

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, pursuant to a valid requisition under section 100 of the Companies Act, 2013 given by Mrs. Mala Garg, who holds 12.97% of the paid up equity share capital of the company, an Extra-Ordinary General Meeting (EGM) of **MECAMIDI HPP INDIA PRIVATE LIMITED** will be held on Monday, the 19th day of July, 2021 at 01:00 P.M. (Indian Standard Time) through Video Conference (VC) facility, at the Corporate Office of the Company situated at G-21, Sector-63, Gautam Budh Nagar, Noida-201301, Uttar Pradesh, India to consider the following proposal put forth by the requisitioner:

SPECIAL BUSINESS:

Item No. 01

REMOVAL OF MR. JEAN LEON ZEKRI (DIN: 01459335) AS DIRECTOR OF THE COMPANY:

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 169 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Jean Leon Zekri (DIN: 01459335), Director of the Company be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution.”

Date: 25th June, 2021

Place: Noida, India

By Order of the Board of Directors

For MECAMIDI HPP INDIA PRIVATE LIMITED



(Sanjeev Kapoor)

Managing Director

DIN: 01201496

MECAMIDI HPP INDIA PRIVATE LIMITED

Correspondence Address: G-21, Sector-63, Noida, Uttar Pradesh-201 301 (India) | Tel : +91 120 4699111 | Fax : +91 120 4699199

E-mail : contact@mecamidihpp.com | Website : www.mecamidihpp.com

Regd. Office : 116, First Floor, DLF Tower B, Jasola, New Delhi- 110025 (India)

CIN No : U74899DL1995PTC065549

NOTES:

- 1 The explanatory statement setting out the material facts pursuant to Section 102 of the Companies act, 2013, relating to special business to be transacted at the Meeting is annexed herewith.

General Information to the Members regarding the framework provided in the Ministry of Corporate Affairs General Circular No. 14/2020 and 17/2020, dated 08th April, 2020 and 13th April, 2020 respectively with respect to holding EGM through Video Conference

Considering the present circumstances caused by the pandemic COVID-19 and in order to avoid gathering of persons in common places, the Ministry of Corporate Affairs vide its General Circular No.14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.22/2020 dated 15th June, 2020, Circular No.33/2020 dated 28th September, 2020, Circular No.39/2020 dated 31st December, 2020 and Circular No.10/2021 dated 23rd June 2021 has allowed the Companies to conduct Extraordinary General Meetings [EGM] through Video Conferencing or Other Audio-Visual Means. Accordingly, this EGM is held through video conference mode. In order to provide better clarity and understanding to the Members, the framework provided by the MCA in the relevant Circulars is summarized below:

- a) This EGM convened through video conference is in compliance with the applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs General Circular No.14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.22/2020 dated 15th June, 2020, Circular No.33/2020 dated 28th September, 2020, Circular No.39/2020 dated 31st December, 2020 and Circular No.10/2021 dated 23rd June 2021.
- b) A Member can attend the EGM through Video Conference facility arranged by the Company. All care has been taken by the Company to ensure that the video conference facility arranged by the Company allows two-way teleconferencing for the easy participation of all the Members. The Members are allowed to ask questions concurrently or shall submit the questions in advance at the email address of the Whole time Director of the Company i.e. amarjeet.singh@mecamidihpp.com
- c) The facility for joining the meeting will be kept open for 15 minutes before the scheduled time to start the meeting and will be closed only after the expiry of 15 minutes after such scheduled time.

- d) As per the aforementioned MCA General Circulars, the requirement of quorum for a general meeting in pursuance of 103 of Companies Act, 2013 has been extended for general meeting held through video conference also. Therefore, the Members attending EGM through video conference will be counted for the quorum of the meeting.
- e) With regard to the manner of appointment of Chairman for the meeting, the relevant MCA circular stipulates that either it shall be based on the provisions of Articles of Association of the Company or in the manner as provided in the Circular. As per the Clause 45 of the Articles of Association of your Company, the Chairman of the Board of Directors shall be entitled to take chair at every general meeting. Accordingly, the Chairman of the Board will be the Chairman for this EGM.
- f) The auditor of the company or his authorized representative will attend the EGM through video conference.
- g) Pursuant to Section 105 of the Companies Act, 2013 a member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in a general meeting. However, this EGM is convened through the video conference in compliance with the aforementioned General Circulars issued by MCA. As per the said MCA General Circulars if a general meeting is held through video conference, the facility of appointment of proxies by members is not available. Hence, appointment of proxies is not allowed for this EGM.
- h) In pursuance of section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
- i) As the total number of members in the Company falls below 50, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member. If a poll is required to be taken during the meeting on any resolution, the members may convey their vote at the Email address of the Whole time Director of the Company i.e. amarjeet.singh@mecamidihpp.com.
- j) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC/OAVM.

