

MONIND LIMITED

Registered Office: Block-7, Room No. 78, Deen Dayal Awas, Kabir Nagar,
Raipur – 492099(Chhattisgarh)

Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-II, New Delhi-110048 (India)

Ph.: 877-0344104; **Email:** isc_mind@monnetgroup.com ;

Website: www.monnetgroup.com; **CIN:** L51103CT1982PLC009717

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the members of **Monind Limited** (The “Company”) will be held on Tuesday, 07th February, 2023 at 03.30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business: —

SPECIAL BUSINESS

1. TO CONSIDER EXTENSION OF REDEMPTION PERIOD OF 10% NON-CUMULATIVE, NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 48, 55 of the Companies Act, 2013 , corresponding rules thereof and other applicable provisions of the Companies Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and as per the SEBI regulations and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required, consent of the Equity Shareholders be and is hereby accorded for variation in the term of 15,00,000 preference Shares to the extent as mentioned below:

1. Extension of the Period of Redemption of Preference shares by a period of Eleven years as mentioned in the following manner :
2. Adding put and call option, exercisable after five years.

Particular of Preference Shares	Date of Allotment	Original date of redemption	Extended Date of redemption
15,00,000, 10% Non-Cumulative, Non-Convertible Redeemable Preference shares of Rs. 100/- each fully paid up	31.03.2014	30.03.2023	30.03.2034

RESOLVED FURTHER THAT Directors of the Company be and is hereby authorized severally to take all actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto.”

2. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with rules framed there under, as amended and as per the Article of Association of the Company, and as per the applicable Securities and Exchange Board of India Regulations, the Authorized Share Capital of the Company of Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 40,00,000 (Forty Lacs) equity shares of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 4,00,00,000 (Four Crores) and 15,00,000

(Fifteen Lacs) 10% Non-Cumulative, Non-Convertible Redeemable Preference shares of Rs. 100/- (Rupee Hundred Only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crore) be and is hereby increased to Rs. 109,00,00,000 (Rupees One Hundred Nine Crore only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 4,00,00,000 (Rupees Four Crores) and 1,05,00,000 (One Crore Five Lakh) Preference Shares of Rs.100/- (Rupees Hundred Only) each aggregating to Rs. 1,05,00,00,000 (One Hundred Five Crore only)

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

V. The Authorised share capital of the Company is Rs. 109,00,00,000/- (Rupees One Hundred Nine Crore only) divided into 40,00,000 (Forty Lakhs) Equity shares of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 4,00,00,000 (Rupees Four Crores) and 1,05,00,000 (One Crore Five Lakh) Preference Shares of Rs.100/- (Rupees Hundred Only) each aggregating to Rs. 1,05,00,00,000 (One Hundred Five Crore only).

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby severally authorised to sign and file necessary E-Forms in due compliance with the provisions of Companies Act, 2013 with the Registrar of Companies and Stock Exchange and to do all such deeds, acts, matters and things, sign all necessary papers and documents as may be deemed necessary or expedient in relation thereto for the purpose of giving effect to the above resolution(s)."

3. TO ENTER INTO SUPPLEMENTARY LOAN AGREEMENT TO LOAN AGREEMENT DATED 29TH AUGUST, 2018 BETWEEN ISHAN TECHNICAL PLANT SERVICES PRIVATE LIMITED ("LENDER") AND MONIND LIMITED ("BORROWER") FOR CONVERSION OF LOAN INTO REDEEMABLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to Section 62(3), 55 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as per applicable all other SEBI Regulations, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted by the Board to exercise its powers to the extent permitted by law), to enter into **"Supplementary Loan Agreement"**, which forms the part of original Loan Agreement dated 29th August, 2018, between the Company ("borrower") and **Ishan Technical Plant Services Private Limited ("Lender")** on such terms and conditions to provide, inter alia, for an right to the **Lender** to convert the whole or part of the outstanding loans, into fully paid up Redeemable Preference shares (RPS) of the Company for a Face Value of Rs. 100/- each (Rupees Hundred only) at par by giving a notice in writing to the Company ("**Notice of Conversion**") in accordance with the following conditions:

