

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 34<sup>th</sup> ANNUAL GENERAL MEETING ('AGM') OF MORGAN VENTURES LIMITED** will be held at Tuesday, the 14<sup>th</sup> September, 2021 at 10.00 A.M. at the office of the Company at 53, Friends Colony (East), New Delhi 110065 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2021 including audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shahzeb Khan (DIN No. 05102379), who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, Mr. Kuldeep Kumar Dhar (DIN No. 00299386), who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> August, 2021 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up-to the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as Executive – Non Independent Director of the Company, whose period is liable to determination by retirement of directors by rotation.

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, Mrs. Madhu (DIN: 09065199) who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> February, 2021 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up-to the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as Non-Executive – Non Independent Director of the Company, whose period is liable to determination by retirement of directors by rotation.”

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

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

**“RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Members be and is hereby accorded to approve the appointment of Mr. Sanjiv Bansal (DIN: 00417480) as an Independent Director of the Company for a period of five years which is appointed as Additional Director of the Company with effect from 17<sup>th</sup> June, 2021 or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations, or guidelines.”

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

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution** for Appointment of Mr. Kuldeep Kumar Dhar (DIN No. 00299386) as the Managing Director of the Company :-

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Kuldeep Kumar Dhar (DIN No. 00299386) as the Managing Director of the Company for a period of Five years with effect from 14<sup>th</sup> August , 2021, who shall be liable to retire by rotation, upon the terms and conditions as specifically mentioned in the explanatory statement annexed to this Notice.”

**“FURTHER RESOLVED THAT** in the event of any loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Kuldeep Kumar Dhar (DIN No. 00299386), he shall be paid remuneration n as specified under Section II A of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.

**“FURTHER RESOLVED THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution .”

7. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time

being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no.1 to 11.”

**“RESOLVED FURTHER THAT** the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 34 be and is hereby stands deleted and replaced by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 58.

**“RESOLVED FURTHER THAT** the existing Clause III C containing the “Other Objects” sub clause no. 1 to 24 be and is hereby also stands deleted in full.

**“RESOLVED FURTHER THAT** consent of shareholders of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Mr. Kuldeep Kumar Dhar (DIN No. 00299386), Managing Director & Mrs. Madhu, Director of the company and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

8. Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association containing, inter-alia, Article no. 1 to Article no. 165 in place of existing Articles of Association containing Article No. 1 to Article No. 165 as available for inspection in the meeting and at the registered office of the company during working hours.”

**“RESOLVED FURTHER THAT** Mr. Kuldeep Kumar Dhar (DIN No. 00299386), Managing Director & Mrs. Madhu, Director of the company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board  
For Morgan Ventures Limited**

**Place: New Delhi  
Date: 14/08/2021**

**Sd/-  
Anand Kumar Mishra  
Company Secretary**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 07<sup>th</sup> September, 2021 to 14<sup>th</sup> September, 2021, both days inclusive,

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. 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.

4. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

5. Electronic copy of the Annual Report for 2021 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2021 are being sent in the permitted mode.

Electronic copy of the Notice of the 34<sup>th</sup> AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 34<sup>th</sup> AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

6. Members may also note that the Notice of the 34<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2021 will also be available on the Company's website [www.morganventures.in](http://www.morganventures.in) for their download.

7. No gift/ coupon will be distributed at Annual General Meeting.

8. 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 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.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.morganventures.in](http://www.morganventures.in). 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).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 10<sup>th</sup> September, 2021 at 09:00 A.M. and ends on Monday, 13<sup>th</sup> September, 2021 at 05:00 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. 07<sup>th</sup> September, 2021, 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 07<sup>th</sup> September, 2021.

**How do I vote electronically using NSDL e-Voting system?**

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 <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

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 My easi.</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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting..
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 [pardeep\\_may1988@yahoo.co.in](mailto:pardeep_may1988@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.: +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the [secretarial@goyalgroup.com](mailto:secretarial@goyalgroup.com).

**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 [secretarial@goyalgroup.com](mailto:secretarial@goyalgroup.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 [secretarial@goyalgroup.com](mailto:secretarial@goyalgroup.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 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.

### **EXPLANATORY STATEMENT:**

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 As required under Section 102 (1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos.3 to 5 of this Notice.

