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## MARTIN BURN LIMITED

Registered Office : 1F, Martin Burn House, 1 R N Mukherjee Road, Kolkata – 700 001

Tel: +91 33 4082 8282, Web: www.martinburnltd.com,

E-mail: investor.relations@martinburnltd.com

CIN L51109WB1946PLC013641

### NOTICE

NOTICE is hereby given that the Seventy Fourth (74<sup>th</sup>) Annual General Meeting of the Members of Martin Burn Limited, will be held on Thursday, 30<sup>th</sup> June 2022 at 12 p.m. through video conferencing. The Company will conduct the meeting from Registered office i.e. 1<sup>st</sup> Floor, Martin Burn House, 1 R N Mukherjee Road, Kolkata – 700 001, which shall be deemed to be venue of the meeting to transact the following business:

#### ORDINARY BUSINESS

##### ITEM NO. 1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board of Directors and the Auditors thereon.

##### ITEM NO. 2

To appoint a Director in place of Mrs. Sarika Fatehpuria (DIN: 03570828), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

##### ITEM NO. 3

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

#### RE-APPOINTMENT OF MR. MANISH FATEHPURIA (DIN: 00711992) AS WHOLE TIME DIRECTOR OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and such other consents and permissions, as may be required and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. Manish Fatehpuria (DIN: 00711992) as a Whole time Director of the Company for a period of 5 years commencing from 9<sup>th</sup> November 2021 till 8<sup>th</sup> November 2026 and payment of remuneration for the aforesaid period on the following terms and conditions:

Description	Mr. Manish Fatehpuria (DIN: 00711992)
	Whole-time Director
1 Fixed Salary	Rs. 52,500/- per month
2 Management Allowances	Not Applicable
3 Pension Allowance	Not Applicable
4 Performance Bonus	No any.
5 Perquisites	House Rental Allowance: Payment of Rs. 2,40,000 per annum as house rental allowance or such higher sum as to be decided by the Board and / or the Committee. Cost of Electricity at residence – Actual Cost will be borne by the Company against bills

**NOTICE (Contd.)**

6	<p>MINIMUM REMUNERATION:</p> <p>Where in any financial year during the currency of tenure of the appointment, in the event of the Company having no profit or its profit is inadequate, the Board of Directors may determine the remuneration payable to Mr. Manish Fatehpuria in terms of Sections 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force as the minimum remuneration.</p> <p>SITTING FEES:</p> <p>Mr. Manish Fatehpuria shall not receive any sitting fees for attending meetings of the Board or any Committee thereof</p>
	<p>NOTES ON PERQUISITES:</p> <p>In addition to the aforesaid Salary, Management Allowance, Performance Bonus and Pension Allowance, Mr. Manish Fatehpuria shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, furnishing, medical reimbursement and leave travel allowance, in accordance with the Rules of the Company and such other perquisites as may be determined by the Board from time to time.</p> <p>For purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.</p> <p>Provision for use of Chauffer driven Company maintained car for official duties attended, provision for telephone at office, residence and mobile phones, including long distance calls and monthly subscription fees for Club, shall not be included in the computation of the limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Manish Fatehpuria.</p>

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO. 4**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**RE-APPOINTMENT OF MR. KEDAR NATH FATEHPURIA (DIN: 00711971) AS MANAGING DIRECTOR OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and such other consents and permissions, as may be required and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. Kedar Nath Fatehpuria (DIN: 00711971) as a Managing Director of the Company for a period of 1 year commencing from 1<sup>st</sup> April 2022 till 31<sup>st</sup> March 2023 and payment of remuneration for the aforesaid period on the following terms and conditions:

Description	Mr. Kedar Nath Fatehpuria (DIN: 00711971) Managing Director
1 Fixed Salary	Rs. 75,000/- per month
2 Management Allowances	Not Applicable
3 Pension Allowance	Not Applicable
4 Performance Bonus	No any.
5 Perquisites	Rs. 32,400

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## NOTICE (Contd.)