- 1) the conversion right as aforesaid may be exercised by the Lender on one or more occasions during the currency of the Facility.
- 2) on receipt of the notice of confirmation for conversion of loan into RPS, the Board shall allot and issue requisite number of fully paid up RPS to the lender.
- 3) upon allotment of the said RPS to the Lender pursuant to conversion of a whole or part of their loan into RPS, the loan from such Lender to the Company shall stand reduced to the extent of conversion thereof into RPS and such loan so converted shall cease to carry any interest from the date of allotment of said RPS.

RESOLVED FURTHER THAT RPS shall be issued at the following terms and conditions:

S.No	Terms and Conditions
a)	carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
b)	be non-participating in the surplus funds;

c)	be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
d)	be paid dividend on a non-cumulative basis;
e)	Redeemable on 20 th year from the date of issue
f)	Voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013;
g)	No RPS shall be redeemed unless fully paid-up
h)	The RPS shall be redeemed out of profits available for distribution of profits at the end of 20 th year
i)	Coupon rate is 0.01%
j).	The Lender holds the right of conversion into equity shares in the event of default by the Company on the due date of redemption at fair market value or face value("Value") as may be applicable under relevant applicable laws at that time.
k)	The Lenders reserve the right to assign all the rights and obligations acquired under the agreement to any Persons, at any time, without prior intimation to the borrower but shall inform the same after the sale of such rights and obligation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby severally authorised to enter into any agreement(s) or other instrument(s), as may be deemed necessary, proper or desirable for such purpose and to sign and file with the concerned Registrar of Companies, all e-forms, as required, in due compliance with the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as may be amended from time to time and subject to the Articles of Association of the Company, consent of the Members be and is also hereby accorded to the Board of Directors of the Company to issue and allot upto 40,00,000 (Forty Lakh) RPS of Rs. 100/- (Rupees Hundred only) each, aggregating upto Rs. 40,00,00,000 (Rupees Forty Crore only), in one or more tranche(s) at par on conversion the outstanding Loan amount of Rs. 40,00,00,000 into RPS of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to issue, offer and allot the RPS to the Lenders or any other Persons to whom right is assigned, on such terms and conditions as provided in the "Supplemental Loan Agreement" for conversion of the said portion of the outstanding loans and all other monies under the Supplementary Agreement as may be desired by the Lenders and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT copy of the aforesaid resolutions, certified to be true, be furnished to the Lender or to any other concerned."

4. TO ENTER INTO SUPPLEMENTARY LOAN AGREEMENT TO LOAN AGREEMENT DATED 29TH AUGUST, 2018 BETWEEN REAL TECHNICAL SOLUTIONS PRIVATE LIMITED ("LENDER") AND MONIND LIMITED ("BORROWER") FOR CONVERSION OF LOAN INTO REDEEMABLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to Section 62(3), 55 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as per applicable all other SEBI Regulations, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted by the Board to exercise its powers to the extent

permitted by law), to enter into **“Supplementary Loan Agreement”**, which forms the part of original Loan Agreement dated 29th August, 2018, between the Company (“borrower”) and **Real Technical Solutions Private Limited (“Lender”)** on such terms and conditions to provide, inter alia, for an right to the **Lender** to convert the whole or part of the outstanding loans, into fully paid up Redeemable Preference shares (RPS) of the Company for a Face Value of Rs. 100/- each (Rupees Hundred only) at par by giving a notice in writing to the Company (**“Notice of Conversion”**) in accordance with the following conditions:

- 1) the conversion right as aforesaid may be exercised by the Lender on one or more occasions during the currency of the Facility.
- 2) on receipt of the notice of confirmation for conversion of loan into RPS, the Board shall allot and issue requisite number of fully paid up RPS to the lender.
- 3) upon allotment of the said RPS to the Lender pursuant to conversion of a whole or part of their loan into RPS, the loan from such Lender to the Company shall stand reduced to the extent of conversion thereof into RPS and such loan so converted shall cease to carry any interest from the date of allotment of said RPS.

