

Notice

Notice is hereby given that the 15th Annual General Meeting of the Members of Model Economic Township Limited will be held on 27th day, August 2021, at 11.00 am at 3rd Floor, 77-B, IFFCO Road, Sector-18, Gurugram - 122015 (Haryana) to transact the following Businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the Financial year ended on March 31, 2021 and the Report of the Board of Directors and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March, 31, 2021 and reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Shri Shanker Adawal, who retires by rotation as a Director and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act 2013, Shri Shanker Adawal (DIN No. 01039400), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To re-appoint Shri Kishore Kumar Sinha as an Independent Director, and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Kishore Kumar Sinha (DIN No 01358221), who was appointed as an Additional Director by the Board of Directors with effect from 9th October, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, and to hold office for a term of two years i.e. up to October 08, 2022;

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

4. To re-appoint Shri Shrivallabh Goyal (DIN: 00021471) as a Whole-time Director and in this regard, 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for re-appointment of Shri Shrivallabh Goyal (DIN: 00021471), as a Whole Time Director of the Company, for further period of 3 (Three) years from the expiry of his present term, that is with effect from December 5, 2021, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with authorization to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board 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.”

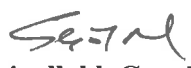
5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022, in this regard to consider, if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments (s) thereof for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to Cost Auditors appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending March 31, 2022 be and is hereby ratified”

Place: Gurugram

Dated: 2nd August, 2021

**By Order of the Board
For Model Economic Township Limited**


**(Shrivallabh Goyal)
Whole Time Director**

Registered Office:

3rd Floor, 77B, IFFCO Road,
Sector 18, Gurugram- 122015 (Haryana)

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company. The Proxy form in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the Meeting.
2. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
4. A statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
5. Shri Shanker Adawal is interested in the Ordinary Resolution set out at item No 2 of the Notice with regard to his appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise, in the Ordinary Business set out under item no 1 to 2 of the Notice.
6. Shri Kishore Kumar Sinha is interested in the Special Resolution set out at item No 3 of the Notice with regard to his appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise, in the Special Business set out under item no 1 to 3 of the Notice.
7. Shri Shrivallabh Goyal is interested in the Special Resolution set out at item No 4 of the Notice with regard to his appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise, in the Ordinary Business set out under item no 1 to 2 of the Notice.
8. Members/Proxies/ Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance Slip(s) and copy(ies) of their Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

11. Queries on the Annual report of the Company, if any, may please be sent to the Company seven days prior to the date of the meeting so that the answers may be made available at the Meeting.
12. The Company's Registrars & Transfer Agents (RTA) for its share registry (both physical as well as electronic) is KFin Technologies Private Limited having its office at Karvy Selenium Tower B, Plot 31-21, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / RTA.
14. Attention of the member is drawn to the provision of Section 124 & 125 of the Act, which requires the Company to transfer in the name of IEPF Authority, dividend and shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive year. The action has not been initiated for the Transfer of Dividend and shares in respect of which dividend has not been paid or claimed to Investor Education Investor Protection Fund as no dividend has been declared in any previous year(s).
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member 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.
16. Members who have not registered / updated their e-mail addresses with RTA, if share are hold in physical mode or with their DPs, if shares are hold in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
17. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

Item No. 3- Special Business

As per the provisions of section 149 (10) of the Companies Act, 2013 read with Schedule IV of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board’s Report.

Pursuant to provision of Section 149 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, every public company having the paid up share capital of ten crore rupees or more is required to have at least one third of total number of directors as independent directors. For the purpose of this section, any fraction contained in such one-third numbers shall be rounded off as one.

Shri Kishore Kumar Sinha was appointed as an Additional Director by the Board of Directors with effect from 9th October, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of two years i.e. up to October 08, 2022.

The Company has received a declaration from Shri Kishore Kumar Sinha that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Shri Kishore Kumar Sinha, fulfils the conditions for his appointment as an independent Director as specified in the Act. Shri Kishore Kumar Sinha is independent of the management and possesses appropriate skills, experience and Knowledge.