6	<p>MINIMUM REMUNERATION:</p> <p>Where in any financial year during the currency of tenure of the appointment, in the event of the Company having no profit or its profit is inadequate, the Board of Directors may determine the remuneration payable to Mr. Kedar Nath Fatehpuria in terms of Sections 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force as the minimum remuneration.</p> <p>SITTING FEES:</p> <p>Mr. Kedar Nath Fatehpuria shall not receive any sitting fees for attending meetings of the Board or any Committee thereof</p>
	<p>NOTES ON PERQUISITES:</p> <p>In addition to the aforesaid Salary, Management Allowance, Performance Bonus and Pension Allowance, Mr. Kedar Nath Fatehpuria shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, furnishing, medical reimbursement and leave travel allowance, in accordance with the Rules of the Company and such other perquisites as may be determined by the Board from time to time.</p> <p>For purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.</p> <p>Provision for use of Chauffeur driven Company maintained car for official duties attended, provision for telephone at office, residence and mobile phones, including long distance calls and monthly subscription fees for Club, shall not be included in the computation of the limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Kedar Nath Fatehpuria.</p>

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### ITEM NO. 5

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Rajendra Kumar Khetan (DIN:02472977) who was appointed as an Independent Director and who holds office of Independent Director upto 13<sup>th</sup> November 2022 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 14<sup>th</sup> November 2022 till 13<sup>th</sup> November 2027 on the Board of the Company.

**“RESOLVED FURTHER THAT** Mr. Rajendra Kumar Khetan (DIN: 02472977) will continue as Independent Director on the Board of the Company on his attaining the age of 75 (Seventy five) years for the remaining period of his term of Directorship till the completion of his term of Directorship i.e. upto 13<sup>th</sup> November 2027.”

### ITEM NO. 6

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

#### **TO MAKE CONTRIBUTIONS OR DONATIONS TO CHARITABLE OR OTHER FUNDS/INSTITUTIONS IN TERMS OF SECTION 181 OF THE COMPANIES ACT, 2013**

**“RESOLVED THAT** Pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities in any financial year up to a total amount of Rs. 25,00,000.

## NOTICE (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution”

By Order of the Board of Directors

**Kedar Nath Fatehpuria**

*Chairman & Managing Director*

DIN: 00711971

Date: 27.05.2022

Place: Kolkata

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### NOTES:

1. In view of the continuing COVID-19 pandemic and to follow Social distancing norms, the Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13,2021, Circular No. 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021 and 02/2022 dated 05.05.2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 74<sup>th</sup> Annual general meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith(Refer serial no. 20) and available at the Company's website [www.martinburnltd.com](http://www.martinburnltd.com).
2. **The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800-222-990.**
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.  
  
Hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
4. The Members can join the AGM in the VC/OAVM mode **15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.**The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 , 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

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## NOTICE (Contd.)

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.martinburnltd.com](http://www.martinburnltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Members can raise questions during the meeting or in advance at [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. Corporate members are requested to send at [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com) or [csbinita.tca@gmail.com](mailto:csbinita.tca@gmail.com) before e-voting/attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
10. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
11. The Register of Members and Share transfer books of the Company will remain closed from Friday, June 24, 2022 to Thursday, June 30, 2022, both days inclusive.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to directly register their email ID by visiting the link <http://mdpl.in/form> of the Company's Registrar and share transfer agent M/s. Maheshwari Datamatics Private Limited, RTA of the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered by visiting the link <http://mdpl.in/form> of the Company's Registrar or Share Transfer Agent M/s. Maheshwari Datamatics Private limited with the Company by requesting in member updation form by sending an email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com) Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com).
15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).

The remote e-voting period begins on Monday, 27<sup>th</sup> June 2022 at 10:00 A.M. and ends on Wednesday, 29<sup>th</sup> June 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 23<sup>rd</sup> June 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> June 2022.

In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer point no. 21 for detailed procedure to vote through e-voting). The Company has appointed Ms. Binita Pandey - Company Secretary, failing her Ms. Sumana Mitra - Company Secretary, both Partners of T. Chatterjee & Associates, Company Secretaries FRN P2007WB067100, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to

## NOTICE (Contd.)

the detailed procedure given at Serial no.17. Members 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 are requested to refer the instructions provided at serial no. 19.

16. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

17. The details of the process and manner for remote e-voting are explained herein below:

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



## NOTICE (Contd.)

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

### **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

- 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, 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.



## NOTICE (Contd.)

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*****.
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***.

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.
- 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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## NOTICE (Contd.)

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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#### 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.
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#### 18. 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 csbinits.tca@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on «Upload Board Resolution / Authority Letter» displayed under «e-Voting» tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23<sup>rd</sup> June 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> June 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. 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.
4. 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

#### 19. 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 investor.relations@martinburnltd.com
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 investor.relations@martinburnltd.com If you are

## NOTICE (Contd.)

- an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 20.** The details of the process and manner for participating in Annual General Meeting through Video conferencing are explained herein below:
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com) latest by 5 p.m. (IST) on Tuesday, 29<sup>th</sup> day of June, 2022
  6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor.relations@martinburnltd.com](mailto:investor.relations@martinburnltd.com) latest by 5 p.m. (IST) on Tuesday, 29<sup>th</sup> day of June, 2022. The same will be replied by the company suitably.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
  9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
  10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.