RESOLVED FURTHER THAT RPS shall be issued at the following terms and conditions:

S.No	Terms and Conditions
a)	carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
b)	be non-participating in the surplus funds;
c)	be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
d)	be paid dividend on a non-cumulative basis;
e)	Redeemable on 20 th year from the date of issue
f)	Voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013;
g)	No RPS shall be redeem unless fully paid-up
h)	The RPS shall be redeemed out of profits available for distribution of profits at the end of 20 th year
i)	Coupon rate is 0.01%
jj).	The Lender holds the right of conversion into equity shares in the event of default by the Company on the due date of redemption at fair market value or face value(“Value”) as may be applicable under relevant applicable laws at that time
k)	The Lenders reserve the right to assign all the rights and obligations acquired under the agreement to any Persons, at any time, without prior intimation to the borrower but shall inform the same after the sale of such rights and obligation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby severally authorised to enter into any agreement(s) or other instrument(s), as may be deemed necessary, proper or desirable for such purpose and to sign and file with the concerned Registrar of Companies, all e-forms, as required, in due compliance with the provisions of Companies Act, 2013 and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to issue, offer, issue and allot the Preference Shares.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as may be amended from time to time and subject to the Articles of Association of the Company ,consent of the Members be and is also hereby accorded to the Board of Directors of the Company to issue and allot upto 25,00,000 (Twenty Five Lakh) RPS of Rs. 100/- (Rupees Hundred only) each, aggregating upto Rs. 25,00,00,000 (Rupees Twenty Five Crore only) , in one or more tranche(s) at par on conversion the outstanding Loan amount of Rs. 25,00,00,000 into RPS of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to issue, offer and allot the RPS to the Lenders or any other Persons to whom right is assigned, on such terms and conditions as provided in the "Supplemental Loan Agreement" for conversion of the said portion of the outstanding loans and all other monies under the Supplementary Agreement as may be desired by the Lenders and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT copy of the aforesaid resolutions, certified to be true, be furnished to the Lender or to any other concerned."

5. TO ENTER INTO SUPPLEMENTARY LOAN AGREEMENT TO LOAN AGREEMENT DATED 29TH AUGUST, 2018 TALENTO TECHNICAL PLANT SERVICES PRIVATE LIMITED ("LENDER") AND MONIND LIMITED ("BORROWER") FOR CONVERSION OF LOAN INTO REDEEMABLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to Section 62(3), 55 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as per applicable all other SEBI Regulations, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted by the Board to exercise its powers to the extent permitted by law), to enter into **"Supplementary Loan Agreement"**, which forms the part of original Loan Agreement dated 29th August, 2018, between the Company ("borrower") and **Talento Technical Plant Services Private Limited ("Lender")** on such terms and conditions to provide, inter alia, for an right to the Lender to convert the whole or part of the outstanding loans, into fully paid up Redeemable Preference shares (RPS) of the Company for a Face Value of Rs. 100/- each (Rupees Hundred only) at par by giving a notice in writing to the Company ("**Notice of Conversion**") in accordance with the following conditions:

- 1) The conversion right as aforesaid may be exercised by the Lender on one or more occasions during the currency of the Facility.
- 2) On receipt of the notice of confirmation for conversion of loan into RPS, the Board shall allot and issue requisite number of fully paid up RPS to the lender.
- 3) upon allotment of the said RPS to the Lender pursuant to conversion of a whole or part of their loan into RPS, the loan from such Lender to the Company shall stand reduced to the extent of conversion thereof into RPS and such loan so converted shall cease to carry any interest from the date of allotment of said RPS.

