 01, 2024 regarding intimation of Postal ballot Notice for seeking approval of the members on the Special Resolution relating to appointment of Mr. Sagar Tanwar (DIN :10137884) as Independent Director of the Company, as set out in the Postal Ballot Notice dated January 22, 2024, please find enclosed the following:

- 1) Voting Results of Postal Ballot Notice dated January 22, 2024 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- **Annexure 1**.
- 2) Scrutinizer's Report pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014- **Annexure 2**.

The Special Resolution set out in Postal Ballot Notice, has been approved by the members with requisite majority and deemed to have been passed on 04th March, 2024, being the last date of receipt of Postal Ballot e-voting.

This is for your information and record.

Thanking you.

Yours truly,
For **MPDL LIMITED**

BHUMIKA CHADHA
COMPANY SECRETARY & COMPLIANCE OFFICER

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

| Company Name | | MPDL Limited | | | | | | |
|--|-------------------------------|--|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Details of Postal ballot | | Postal Ballot Notice dated: Monday January 22, 2024 Voting Start Date: Saturday, February 03, 2024 (09:00 A.M. IST) Voting End Date : Monday, March 04, 2024(05:00 P.M. IST) | | | | | | |
| Total number of shareholders on Cut-off date i.e. January 25, 2024 | | 2223 | | | | | | |
| No. of Shareholders present in the meeting either in person or through Proxy: Promoters and Promoter Group: Public: | | NA | | | | | | |
| No. of Shareholders present attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | | NA | | | | | | |
| Resolution Required: (ordinary or Special) | | Special - Appointment of Mr. Sagar Tanwar (DIN: 10137884) as a Non-Executive Independent Director of the Company | | | | | | |
| Whether promoter/ promoter group are interested in the Agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | E-voting | 5557730 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Institutions | E-voting | 314761 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 1540033 | 8881 | 0.5767 | 8835 | 46 | 99.4820 | 0.5180 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 8881 | 0.5767 | 8835 | 46 | 99.4820 | 0.5180 |
| Total | | 7412524 | 8881 | 0.1198 | 8835 | 46 | 99.4820 | 0.5180 |

For MPDL LTD.


 Director

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')]

To,

The Chairman

MPDL Limited

(CIN: L70102HR2002PLC097001)

11/7, Mathura Road, Sector 37

Faridabad, Haryana- 121003

Dear Sir,

I, Kapil Dev Taneja (FCS No. 4019, C.P. No.: 22944), Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of MPDL Limited ('the Company') on 22nd January, 2024 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') and read with General Circular Nos. 14/2020, 17/2020 and 09/2023 dated April 08, 2020, April 13, 2020 and September 25, 2023 and other applicable circulars thereto issued by the Ministry of Corporate Affairs ('MCA



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Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'LODR Regulations'**), Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated January 22, 2024:

| Sr. No. | Type of Resolution | Particulars |
|----------------|---------------------------|--|
| 1. | Special Resolution | Appointment of Mr. Sagar Tanwar (DIN: 10137884) as a Non-Executive Independent Director of the Company |


I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, or with their respective Depository Participants (**'DP'**) and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on January 25, 2024 (**'Cut-off Date'**).
2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolution contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer is restricted to make & submit a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (**'NSDL'**).

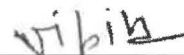


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3. The Company has published an advertisement on February 02, 2024 regarding service of Postal Ballot Notice to eligible Members in English language newspaper "Financial Express (All Edition, English Daily)" and in Hindi language newspaper "Jansatta (Delhi Edition, Hindi Daily)".
4. The Members of the Company holding equity shares as on cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. ["https://www.evoting.nsdl.com/"](https://www.evoting.nsdl.com/) ('website').
5. The remote e-voting commenced on Saturday, February 03, 2024, 09:00 A.M. (IST) and ended on Monday, March 04, 2024, 5:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.
6. The remote e-voting was unblocked on March 04, 2024 after 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Vipin Dhameja who were not in the employment of the Company and have signed below:



Ayush Arya



Vipin Dhameja

7. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate register maintained for this purpose. E-votes cast upto 05:00 P.M. (IST) on March 04, 2024 are considered for the purpose of this report.
8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut-off date as maintained by RTA of the Company.



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9. As on cut-off date, the fully paid-up share capital of the Company was Rs. 7,41,25,240 /- (Rupees Seven Crore Forty One Lakh Twenty Five Thousand and Two Hundred Forty Only) divided into 74,12,524 (Seventy Four Lakh Twelve Thousand Five Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.
10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. Appointment of Mr. Sagar Tanwar (DIN: 10137884) as a Non-Executive Independent Director of the Company.

| Particulars | Special Resolution | | | Percentage |
|----------------|-----------------------|---------------|-------|------------|
| | Number of Valid Votes | | | |
| | Remote e-Voting | Postal Ballot | Total | |
| Assent | 8,835 | NA | 8,835 | 99.482 |
| Dissent | 46 | | 46 | 0.518 |
| Total | 8,881 | | 8,881 | 100 |

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.



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11. Based on the aforesaid results, the special resolution as mentioned above is deemed to have been passed on March 04, 2024 being the last date of remote e-voting for the Members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of Postal Ballot.

Thanking You,

**For Sanjay Grover & Associates
Company Secretaries**

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 4268/2023



Kapil Dev Taneja

Partner

CP No.: 22944 / Mem. No. F4019

UDIN: F004019E003540486

Date: March 05, 2024

Place: New Delhi



Countersigned by



Rajesh Paliwal

Chairman

MPDL Limited

Date: March 05, 2024

Place: New Delhi

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

| A. VOTING THROUGH REMOTE E-VOTING: | | | |
|---|------------------------|-----------------------------|--|
| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) |
| a) Total votes received | 31 | 8,881 | 88,810 |
| b) Less: Invalid votes | - | - | - |
| c) Net Valid votes cast | 31 | 8,881 | 88,810 |
| d) Votes with assent for the resolution | 26 | 8,835 | 88,350 |
| e) Votes with dissent for the resolution | 5 | 46 | 460 |