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## NOTICE (Contd.)

21. The details of the process and manner for e-voting at the Annual General Meeting are explained herein below:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

### ANNEXURE TO THE NOTICE

#### **STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required by Section 102(1) of the Companies Act, 2013, (the Act) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), the following Statement sets out all material facts relating to Item No. 3 in the accompanying Notice of the 74<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> June 2022 at 12.00 p.m.

#### **Item No. 3 of the Notice**

The Company had appointed Mr. Manish Fatehpuria as Whole-time Director of the Company for a period of 5 (five) years beginning from November 9<sup>th</sup>, 2016.

Mr. Manish Fatehpuria aged 49 years, has vast experience of about 26 years in the field of Finance, Accounts and Real Estate, Construction Management Development

The Board in its meeting held on November 1, 2021, on the recommendation in the meeting of Nomination & Remuneration Committee held on November 01, 2021, have approved the reappointment of Mr. Manish Fatehpuria w.e.f. November 9, 2021 for a period of 5 (five) years. The Company has received the consent to act as Whole time Director of the Company from Mr. Manish Fatehpuria. The Nomination & Remuneration Committee of the Board considered various aspects while approving the remuneration as stated herein as appropriate to retain a Mr. Manish Fatehpuria's qualification, competence and experience.

The remuneration payable to Mr. Manish Fatehpuria as Whole-time Director of the Company is detailed herein.

Mr. Manish Fatehpuria satisfies all the conditions set out in Part I of Schedule V to the Act for being eligible for reappointment.

Save and except, Mr. Kedar Nath Fatehpuria and Mrs. Sarika Fatehpuria, being relative of Mr. Manish Fatehpuria to the extent of their shareholding interest, in the Company, may be deemed to be concerned or interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.

#### **Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

Mr. Manish Fatehpuria aged 49 years, has vast experience of about 26 years in the field of Finance, Accounts and Real Estate, Construction Management Development

Nature of expertise in specific functional areas – vast and varied experience in the field of accounting, finance and treasury functions

## NOTICE (Contd.)

Disclosure of inter - relationships between directors and Key Managerial Personnel – Mr. Kedar Nath Fatehpuria, Managing Director and Mrs. Sarika Fatehpuria, Director being relative of Mr. Manish Fatehpuria, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in this resolution.

Except above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution

Listed companies in which Mr. Manish Fatehpuria holds directorship and Committee membership – NIL

Shareholding in the Company – Mr. Manish Fatehpuria holds 4,58,441 shares in the Company

**The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:**

### I. GENERAL INFORMATION:

- Nature of Industry:** The Company is engaged in the activities of Work Contract & Real Estate development in the Kolkata region. The Company is involved in all activities across the product value chain from acquisition of land, obtaining approvals, project planning and execution, to launch, sales & marketing and final delivery of the developed property to the customers.
- Date or expected date of commencement of commercial production:** NA
- In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable as the Company is an existing company.
- Financial Performance based on given indicators:** (Rs. in lakhs)

	Period ended 31.03.2022	Period ended 31.03.2021
Profit before interest, Depreciation and Taxation (PBIDT)	325.00	52.13
Less: Interest Expenses	80.99	87.82
<b>Profit/(Loss) before depreciation &amp; Taxation (PBDT)</b>	<b>244.01</b>	<b>(35.69)</b>
Less: Depreciation	24.10	24.07
<b>Profit/(Loss) Before Tax and Extraordinary items (PBTE)</b>	<b>219.91</b>	<b>(59.76)</b>
Add: Exceptional items	9.73	65.98
<b>Profit/ (Loss) Before Tax (PBT)</b>	<b>229.64</b>	<b>6.22</b>
Less: Provision for Taxation/ (Deferred Tax)	66.75	(3.35)
<b>Profit/ (Loss) After Tax (PAT) (A)</b>	<b>162.89</b>	<b>9.57</b>
Add: Adjustments during the year (B)	0	0
<b>Profits available for appropriation (A+B)</b>	<b>162.89</b>	<b>9.57</b>

- Foreign investments and collaboration, if any:** The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

### II. INFORMATION ABOUT THE APPOINTEES:

- Background Details:** Mr. Manish Fatehpuria is a part of the promoter group of your Company.
- Past remuneration:** Rs. 72,500 p.m.
- Recognition and Awards:** N.A.
- Job profile Suitability:** Mr. Manish Fatehpuria have a long track-record of successfully operating in the real-estate industry having delivered key landmarks and projects of the city.
- Remuneration proposed:** The proposed remuneration forms part of the resolution.

