

NOTICE

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of Members of **Magarpatta Township Development and Construction Company Limited** ("The Company") is scheduled to be held on **Thursday, 30th September, 2021 at 04:30 P.M. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) Means. No physical meeting of members will be held, however, the meeting will be deemed to have been held at 5, Magarpatta City, Aditi Garden, Hadapsar, Pune 411013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To ratify interim dividends paid on equity shares for the financial year ended 31st March, 2021.
3. To reappoint a Director in place of Mr. Chetan Vitthal Tupe (DIN: 00030317), Director who retires by rotation and being eligible offers himself for reappointment.
4. To reappoint a Director in place of Mr. Mangesh Anandrao Tupe (DIN: 00128175), Director who retires by rotation and being eligible offers himself for reappointment.
5. To reappoint a Director in place of Mr. Avinash Arjun Tupe (DIN: 01217414), Director who retires by rotation and being eligible offers himself for reappointment.

Special Business

6. **To approve the remuneration of Cost Auditors.**

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 148 read with the Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the payment of remuneration of Rs.1,00,000/- (Rupees One Lakh only) plus applicable taxes and out of pocket expenses that may be incurred to **M/s. A. J. Paranjape & Co.** Cost Accountants (Firm Registration. No. 100480), appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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.”

7. **To consider the change in designation of Mr. Maloji Baburao Bhosale, (DIN: 00011256) 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 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. Maloji Baburao Bhosale (DIN: 00011256)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Satish Dattatray Magar, Managing Director (DIN: 00007613) and/or Mr. Umesh Dattatray Magar, Whole Time Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

8. To consider the change in designation of Mr. Nandkumar Dnyanoba Magar, (DIN: 05115758) 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 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. Nandkumar Dnyanoba Magar (DIN: 05115758)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Satish Dattatray Magar, Managing Director (DIN: 00007613) and/or Mr. Umesh Dattatray Magar, Whole Time Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

9. Appointment of Mr. Jayprakash Jagannath Girme (DIN-03607215) as an Independent 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 Mr. Jayprakash Jagannath Girme (DIN-03607215)**, whose appointment as an Additional Director and Independent Director has been approved by the Board of Directors in their meeting held on 22nd March, 2021(to be effective from 25th March, 2021) to hold the office till the date of the 27th Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 the Nomination and Remuneration Committee has proposed his candidature for the office of Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149,152 read with schedule IV & all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment & Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, **Mr. Jayprakash Jagannath Girme (DIN-03607215)**, who has submitted a declaration that he meets the criteria of independent under Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 25th March, 2021 to 24th March, 2026.

RESOLVED FURTHER THAT Mr. Satish Dattatray Magar, Managing Director (DIN: 00007613) and/or Mr. Umesh Dattatray Magar, Whole Time Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

10. Appointment of Mr. Swastik Sirsikar (DIN-00552722) as an Independent 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 Mr. Swastik Sirsikar (DIN-00552722)**, whose appointment as an Additional Director and Independent Director has been approved by the Board of Directors in their meeting held on 22nd March, 2021 (to be effective from 25th March, 2021) to hold the office till the date of the 27th Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 the Nomination and Remuneration Committee has proposed his candidature for the office of Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149,152 read with schedule IV & all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment & Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, **Mr. Swastik Sirsikar (DIN-00552722)**, who has submitted a declaration that he meets the criteria of independent under Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 years with effect from 25th March, 2021 to 24th March, 2026.

RESOLVED FURTHER THAT Mr. Satish Dattatray Magar, Managing Director (DIN: 00007613) and/or Mr. Umesh Dattatray Magar, Whole Time Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

11. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company 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 include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. taken by any person in whom any of the director of the company is interested upto an amount not exceeding **Rs. 100,00,00,000 (Rupees One Hundred Crores** [in addition to the limit of Rs. 330,00,00,000 (Rupees Three Hundred and Thirty Crores) already approved by the members in the Annual General Meeting held on 14th September, 2019.]