RESOLVED FURTHER THAT RPS shall be issued at the following terms and conditions:

S.No	Terms and Conditions
a)	carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
b)	be non-participating in the surplus funds;
c)	be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
d)	be paid dividend on a non-cumulative basis;
e)	Redeemable on 20 th year from the date of issue
f)	Voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013;

g)	No RPS shall be redeemed unless fully paid-up
h)	The RPS shall be redeemed out of profits available for distribution of profits at the end of 20 th year
i)	Coupon rate is 0.01%
j).	The Lender holds the right of conversion into equity shares in the event of default by the Company on the due date of redemption at fair market value or face value("Value") as may be applicable under relevant applicable laws at that time.
k)	The Lenders reserve the right to assign all the rights and obligations acquired under the agreement to any Persons, at any time, without prior intimation to the borrower but shall inform the same after the sale of such rights and obligation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby severally authorised to enter into any agreement(s) or other instrument(s), as may be deemed necessary, proper or desirable for such purpose and to sign and file with the concerned Registrar of Companies, all e-forms, as required, in due compliance with the provisions of Companies Act, 2013 and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to issue, offer, issue and allot the Preference Shares.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as may be amended from time to time and subject to the Articles of Association of the Company, consent of the Members be and is also hereby accorded to the Board of Directors of the Company to issue and allot upto 25,00,000 (Twenty Five Lakh) RPS of Rs. 100/- (Rupees Hundred only) each, aggregating upto Rs. 25,00,00,000 (Rupees Twenty Five Crore only) , in one or more tranche(s) at par on conversion the outstanding Loan amount of Rs. 25,00,00,000 into RPS of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to issue, offer and allot the RPS to the Lenders or any other Persons to whom right is assigned, on such terms and conditions as provided in the "Supplement Loan Agreement" for conversion of the said portion of the outstanding loans and all other monies under the Supplementary Agreement as may be desired by the Lenders and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT copy of the aforesaid resolutions, certified to be true, be furnished to the Lender or to any other concerned."

By order of the Board of Directors
MONIND LIMITED

SD/-
(Priya)
Company Secretary
(M.No. A43972)

Date : 05.01.2023
Place : New Delhi

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the special business items which are considered to be unavoidable by the Board of Directors of the Company as set out under item no 1,2,3, 4 & 5 of the accompanying notice is annexed hereto.
2. In view of the continuing COVID19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide it’s circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 and May 05, 2022 and Circular no. 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the ensuing EGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the ensuing EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to attend/vote at ensuing EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 are requested to send their authorisations/ Certified Board resolutions/ power of attorney to the Scrutinizer by e-mail on contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in and Ms. Priya (Company Secretary) at priya@monnetgroup.com in authorizing their representatives to attend and vote on their behalf at the ensuing EGM of the Company.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.
7. All documents referred to in the Notice and the Explanatory Statement, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. to 5.30 p.m. on all working days from the date hereof upto the date of the meeting and will also be available for inspection at the venue of the meeting and also available in electronic mode to the member upon receipt of a request for the same by the Company Secretary at priya@monnetgroup.com upto the date of the meeting.
- (a) **General instructions for accessing and participating in the ensuing EGM through VC/OAVM facility and voting through electronic means including remote e-Voting:**
8. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the ensuing EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the ensuing EGM.

9. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, and above said MCA Circulars, the Notice calling the ensuing EGM along with Explanatory statements is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes. Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/update their e-mail address with the by writing the e-mail to RTA at admin@mcsregistrars.com for receiving all communications including Notices, Circulars, etc. from the Company electronically.
10. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form).
11. Members who have not registered their e-mail addresses and holding shares in demat form and physical form can get their e-mail ID registered with the Registrar and Transfer Agent (R&TA), MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, by writing the e-mail to RTA at admin@mcsregistrars.com.
12. In line with the MCA circulars the Notice convening ensuing EGM and explanatory statement ('the Notice') is available on the Company's website on <http://www.monnetgroup.com/Notice-GM-mil.php> . The notice convening ensuing EGM of the Company is also hosted on the website of stock exchanges where a shares of the Company is listed i.e. BSE Limited (<https://www.bseindia.com>).
13. The Members can join the ensuing EGM 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 ensuing EGM 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 ensuing EGM without restriction on account of first come first served basis.
14. 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) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 EGM/AGM will be provided by NSDL
15. Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from 01st Day of February, 2023 to 07th day of February, 2023 (both days inclusive) for the purpose of ensuing EGM.
16. The Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the ensuing EGM through VC/OAVM Facility and e-Voting during ensuing EGM.