The Board of Directors in its 76th Board Meeting held on 9th October, 2020 approved the re-appointment of Shri Kishore Kumar Sinha as an independent Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of the Members in the ensuing General Meeting. The appointment of Shri Kishore Kumar Sinha shall be effective on approval by the members in the General meeting.

Shri Kishore Kumar Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

It is proposed to re-appoint Shri Kishore Kumar Sinha as independent Director under Section 149 of the Act and to hold office for 2 (Two) consecutive years for a term up to October 8, 2022.

Brief resume of Shri Kishore Kumar Sinha

Shri Kishore Kumar Sinha is a Graduate with Honors in Economics and Post Graduate in Personnel Management / LSW (Gold Medalist, University of Patna). He has worked in HR for 42 years and held leadership positions in organizations like Steel Authority of India (SAIL), NTPC Limited, Reliance Energy, Reliance Infocomm and Navi Mumbai SEZ Private Limited and Reliance Haryana SEZ Limited, and as the Group Director, Human Resource, Jindal Steel & Power.

On his retirement from active corporate world after 42 years of sojourn, currently, he is working as Dean -

Development in the leading Business School, Birla Institute of Management Technology, in Greater NOIDA, sharing corporate perspective and experiences with the budding leaders of Corporate India. He is a visiting Corporate Trainer and Consultant.

He does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest the Company that Shri Kishore Kumar Sinha is re-appointed as Independent Director of the Company.

Copy of the draft letter for re-appointment of Shri Kishore Kumar Sinha as an independent Director setting out the terms and condition is available for inspection by the members at the registered office of the Company.

None of the Directors of the Company including their relatives are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding, if any, in the Company.

The Directors commends the Special Resolution set out at item 3 of the Notice for approval of members.

Item No. 4- Special Business

The Board of Director of the Company, on the recommendation of the Nomination & Remuneration Committee at its Board meeting held on 9th April, 2021 has recommended re-appointment of Shrivallabh Goyal (DIN no: 00021471) as a whole-time Director for further period of three years from the expiry of his present term, that is, with effect from December 5, 2021 on the terms and conditions including remuneration, for the approval of members in the meeting.

It is proposed to seek members' approval for re-appointment of Shri Shrivallabh Goyal as Whole Time Director with effect from December 5, 2021 and for the remuneration payable to him, in terms of the applicable provisions of the Act.

Shri Shrivallabh Goyal fulfills the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri Shrivallabh Goyal are as under:

(1) Remuneration with effect from December 5, 2021 will include:

(a) Salary and Allowances: In the range of Rs. 150 lakhs to Rs. 250 lakhs per annum. Allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) thereto or re-enactment thereof; in the absence of any such rules, allowances shall be evaluated at actual cost.

(b) Perquisites (in addition to salary and allowances) which shall include: insurance, rent free accommodation, leave travel concession for self and family including dependents and such other perquisites as per the Company rules. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) thereto or re-enactment thereof; in the absence of any such rules, the perquisites shall be evaluated at actual cost.

- (2) The Company's contribution to provident fund, superannuation or annuity fund, if any, gratuity payable, to the extent not taxable under the Income Tax law and encashment of leave, as per the rules of the Company, shall not be included for the purpose of computation of the aforesaid remuneration under (1)(a) above.
- (3) Incentive / bonus payable to Shri Shrivallabh Goyal shall not be included for the purpose of computation of the aforesaid remuneration under (1)(a) above, provided that the total payment under (1) to (3) shall be within the overall ceiling of remuneration permissible under the Act.

(4) **Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision of car and use thereof on Company's business shall be reimbursed at actual and not considered as perquisites.

(5) **General:**

- i. Where in any financial year closing after March 31, 2021, the Company has no profits or its profits are inadequate, the Company will pay to Shri Shrivallabh Goyal, remuneration under (1) to (3) above not exceeding the limit permissible under Section 196, 197 & Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof.
- ii. Shrivallabh Goyal, Whole Time Director shall perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall authority of the Board of Directors of the Company.
- iii. Shrivallabh Goyal, Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to his duties.
- iv. The office of the Whole Time Director may be terminated by the Company or by the Whole Time Director by giving to the other 3 (three) months prior notice in writing.

