

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting of the members of **MECAMIDI HPP INDIA PRIVATE LIMITED** will be held on Tuesday, the 21st day of September, 2021 at 01:00 P.M. (Indian Standard Time) through Video Conference (VC) facility, at the Registered Office of the Company situated at Property No. 116, First Floor, DLF Tower B, Jasola, New Delhi-110025 to transact the following special business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 with the Schedules and Notes attached thereto, alongwith the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Alteration of Articles of Association of the company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, including any amendment or re-enactment thereof, the consent of the members of the company be and is hereby accorded by way of special resolution to insert the following new Article 23A and Article 23B after the existing Article 23 of the Articles of Association of the Company:

23A. Subject to the provisions of Section 56 of the Companies Act, 2013 any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders, the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptors and if the shares of any of them are not so accepted within one month from the date of notice to the Board, the members proposing transfer shall, be at liberty, subject to Articles 22 and 23 hereof, to sell and transfer the shares to any person at the same or at a higher price.

23B. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's spouse or child or children of his/ her heirs.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may consider appropriate to give effect to the above said resolution.”

Date: 27th August, 2021

Place: New Delhi

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

(Amarjeet Singh)

Whole Time Director-cum-Chairperson

DIN: 01272984

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 and forms part of this notice.

General Information to the Members regarding the framework provided in the Ministry of Corporate Affairs General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May 2020 and Circular No. 02/2021 dated 13th January 2021 with respect to holding AGM 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. 20/2020 dated 05th May 2020 and Circular No. 02/2021 dated 13th January 2021 has allowed the Companies to conduct Annual General Meeting [AGM] through Video Conferencing or Other Audio-Visual Means. Accordingly, this AGM 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 AGM 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. 20/2020 dated 05th May 2020 and Circular No. 02/2021 dated 13th January 2021.

MECAMIDI HPP INDIA PRIVATE LIMITED

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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

- b) A Member can attend the AGM 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 Wholetime 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 AGM 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 AGM.
- f) The auditor of the company or his authorized representative will attend the AGM 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 AGM 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 AGM.
- h) In pursuance of section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM 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 Wholetime Director of the Company i.e. amarjeet.singh@mecamidihpp.com.

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- 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 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May 2020 and Circular No. 02/2021 dated 13th January 2021, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through 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 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May 2020 and Circular No. 02/2021 dated 13th January 2021; this notice shall be delivered to the members only to the email ids registered with the company.
- l) The Notice for this Meeting along with requisite documents and the Annual Report for the financial year 2020-21 shall also be available 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 Wholetime 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. Annual Report of the Company for the financial year ending on 31st March 2021.
2. Set of Amended Articles of Association of the Company for the approval by the members.

Date: 27th August, 2021

Place: New Delhi

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

(Amarjeet Singh)

Whole Time Director-cum-Chairperson

DIN: 01272984

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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. 2 of the accompanying notice.

ITEM NO. 2

This is to inform the members that in the year 2012, Mecamidi S.A., France (which is currently in Liquidation in pursuance of order dated 13.10.2020 passed by the Hon'ble Commercial Court at Paris, France) had become a shareholder of the Company. A new set of articles of association of the Company were adopted by the Company in order to maintain the spirit of the joint venture, *inter alia*, with effect from 17.01.2012. These articles of association in article 8, 9, 10 and 11 laid down the mechanism in relation to the transfer of shares of the Company. These articles remained intact even after the subsequent amendment to the articles of association of the Company which was carried out with effect from 09.01.2015. However, at the time of adoption of new set of articles of association under the provisions of the Companies Act, 2013 which was carried out with effect from 19.12.2017, while the previous article 8 and 9 were duly incorporated and renumbered in the form of article 22 and 23, but due to clerical oversight, the previous article 10 and 11 were left out from being incorporated into the new set of articles of association. The previous article 10 and 11 provided as follows:

10. Subject to the provisions of Section 108 of the Companies Act, 1956 any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders, the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptors and if the shares of any of them are not so accepted within one month from the date of notice to the Board, the members proposing transfer shall, be at liberty, subject to Articles 8 and 9 hereof, to sell and transfer the shares to any person at the same or at a higher price.

11. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's spouse or child or children of his/ her heirs.

The aforesaid articles are a touchstone of any joint venture company and are very necessary for the purposes of protecting the business interests of the Company. It is therefore proposed to correct the aforesaid oversight by inserting the following new Article 23A and Article 23B after the existing Article 23 of the Articles of Association of the Company.

23A. Subject to the provisions of Section 56 of the Companies Act, 2013 any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders, the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptors and if the shares of any of them are not so accepted within one month from the date of notice to the Board, the members proposing transfer shall, be at liberty, subject to Articles 22 and 23 hereof, to sell and transfer the shares to any person at the same or at a higher price.

23B. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's spouse or child or children of his/ her heirs.

The Board of the Directors of the company in its meeting held on 24th August 2021 has accorded their approval for the aforesaid alterations to the Articles of Association of the Company subject to the approval of members in the general meeting. As according to the provisions of section 14 of the Companies Act, 2013 any alteration in the Articles of Association shall be approved by the members by passing special resolution in the general meeting, therefore, the Directors seek your approval to pass the proposed resolution as special resolution to comply with the requirements of the Companies Act, 2013.

Set of amended Articles of Association is attached herewith.

The company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

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.2.

Date: 27th August, 2021

Place: New Delhi

By Order of the Board of Directors

For MECAMIDI HPP INDIA PRIVATE LIMITED

(Amarjeet Singh)

Whole Time Director-cum-Chairperson

DIN: 01272984