17. Attendance of the members attending the ensuing EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. Members are requested to refer section "C" for detailed information for participating in ensuing EGM through VC.
18. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the ensuing EGM through NSDL platform. Members may use this facility by using the same login credentials as provided for remote e-Voting Members on the day of the ensuing EGM will login through their user ID and password on e-Voting website of NSDL. The link/tab will be available in Member login where the EVEN of the Company will be displayed. The VC Facility will be available on 07th February 2023 from 03:30 p.m. (IST) onwards till the conclusion of the meeting.
19. The Board of Directors has appointed Mr. Neeraj Arora & Associates, Partner of M/s Neeraj Arora & Associates (CP No. 16186), Company Secretary in whole time practice having address at B B-19/B, Somdutt Chambers-I, Bhikaji Cama, Delhi-110066, as a Scrutinizer to scrutinize the remote e-voting and the e-voting at ensuing EGM in a fair and transparent manner.
20. The scrutinizer shall, immediately after the conclusion of the e- voting at the ensuing EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the ensuing EGM, who shall countersign the same.
21. The results of voting will be declared within 2 working days from the conclusion of the ensuing EGM . The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.monnetgroup.com and on the website of NSDL www.evoting.nsdl.co.in. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant stock exchanges.
22. 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 sent through e-mail and holding shares as of the cut-off date i.e. 31st January ,2023, 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. 31st January ,2023 may follow steps mentioned in the Notice of the ensuing EGM under "Access to NSDL e-Voting system".

(b) **Electronic Voting through remote mode and for joining the ensuing EGM electronically:**

- (i) Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility to all its members as on cut-off date, being Tuesday, 31st January 2023 to exercise their right to vote on the businesses specified in the accompanying notice by e-voting process through remote e-voting services provided by NSDL.

- (ii) The Members may cast their votes using an electronic voting system (“remote e-voting”). Instructions for remote e-voting are given herein below. The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the ensuing EGM.
- (iii) The Members who have cast their vote by remote e-voting prior to the ensuing EGM may also participate in the meeting but shall not be entitled to cast their vote again.
- (iv) The voting rights of members shall be in proportion to their shares in the paid up equity capital of Company as on the cutoff date fixed for the purpose i.e. Tuesday, 31st January 2023. A person, whose name is recorded in the register of members as on the cut-off date only, shall be entitled to avail the facility of remote e-voting. Any person who is not a member of the Company on the cut-off date should treat the notice for information purposes only.
- (v) Remote e-voting period shall commence from Saturday, 04th February 2023 at 9.00 A.M. (IST) and ends on Monday, 06th February 2023 at 5.00 P.M. (IST).The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or caste the vote again.

➤ **The instructions for members for remote e-voting and joining ensuing EGM are as under:-**

- The remote e-voting period begins on Saturday, 04th February 2023 at 9.00 A.M. (IST) and ends on Monday, 06th February 2023 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. Tuesday, 31st January 2023 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 Tuesday, 31st January 2023.

➤ **The process and manner for remote e-voting and attending General Meeting are as under:**

Process and manner for 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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistr>

	<p>ation</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

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

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

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

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

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 neerajarora.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

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_mind@monnetgroup.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 (isc_mind@monnetgroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ensuing EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the ensuing EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the ensuing EGM 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 ensuing EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the ensuing EGM. However, they will not be eligible to vote at the ensuing EGM.
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 ensuing EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ensuing EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the ensuing EGM 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (isc_mind@monnetgroup.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members may register themselves as a speaker from 29th January 2023 at 9:00 a.m. IST to 31st January 2023 till 5:00 p.m. IST for the same.