## NOTICE (Contd.)

- 6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides the remuneration paid to Mr. Manish Fatehpuria, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors, except with Mr. Kedar Nath Fatehpuria and Ms. Sarika Fatehpuria.

### III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Significant changes in the operating environment due to COVID-19 pandemic
2	Steps taken or proposed to be taken for improvement	1. Cost rationalisation measures 2. Improved product margins
3	Expected increase in productivity and profits in measurable terms	The Board is unable to provide a concise figure on this matter due to the uncertainty surrounding the emergence of different variants of Covid

#### Item No. 4

Mr. Kedar Nath Fatehpuria, Chairman and Managing Director, aged 81 years, for continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Kedar Nath Fatehpuria has rich and varied experience in the Real Estate and construction field and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Kedar Nath Fatehpuria as Chairman and Managing Director of the Company.

The Board in its meeting held on March 31, 2022, on the recommendation in the meeting of Nomination & Remuneration Committee held on March 31, 2022, have approved the reappointment of Mr. Kedar Nath Fatehpuria w.e.f. April 1, 2022 for a period of 1 (one) year. The Company has received the consent to act as Managing Director of the Company from Mr. Kedar Nath Fatehpuria. The Nomination & Remuneration Committee of the Board considered various aspects while approving the remuneration as stated herein as appropriate to retain a Mr. Kedar Nath Fatehpuria's qualification, competence and experience.

The remuneration payable to Mr. Kedar Nath Fatehpuria as Managing Director of the Company is detailed herein.

Mr. Kedar Nath Fatehpuria satisfies all the conditions set out in Part I of Schedule V to the Act for being eligible for reappointment.

Save and except, Mr. Manish Fatehpuria and Mrs. Sarika Fatehpuria, being relative of Mr. Kedar Nath Fatehpuria to the extent of their shareholding interest, in the Company, may be deemed to be concerned or interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.

#### **Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

Mr. Kedar Nath Fatehpuria, B. Sc has vast experience in Accounts, Finance, Taxation, Company Management, Real Estate and Construction industry.

Nature of expertise in specific functional areas – Real Estate and Construction

Disclosure of inter - relationships between directors and Key Managerial Personnel – Mr. Kedar Nath Fatehpuria, Managing Director and Mrs. Sarika Fatehpuria, Director being relative of Mr. Manish Fatehpuria, to the extent of their shareholding in the Company, may be deemed to be concerned or interested in this resolution.

## NOTICE (Contd.)

Except above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution

Listed companies in which Mr. Kedar Nath Fatehpuria holds directorship and Committee membership – NIL

Shareholding in the Company – Mr. Kedar Nath Fatehpuria holds 17,48,521 shares in the Company

**The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:**

### I. GENERAL INFORMATION:

- Nature of Industry:** The Company is engaged in the activities of Work Contract & Real Estate development in the Kolkata region. The Company is involved in all activities across the product value chain from acquisition of land, obtaining approvals, project planning and execution, to launch, sales & marketing and final delivery of the developed property to the customers.
- Date or expected date of commencement of commercial production:** NA
- In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable as the Company is an existing company.
- Financial Performance based on given indicators:** (Rs. in lakhs)

	Period ended 31.03.2022	Period ended 31.03.2021
Profit before interest, Depreciation and Taxation (PBIDT)	325.00	52.13
Less: Interest Expenses	80.99	87.82
<b>Profit/(Loss) before depreciation &amp; Taxation (PBBDT)</b>	<b>244.01</b>	<b>(35.69)</b>
Less: Depreciation	24.10	24.07
<b>Profit/(Loss) Before Tax and Extraordinary items (PBTE)</b>	<b>219.91</b>	<b>(59.76)</b>
Add: Exceptional items	9.73	65.98
<b>Profit/ (Loss) Before Tax (PBT)</b>	<b>229.64</b>	<b>6.22</b>
Less: Provision for Taxation/ (Deferred Tax)	66.75	(3.35)
<b>Profit/ (Loss) After Tax (PAT) (A)</b>	<b>162.89</b>	<b>9.57</b>
Add: Adjustments during the year (B)	0	0
<b>Profits available for appropriation (A+B)</b>	<b>162.89</b>	<b>9.57</b>