- k) Pursuant to the provisions of Rule 18 of the Companies (Management and Administration) Rules 2014 and in compliance with the Ministry of Corporate Affairs General Circular No 14/2020 dated 8th April 2020 and Circular No 17/2020 dated 13th April 2020; this notice shall be delivered to the members only to the email ids registered with the company.
- l) A copy of the notice shall also be posted on the website of the company.
- m) The link for attending the meeting will be sent one day prior to the meeting to the members on the email ids registered with the company.
- n) For any assistance, a member may contact the Whole time Director, Mr. Amarjeet Singh (Mobile No. 91-9818455727 and Email ID: amarjeet.singh@mecamidihpp.com) during business hours. Upon request of members, the inspection of statutory register can be made available through electronic mode.

ENCL: -

1. Special Notice dated 10th June 2021 received from Mrs. Mala Garg, member of the Company.
2. Copy of representation dated 18th June 2021 received from Mr. Jean Leon Zekri, Director of the Company.

Date: 25th June, 2021

Place: Noida, India

**By Order of the Board of Directors
For MECAMIDI HPP INDIA PRIVATE LIMITED**



(Sanjeev Kapoor)
Managing Director
DIN: 01201496

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying notice.

ITEM NO.1

This is to inform the members of the company that the company has received a special notice from Mrs. Mala Garg, member of the company on 10.06.2021 in pursuance of the provisions of section 115 read with section 100(2)(a) of the Companies Act, 2013 requesting for convening an Extraordinary General Meeting of the members of the company for moving an ordinary resolution for the removal of Mr. Jean Leon Zekri from the office of the Director of the company pursuant to the provisions of Section 169 of the Companies Act, 2013. Copy of the special notice received from Mrs. Mala Garg is annexed herewith and marked as **Annexure-A**.

The Paid-up Capital of the Company as on 10/06/2021 is Rs. 1,31,50,000/- (Rupees One Crore Thirty One Lakhs and Fifty Thousand Only) divided into 13,15,000 (Thirteen Lakh Fifteen Thousand Only) Equity Shares of Rs. 10/- each and Mala Garg holds 1,70,584 (One Lakh Seventy Thousand Five Hundred Eighty Four only) Equity Shares representing 12.97% of the paid up equity share capital of the company, which is more than 1% of the total voting power and 10% of the paid up capital as prescribed in section 115 and section 100 of the Companies Act, 2013 respectively and is therefore entitled to give such notice under section 115 read with section 100 of the Companies Act, 2013.

It may be noted that, Mr. Jean Leon Zekri (DIN: 01459335) was appointed as Additional Director on the Board of the Company on 17th January 2012 and regularized as Director of the Company by the members of the Company at the Annual General Meeting (AGM) held on 29th September 2012.

The Board of the directors of the company would like to clarify that the copy of the special notice received from Mrs. Mala Garg is being sent along with this notice with a view to provide the relevant background concerning Item No. 1 of the special business to be transacted at the Extra-ordinary General Meeting. Consequently, the company, the Board of the Directors of the company and its officers do not take any responsibility for the same.

It is to further inform the members of the company that, on receipt of the special notice from Mrs. Mala Garg, the company had immediately sent the copy of special notice to Mr. Jean Leon

Zekri via e-mail on 10/06/2021 and via courier on 11/06/2021 in pursuance of the provisions of Section 169(3) of the Companies Act, 2013.

Pursuant to section 169(4) of the Companies Act, 2013, the director being sought to be removed has a right to make representation to the members of the company in the manner stated therein. It is to further inform the members that Mr. Jean Leon Zekri has send the representation dated 18th June 2021 in writing to the company in respect of his removal.

Further in terms of section 169(4) of the Companies Act, 2013, the copy of the representation received from Mr. Jean Leon Zekri is being sent along with this notice for your kind consideration. Copy of the representation received from Mr. Jean Leon Zekri is annexed herewith and marked as **Annexure-B**.

Other than Mr. Jean Leon Zekri, Director of the Company, none of the Director or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of resolution proposed at item No.1.

Date: 25th June, 2021
Place: Noida, India

By Order of the Board of Directors
For MECAMIDI HPP INDIA PRIVATE LIMITED



(Sanjeev Kapoor)
Managing Director
DIN: 01201496