EXPLANATORY STATEMENT

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

IN RESPECT OF SPECIAL BUSINESS MENTIONED UNDER ITEM NO. 1, OF THE ACCOMPANYING NOTICE

The Company had issued 15,00,000 (Fifteen Lakh) 10% Non-Cumulative, Non-Convertible Redeemable Preference shares of Rs. 100/- (Rupee Hundred Only) dated 31st March 2014 for a period of 9 years, which will be due for redemption on 30th March 2022.

There has been no business in the Company for the last few years as such there is practically no cash flow to meet any upcoming liabilities. It is proposed to restructure the Balance sheet to make it healthier and eligible to restart the business either looking at fresh option or aligning with some other existing business. Any such idea once frozen will be put to the shareholders separately. In the meantime the restructuring of the Balance sheet will involve giving right of conversion to the companies which have extended loan to us, the details of which is given at item no 3, 4 and 5 of the notice and also defer the obligation of redemption of preference shareholders due in March 2023 to March 2030 with put and call option exercisable after five years after 31st March, 2028.

Pursuant to section 48 of the Companies Act, 2013 and other applicable provisions, if any, since the share capital of the Company divided into different classes of shares, the right attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class. Also, section 55 of the Companies Act, 2013 provides that redeemable preference shares can be issued for a maximum period of 20 years, therefore the meeting of the Preference shareholders is scheduled to be held on 07th February, 2023 at 12:00 P.M before the Extra ordinary general meeting for variation in their right to the extent that the tenure of redemption shall be extended for **Eleven** years from due date of redemption as mentioned above.

The above said variation consented by the Preference shareholders, should also be consented by the Equity Shareholders, Accordingly consent of the Equity Shareholders of the Company is hereby sought by way of Special Resolution as set out at item no-1, of the Notice convening the Meeting.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

In respect of Special business mentioned under item no. 2, of the accompanying Notice

In order to expand the Capital Base to facilitate conversion of Loan into Redeemable Preference Shares (RPS) by issuing Preference Shares of the Company, the Company proposed to increase its Authorised Equity Share Capital from the existing Capital of Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 40,00,000 (Forty Lacs) equity shares of Rs. 10/- (Rupee Ten Only) each and 15,00,000 (Fifteen Lakh) 10% Non-Cumulative, Non-Convertible Redeemable Preference shares of Rs. 100/- (Rupee Hundred Only) to Rs. 109,00,00,000 (Rupees One Hundred Nine Crore only) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 4,00,00,000 (Four Crores) and 1,05,00,000 (One Crore Five Lakh) Preference Shares of Rs.100/- (Rupees Hundred Only) each.

Further, as per the provisions of Companies Act, 2013, in order to reflect the proposed increase in Authorised Share Capital of the Company, the existing Capital Clause is consequently required to be altered; hence it is necessary to alter the Capital Clause i.e. Clause V of Memorandum of Association of the Company.

Accordingly, the Ordinary resolution contained in Item No. 2 seeks to increase the Authorised Share Capital of the Company as aforesaid and to alter the Capital Clause i.e Clause V of the Memorandum of Association of the Company to reflect such increase in the Authorised Share Capital of the Company.

Accordingly, Your Directors recommends the Ordinary resolution set out in item no. 2 of the accompanying Notice for approval of the Members.

A copy of the Memorandum of Association of the Company together with proposed alterations is available for inspection by the Members of the Company at the venue of the Extra Ordinary General Meeting

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

In respect of Special business mentioned under item no. 3, 4 & 5 of the accompanying Notice

Your Company had obtained an Unsecured Loan in one or more tranches from the followings:-

S.NO	Name of the Companies ("Lenders")	Amount of Loan
1	Ishan Technical Plant Services Private Limited	Rs. 40,00,000/-
2	Real Technical Solutions Private Limited	Rs. 25,00,000/-
3	Talento Technical Plant Services Private Limited	Rs. 25,00,000/-

on the terms and conditions as defined in the Loan agreements dated 29th August, 2018 and and the total outstanding principal amount is Rs. 90,00,00,000/- (Rupees Ninety Crores only).