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

By Order of the Board of Directors

For **MAGARPATTA TOWNSHIP DEVELOPMENT AND
CONSTRUCTION COMPANY LIMITED**

SATISH DATTATRAY MAGAR

Managing Director

DIN: 00007613

Date: 04th September, 2021

Place: Pune

NOTE:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 6 to Item No. 11 of the Notice, is annexed hereto. The Board of Directors are of the opinion that the special business set out under Item No. 6 to Item No. 11 being considered unavoidable, be transacted at this AGM of the Company.
2. In view of the second wave of the COVID-19 pandemic, and adhering to the norms issued by local authorities to contain the spread of Corona virus, and pursuant to the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs (MCA) wherein holding of Annual General Meeting is allowed through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) Means. The 27th Annual General Meeting of the Company will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) Means only. There will be no physical meeting of members. However, members can attend and participate in the AGM through VC/OAVM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to cs@magarpattacity.com
5. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM and will be available for members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
6. The Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committees who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the AGM Notice is disseminated on the website at www.magarpattacity.com and of the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
9. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 02/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs (MCA).
10. Members are requested to update or intimate change, if any, in their address, Email ID, etc. along with the Folio details and PAN at our email address at cs@magarpattacity.com.
11. Notice of AGM and Annual Report for the FY 2020-21 are being sent electronically to the members whose email IDs are registered with the company. Any members who has not registered his/her email ID, may register his/her email ID with the Company and may also request for a copy of Annual Report electronically. The meeting being held through video conferencing means the road map for the venue of the annual general meeting is not provided in the Notice of AGM. However, the step-by-step process to join the meeting electronically has been elaborated in Note No. 21 to the AGM notice.

12. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in at least 7 days prior to the date of the AGM at cs@magarpattacity.com. The member must mention his name, Folio No or Demat account no, if any, Email ID, Mobile No. with the query; so that relevant query may be replied by the Company at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
13. The statutory registers including Register of Directors, KMP, the Register of Contracts under the Companies Act, 2013 and all the other documents referred to in the Notice will be available for inspection in electronic mode. Members can also inspect the same by sending an email to cs@magarpattacity.com.
14. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.
16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide amendment to section 139 of Companies Act, 2013 vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, a resolution to ratify the appointment of Auditors upto 31st of March, 2022 is approved by the shareholders in the AGM held on 28th September,2018.
17. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 125 and all other applicable provisions, if any, of the Companies Act, 2013, the amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

Any person/ Member who has not claimed the dividend in respect of earlier years are requested to approach the Company for claiming the same.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.
18. Mr. Devesh Tudekar, Practicing Company Secretary has been appointed as the Scrutinizer in respect of the facility as provided to the members of the Company, to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
19. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions. The Company is pleased to provide member the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system either remote evoting or evoting during the AGM will be provided by National Securities Depository Limited ("NSDL").
20. The Results declared along with the report of the Scrutinizer shall be placed on the Notice Board of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

21. Voting through electronic means

The remote e-voting period commences on **Monday, 27th Day of September 2021 at 9.30 AM** and will end on **Wednesday, 29th Day of September 2021 at 5.00 PM**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appears in the Register of Members as on **Thursday, the 23rd Day of September 2021** (“Cut Off Date”) may cast their votes 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 Thursday, the 23rd Day of 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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/Company 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/Folio No 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/cs@magarpattacity.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 cs@magarpattacity.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.: 1800-222-990 or send a request to (Name of NSDL Official) 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 cs@magarpattacity.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 cs@magarpattacity.com

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 (company email id). The same will be replied by the company suitably.

**ANNEXURE TO NOTICE OF 27TH ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 6 to Item No. 11 of the accompanying Notice dated 04th September, 2021.

Item No 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. A. J. Paranjape & Co., Cost Accountants (Firm Registration. No. 100480), Cost Auditors to conduct the audit of cost records of the Company for the financial year 2021-22.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified and approved by the Members of the Company. The Board, therefore, recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the Members for the remuneration payable to the Cost Auditors of the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

Item No 7

Mr. Maloji Baburao Bhosale, (DIN: 00011256), was appointed as an Additional Director of the Company with effect from 22nd March, 2021 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 27th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of Mr. Maloji Baburao Bhosale on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence recommends the Ordinary Resolution as set out in the Item no.7 of the Notice of 27th Annual General Meeting for approval of the Members.