### **ITEM 3:**

Mr. Kuldeep Kumar Dhar (DIN No. 00299386) on the recommendation of Nomination and Remuneration Committee was appointed as an Additional Director with effect from 14<sup>th</sup> August, 2021 by the Board in accordance with the Articles of Association of the Company and Section 161 of the Companies Act, 2013. As per Section 161, Mr. Kuldeep Kumar Dhar (DIN No. 00299386) shall hold office up to the date of the ensuing Annual General Meeting subject to approval by shareholders for his appointment as Director in the Annual General Meeting.

Consent of the Members by way of **Ordinary Resolution** is required for appointment of Mr. Kuldeep Kumar Dhar (DIN No. 00299386), in terms of Section 161 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Company has issued notice in writing under provisions of Article-12 (A) of the Article of Association and provision of Section 160 of the Companies Act, 2013 from a member along with security deposit of 5001 proposing his candidature as the Director of the Company.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Kuldeep Kumar Dhar (DIN No. 00299386) has been received by the Company, and consent has been filed by Mr. Kuldeep Kumar Dhar (DIN No. 00299386) pursuant to Section 152 of the Act. Additional information in respect of Mr. Kuldeep Kumar Dhar (DIN No. 00299386), pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Directors Report' and 'Report on Corporate Governance'. The Board recommends this Special Resolution for your approval.

Mr. Kuldeep Kumar Dhar (DIN No. 00299386), interested in the resolutions set out at Item No. 3 of the Notice with regard to their respective appointments, and relatives of the said Directors may be deemed to be interested in the said resolutions to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolutions.

### **ITEM 4:**

Mrs. Madhu on the recommendation of Nomination and Remuneration Committee was appointed as an Additional Director with effect from 12<sup>th</sup> February, 2021 by the Board in accordance with the Articles of Association of the Company and Section 161 of the Companies Act, 2013. As per Section 161, Mrs. Madhu shall hold office up to the date of the ensuing Annual General Meeting subject to approval by shareholders for her appointment as Director in the Annual General Meeting.

Consent of the Members by way of **Ordinary Resolution** is required for appointment of Mrs. Madhu, in terms of Section 161 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018,

The Company has issued notice in writing under provisions of Article-12 (A) of the Article of Association and provision of Section 160 of the Companies Act, 2013 from a member along with security deposit of 5001 proposing his candidature as the Director of the Company.

Requisite Notice under Section 160 of the Act proposing the appointment of Mrs. Madhu has been received by the Company, and consent has been filed by Mrs. Madhu pursuant to Section 152 of the Act. Additional information in respect of Mrs. Madhu, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Directors Report' and 'Report on Corporate Governance'. The Board recommends this Special Resolution for your approval.

Mrs. Madhu, interested in the resolutions set out at Item No. 4 of the Notice with regard to their respective appointments, and relatives of the said Directors may be deemed to be interested in the said resolutions to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolutions.

#### **ITEM 5:**

The Board of Directors of the Company ("the Board") at the meeting held on 17<sup>th</sup> June, 2021, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. Sanjiv Bansal as an Additional Director in Independent Director Category of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") or any amendment thereto or modification thereof.

The Board is of the view that the association of Mr. Sanjiv Bansal would benefit the Company, given by the knowledge, experience and performance of Mr. Sanjiv Bansal, and contribution to Board processes by him. Declaration has been received from Mr. Sanjiv Bansal that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Sanjiv Bansal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of **Special Resolution** is required for appointment of Mr. Sanjiv Bansal, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Sanjiv Bansal has been received by the Company, and consent has been filed by Mr. Sanjiv Bansal pursuant to Section 152 of the Act. Additional information in respect of Mr. Sanjiv Bansal, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Directors Report' and 'Report on Corporate Governance'. The Board recommends this Special Resolution for your approval.

Mr. Sanjiv Bansal, interested in the resolutions set out at Item No. 5 of the Notice with regard to their respective appointment, and relatives of the said Director may be deemed to be interested in the said resolutions to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolutions.

**ITEM - 6:**

The Board of Directors of the Company, vide Board Resolution dated 14<sup>th</sup> August 2021, appointed Mr. Kuldeep Kumar Dhar (DIN No. 00299386) Managing Director of the Company for a period of 5 years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2026 on the remuneration and other terms & conditions as approved by the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 14.08.2021.