The terms and conditions including remuneration, as set out above may, without any further reference to the Company in General Meeting, be altered and varied within the range set out in Para 1 (a) above, from time to time, by the Board as it may, at its discretion deem fit, so as to be in conformity with Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof or under provisions of the Act.

In view of inadequate profits, arising from unabsorbed losses of Rs 2035 (lakhs) as on 31st March, 2021, the managerial remuneration payable to the Whole Time Director is likely to exceed the limit laid down under Section 197 of the Companies Act, 2013.

That Special Resolution is required to be passed, due to inadequacy of profits of the Company for payment of remuneration to Shri Shrivallabh Goyal to be complied in accordance with the provisions of Section 196, & 197 read with Schedule V to the Act.

The following information about the company and Shri Shrivallabh Goyal are provided in terms of Schedule V to the Act:

I. GENERAL INFORMATION			
(1)	Nature of Industry	Developing, management and operation of Industrial Township.	
(2)	Date or expected date of commencement of commercial production	Not Applicable	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial Performance based on given indicators	Twelve Months ended March 31, 2021	
		Total Income	Rs. 26313 lakhs
		Profit after tax	Rs 5021 lakhs
		EPS	
		Basic	Rs. 5.18
		Diluted	Rs. 0.12
(5)	Foreign investments or collaborations, if any	Not Applicable	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background details	<p>Dr. Shrivallabh Goyal serves as a Whole Time Director on the Board of Model Economic Township Limited.</p> <p>Dr. Goyal holds - Master Degree in Commerce, Chartered Accountancy from ICAI, Graduate in Law (LLB), Company Secretary from ICSI and earned Honorary Doctorate in the field of Industrial Infrastructure & Resources from Singhania University for his outstanding contribution.</p> <p>Dr. Shrivallabh Goyal, was Sr. Vice President of Reliance Industries Limited.</p> <p>Dr. Goyal had worked with leading Indian Business Groups such as the JK Group and FACOR before being part of the Reliance.</p>	
(2)	Past Remuneration	Rs. 187 Lac per annum	
(3)	Recognition or awards	Business Leadership Award 2018 for Best Industrial Township by ASSOCHAM	
(4)	Job Profile and his suitability	Overall management and day to day operations of the company.	
(5)	Remuneration proposed	As mentioned above	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position	Considering the size of Company's operation, the proposed remuneration is	

	and person (in case of expatriates the relevant details would be with respect to the country of his origin)	commensurate with the General industry trend.
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	None
III. OTHER INFORMATION:		
(1)	Reasons for loss or inadequate profits	The Company is presently focusing on consolidation of its large land holdings before the same becomes developable and monetizable. It has recently started development/monetization activities on a part of its land holdings which is likely to bring desired results in the company in future. During FY 2020-21 Company has Profit (after tax) of Rs. 5021 Lakhs. Further the large sized projects of similar nature and scale take long time to be developed and implemented.
(2)	Steps taken or proposed to be taken for improvement	As stated above
(3)	Expected increase in productivity and profits in measurable terms	The Company is undertaking constant improvement measures to perform better and is expected to perform better in terms of profitability.

Disclosures as required under Secretarial Standard 2 (SS2) on General Meetings are provided as an Annexure to this Notice.

Accordingly, the Resolution at Item No. 4 is proposed for approval of the members for re-appointment of Shri Shrivallabh Goyal (DIN: 00021471) as Whole-time Director of the Company for period of three years from expiry of his present term that is 5th December, 2021 and payment of remuneration on the terms and conditions as set out in the statement above, as approved by the members and /or as specified by Schedule V of the Companies Act, 2013 and other applicable provisions, if any.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives except Shri Shrivallabh Goyal for whom the Resolution relates are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

Item No. 5- Special Business

Ratification of remuneration to the Cost Auditors, Pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of 50,000 plus Goods and Services tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2022 as approved by the Board of Directors of the Company in its meeting held on 9th April, 2021, payable to M/s Shome & Banerjee, Cost Accountants

(Registration No.000001), for conducting cost audit of the Company for the Financial year ended on 31st March, 2022 is required to be ratified and confirmed by the shareholders.

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 aforementioned resolution.

The Board recommends the Ordinary Resolutions set forth in Item No. 3 (special business) for approval of the Members.