- Foreign investments and collaboration, if any:** The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

### II. INFORMATION ABOUT THE APPOINTEES:

- Background Details:** Mr. Kedar Nath Fatehpuria is a part of the promoter group of your Company.
- Past remuneration:** Rs. 75,000/- p.m.
- Recognition and Awards:** N.A.
- Job profile Suitability:** Mr. Kedar Nath Fatehpuria have a long track-record of successfully operating in the real-estate industry having delivered key landmarks and projects of the city.
- Remuneration proposed:** The proposed remuneration forms part of the resolution.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides the remuneration paid to Mr. Kedar Nath Fatehpuria, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors, except with Mr. Manish Fatehpuria and Ms. Sarika Fatehpuria.

## NOTICE (Contd.)

### III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Significant changes in the operating environment due to COVID-19 pandemic
2	Steps taken or proposed to be taken for improvement	1. Cost rationalisation measures 2. Improved product margins
3	Expected increase in productivity and profits in measurable terms	The Board is unable to provide a concise figure on this matter due to the uncertainty surrounding the emergence of different variants of Covid

#### Item No. 5 of the Notice

The Members of the Company in the Annual General Meeting of the Company held on 29th September 2020 approved the appointment of Mr. Rajendra Kumar Khetan (DIN:02472977) as an Independent Director on the Board of the Company (hereinafter the Board) for an initial term of three consecutive years to hold office upto 13<sup>th</sup> November 2022.

In terms of section 149 and Schedule IV of the Companies Act' 2013 (hereinafter the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the SEBI (LODR)), an independent director shall be eligible for re-appointment on passing a Special Resolution by the Members of the Company. Accordingly, on passing Special Resolution by the Members of the Company the above-mentioned Director would stand eligible for re-appointment as an Independent Director on the Board for a 2<sup>nd</sup> term of five consecutive years on expiry of his existing tenure of Directorship as mentioned above. Further, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of the office of a Non-Executive Director on his attaining the age of seventy five years with effect from 14<sup>th</sup> November 2022. Mr. Rajendra Kumar Khetan will be attaining the age of seventy five years on 2<sup>nd</sup> December 2022 as Non-Executive Director on the Board if re-appointed by the Members for a 2<sup>nd</sup> term of five consecutive years.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act, proposing candidatures of Mr. Rajendra Kumar Khetan for the office of Director of the Company.

Accordingly, in compliance with the applicable provisions of the Act' and relevant rules and regulations framed thereunder and SEBI (LODR) the Board at its meeting held on 27<sup>th</sup> May 2022, recommended for the approval of the Members in this Annual General Meeting (hereinafter 'the AGM') for the reappointment of Mr. Rajendra Kumar Khetan with effect from 14<sup>th</sup> November 2022 for a 2<sup>nd</sup> term of five consecutive years and to hold office as non-executive Independent Director on attaining the age of 75 years till completion of his term of Directorship i.e. upto 13<sup>th</sup> November 2027.

Company has received declaration from Mr. Rajendra Kumar Khetan that he meets the criteria of Independence prescribed under Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR).

In the opinion of the Board, Mr. Rajendra Kumar Khetan fulfills the conditions for his appointment as an Independent Director and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years to hold office from 14<sup>th</sup> November 2022 to 13<sup>th</sup> November 2027.

#### **Additional information on director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Mr. Rajendra Kumar Khetan, B.E. in Mechanical Engineering with 52 years of experience in the field of Real Estate, Railway Mechanical Signaling and Railway Components.

Nature of expertise in specific functional areas : vast and varied experience in the field of Real Estate

Listed companies in which Mr. Rajendra Kumar Khetan holds directorship and Committee membership – NIL

Shareholding of Mr. Rajendra Kumar Khetan : Nil



## **NOTICE** *(Contd.)*

Disclosure of inter-se relationships between directors and Key Managerial Personnel – None of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Special Resolution set out in the Item No. 5 of the Notice of the AGM for approval by the members.

### **Item No. 6 of the Notice**

This resolution is for enabling and authorizing the Company to contribute to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013.

None of the Directors of the Company or their relatives are concerned or interested in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors

**Kedar Nath Fatehpuria**

*Chairman & Managing Director*

DIN: 00711971

Date: 27.05.2022

Place: Kolkata