The terms and conditions of appointment of Mr. Kuldeep Kumar Dhar (DIN No. 00299386), Managing Director are as under:-

- 1) Term of Appointment:  
5 (Five) years with effect from 14<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2026
- 2) Remuneration:
  - (a) Salary: NIL per Month
- 3) Perquisites:
  - (a) Leave: On full pay and allowances in accordance with the Rules of the Company.
  - (b) Provident Fund & Superannuation Fund: Contribution to provident Fund and Superannuation Fund in accordance with the Rules of the Company.
  - (c) Gratuity: One half month's salary for each completed year of service in accordance with the Rules of the Company.
  - (d) Encashment of Earned Privilege Leave (accumulated and not availed of during the tenure) at the end of the tenure, as per Rules of the Company.

Mr. Kuldeep Kumar Dhar (DIN No. 00299386), Managing Director will be liable to retire by rotation.

Mr. Kuldeep Kumar Dhar (DIN No. 00299386), will be paid sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The brief profile of Mr. Kuldeep Kumar Dhar (DIN No. 00299386), as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as **Exhibit A to this Notice**.

Mr. Kuldeep Kumar Dhar (DIN No. 00299386), interested in the resolutions set out at Item No. 6 of the Notice with regard to their respective appointment, and relatives of the said Directors may be deemed to be interested in the said resolutions to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested in the said resolutions.

The Board recommends this **Special Resolution** for your approval

**Item No. 7:**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company

with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging and retaining the Objects under Clause III (C) "The Other Objects are" with Clause III (B) "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and re-number the Clause III (A) and III (B) of the Object Clause.

The Board at its meeting held on 14<sup>th</sup> August, 2021 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 8:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On 12 September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of **Special Resolution** is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members.

Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company

**By order of the Board  
For Morgan Ventures Limited**

**Place: New Delhi  
Date: 14/08/2021**

**Sd/-  
Anand Kumar Mishra  
Company Secretary**

**Exhibit A**

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

<b>Sl. No.</b>	<b>Nature of Information</b>	<b>Item No.1 Mr. Kuldeep Kumar Dhar</b>	<b>Item No. 2 Mrs. Madhu</b>	<b>Item. No.3 Mr. Sanjiv Bansal</b>
1	Director Identification Number	00299386	09065199	00417480
2	Date of Birth	19.04.1953	14.12.1970	30.12.1959
3	Date of Appointment	14/08/2021	12/02/2021	17/06/2021
4	Director of Company since	14/08/2021	12/02/2021	17/06/2021
5	Qualifications	Graduate and CA Inter	Graduate	MBBS
6	Expertise in specific Functional areas	Management and Administration	Administration	Management and Administration
7	Relationships between directors inter-se	N.A.	N.A.	N.A.
8	Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Morgan Towers Pvt. Ltd.</li> <li>2. Faridabad Implements Pvt. Ltd.</li> <li>3. Morgan Signature Towers Pvt. Ltd.</li> <li>4. Yamuna Infratech Pvt. Ltd.</li> <li>5. Khandwa Bio-Tech Pvt. Ltd.</li> <li>6. Morgan Super Build Structure Pvt. Ltd.</li> <li>7. Morgan Inframart Pvt. Ltd.</li> <li>8. Live Life Infratech Pvt. Ltd.</li> <li>9. Morgan Real Infratech Planners Pvt. Ltd.</li> <li>10. Decent Real Estate Projects Pvt. Ltd.</li> <li>11. Morgan Land Division Pvt. Ltd.</li> <li>12. Goyal Towers Pvt. Ltd.</li> <li>13. Yamuna Land Infra Pvt. Ltd.</li> </ol>	N.A.	<ol style="list-style-type: none"> <li>1. Namedi Leasing &amp; Finance Ltd.</li> <li>2. Express Meditech Pvt. Ltd.</li> </ol>
9	Memberships/ Chairmanships of committees of other companies	N.A.	N.A.	N.A.
10	Chairman/ member of the mandatory committees of the board of the companies on which he is a director as on 31 March, 2021	Member – Audit Committee Member–Shareholder Relationship Committee	Member–Nomination and Remuneration Committee Member–Shareholder Relationship Committee	Member–Audit Committee Member– Nomination and Remuneration Committee Chairman–Shareholder Relationship Committee
11	Number of shares held in the Company	0	0	0