As the loan amount has remained outstanding, the Lenders approached the Company for inclusion of conversion right in the Loan Agreements. The Lender and the Company decided to enter into Supplementary Loan Agreements which shall provide for the right to the Lenders called "Conversion Right" to convert outstanding loans into fully paid up redeemable preference shares of the Company at par (Rs. 100/- each) on such terms & conditions as mentioned in the Supplementary Loan Agreements.

Further, as per Section 62(3) of the Companies Act, 2013, in order to enter into supplementary Loan Agreements, to accord consent to the Board of Directors of the Company to convert said outstanding Loans into redeemable preference shares of the Company, such terms of conversion option have to be approved by a Special Resolution passed by the Members of the Company in General Meeting of the Company.

The conversion of Loans shall be in accordance with the following conditions:

- The Company on receipt of notice from Lenders shall allot and issue the requisite number of fully paid-up RPS to the Lender and such lender shall accept the same in the satisfaction of the Loan of the Lenders so converted, as envisaged under the Amendment Agreement;
- Upon such conversion, the Loan Agreements stands terminated and no amount will be pending or due from the Borrower to the Lenders.
- The RPS to be allotted pursuant to the exercise of the right of conversion of Loan shall be subject to the Memorandum and Articles of Association of the Company.
- The Conversion shall be done keeping in view the best interest of the Company and the Lenders.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Size of the Issue (Number of Preference Shares to be issued and Nominal Value of each share)	upto 90,00,000 (Ninety Lakhs) Redeemable Preference Shares ('RPS') of Rs. 100/- (Rupees Hundred Only) each, aggregating upto Rs. 90,00,00,000 (Rupees Ninety Crores only), in one or more tranche(s)
Nature of such shares	Redeemable Preference Shares
Objective of the Issue	Conversion of Loan into Redeemable Preference Shares
Manner of Issue of Shares	Conversion of Loan
Price at which Shares are proposed to be issued	Rs. 100/- at Par

Basis on which price has been arrived at	Not applicable as shares are being issued at par
Terms of Issue	As specified in resolution
Rate of Dividend	0.01%
Term of Redemption including Tenure of Redemption	No RPS shall be redeemed unless fully paid-up. RPS are Redeemable on 20 th year from the date of issue.
Redemption of Shares at premium	NA
The terms of conversion	The holders of the Preference Shares have a right to convert Preference Shares into Equity Shares in case of default at the time of Redemption.
Manner and mode of Redemption	The Preference shall be redeemed out of profits available for distribution of profits at the end of 20th years
The current shareholding pattern of the Company	As per Annexure 1
Expected dilution in Equity Share Capital upon conversion of preference shares.	NA

In view of the above, the Board of Directors recommends the resolution as set out in Item No. 3, 4 & 5 of this accompanied Notice for approval of the Shareholders as a Special Resolution to be passed at the ensuing Extra Ordinary General Meeting of the Company.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

By order of the Board of Directors

MONIND LIMITED

SD/-

(Priya)

Company Secretary

(M.No. A43972)

Date : 05.01.2023

Place : New Delhi

MONIND Shareholding Pattern

S.No	CATEGORY OF MEMBER	No of Shares	Percentage
A	Promoter		
1	INDIVIDUAL	139101	3.78
2	BODY CORPORATE	2621821	71.22
	Total (B)	2760922	75
B	PUBLIC SHAREHOLDING		
	INSTITUTIONS	207251	5.63
	NON-INSTITUTIONS		
	Resident	423826	11.52
	Non-Resident	90108	2.45
	Body Corporate	169155	4.59
	Any other	30000	0.81
	Total (B)	920340	25
C	Grand Total (A + B) Paid Share Capital	3681262	100