Mr. Maloji Baburao Bhosale aged 73 years (approx) has completed graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

Except Mr. Maloji Baburao Bhosale, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

Item No 8

Mr. Nandkumar Dnyanoba Magar, (DIN: 05115758), was appointed as an Additional Director of the Company with effect from 22nd March, 2021 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 27th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of Mr. Nandkumar Dnyanoba Magar on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence recommends the Ordinary Resolutions as set out in the Item no.8 of the Notice of 27th Annual General Meeting for approval of the Members.

Mr. Nandkumar Dnyanoba Magar aged 55 years (approx) has completed graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company

Except Mr. Nandkumar Dnyanoba Magar, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

Item No 9

Mr. Jayprakash Jagannath Girme (DIN-03607215) was appointed as an Additional Independent Directors of the Company in the Board Meeting of the Company held on 22nd March, 2021 which was effective from 25th March, 2021 for a term of 5 years, subject to the approval of members in the ensuing general Meeting.

Mr. Jayprakash Jagannath Girme has given a declaration to the Board that he meets the criteria of Independence as provided under section 149 of the Act. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jayprakash Jagannath Girme as Independent Director is being placed before the members for their approval.

Based upon the recommendation received from Nomination and Remuneration Committee and declaration received from Mr. Jayprakash Jagannath Girme, the Board is of the opinion that, Mr. Jayprakash Jagannath Girme fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and that he is independent of the Management.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members of the Company.

The terms & condition of appointment of Mr. Jayprakash Jagannath Girme, the declarations received from him are available for inspection to the members at the registered office of the Company.

Mr. Jayprakash Jagannath Girme aged 63 years (approx) is a postgraduate in Business Administration (M.B.A.) and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company

He is also Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board.

Except Mr. Jayprakash Jagannath Girme, no Director, Key Managerial Personnel or his relative are concerned or interested in the resolution.

Item No 10

Mr. Swastik Sirsikar (DIN-00552722) was appointed as an Additional Independent Directors of the Company in the Board Meeting of the Company held on 22nd March, 2021 which was effective form 25th March, 2021, subject to the approval of members in the ensuing general Meeting.

Mr. Swastik Sirsikar has given a declaration to the Board that he meets the criteria of Independence as provided under section 149 of the Act. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Swastik Sirsikar as Independent Director is being placed before the members for their approval.

Based upon the recommendation received from Nomination and Remuneration Committee and declaration received from Mr. Swastik Sirsikar, the Board is of the opinion that, Mr. Swastik Sirsikar fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and that he is independent of the Management.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members of the Company.

The terms & condition of appointment of Mr. Swastik Sirsikar, the declarations received from him are available for inspection to the members at the registered office of the Company.

Mr. Swastik Sirsikar aged 63 years (approx) is a postgraduate in Business Administration (M.B.A.) and Diploma holder in Civil Engineering possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company

Magarpatta Township Development and Construction Company Limited

He is also member of Audit Committee and Nomination and Remuneration and Committee of the Board.

Except Mr. Swastik Sirsikar, no Director, Key Managerial Personnel or his relative are concerned or interested in the resolution.

Item No 11

The Company in ordinary course of business makes Investment of Funds and support its subsidiaries, affiliates, group entities and such other corporate and non-corporate entities by arranging for securities, guarantees and giving loans to its subsidiaries, affiliates group entities to fund its projects subject to provisions of the Companies Act, 2013.

However, vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's subsidiary (ies)/group companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary (ies)/ group companies would be utilized for their principal business activities i.e. Construction and for general corporate purposes including without limitation to repay / prepay their existing term loans. In view of the above the Board at its meeting held on 04th September, 2021 decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised/taken by any person in whom any of the Director of the Company is interested upto an amount not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crores) in addition to the limit of Rs. 330,00,00,000 (Rupees Three Hundred and Thirty Crores) which was approved by the members in Annual General Meeting dated 14th September, 2019. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said subsidiary (ies) / body corporates/persons, as and when it is raised. In view of this, the Board of Directors recommends resolution as set out in item no. 11 for approval of the members of the Company by way of a Special Resolution Directors would be interested to the extent of their shareholding and directorship in the lender entity.

By Order of the Board of Directors

For **MAGARPATTA TOWNSHIP DEVELOPMENT AND
CONSTRUCTION COMPANY LIMITED**

SATISH DATTATRAY MAGAR

Managing Director

DIN: 00007613

Date: 04th September, 2021

Place: Pune