



MVL LIMITED

CIN: L45200DL2006PLC154848

Registered Office: 1201 B, 12th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi-110019

Tel: +91-11-41662674, E-mail: coporates@yahoo.com, Website: www.mvl.in

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of MVL Limited will be held on Wednesday, September 27, 2017 at 12.30 PM at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074, to transact the following businesses:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mr. Prem Adip Rishi (DIN: 00020611), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditor**

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

Resolved that pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s. Raj Chawla & Associates, Chartered Accountants (Firm registration number : 011602N) be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18 from the conclusion of this Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration as may be agreed between the Board of Directors of the Company and the Auditors.

Special Business:

4. **Appointment of Mr. Raman Sharma as Whole time Director 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 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the approval of shareholders of the Company be and is hereby accorded for appointment of Mr. Raman Sharma (DIN: 07810235), as the Whole Time Director of the Company for a period of five years w.e.f 1st May, 2017 on following remuneration:

- i. Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month.
- ii. Any other benefits, facilities or perquisites including but not limited to Bonus, LTA, as may be allowed to other employees under Company's Rules.

Resolved further that in the event of any statutory amendment, notification or relaxation by the Central Government, annual revision/ revision of salaries, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling without any further reference to the members of the Company in General Meeting.

Resolved further that if, in any financial year, the company has no profits or its profits are inadequate, the company shall not pay to Mr. Raman Sharma, by way of remuneration any sum exclusive of any fees payable to directors under Section 197 (5) hereunder except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Resolved further that Mr. Prem Adip Rishi, Managing Director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter connected with the aforesaid matter or any other matter incidental or ancillary thereto."

5. Re-Appointment of Mr. Prem Adip Rishi as Managing Director 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 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the approval of shareholders of the Company be and is hereby accorded for re-appointment of Mr. Prem Adip Rishi (DIN: 00020611), as the Managing Director of the Company for a period of five years **w.e.f. 1st August, 2017** with revised remuneration given below:

- i. Salary: Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousands Only) per month.
- ii. City Compensatory Allowance of Rs. 80,000/- (Rupees Eighty Thousands Only) per month.
- iii. House Rent Allowance of Rs. 1,70,000/- (Rupees One Lac Seventy Thousands Only) per month.
- iv. Any other benefits, facilities or perquisites including but not limited to Bonus, LTA, as may be allowed to other employees under Company's Rules.

Resolved further that in the event of any statutory amendment, notification or relaxation by the Central Government, annual revision/ revision of salaries, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling without any further reference to the members of the Company in General Meeting.

Resolved further that if, in any financial year, the company has no profits or its profits are inadequate, remuneration by way of Salary, perquisite and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per set out in Section II of Part II of Schedule V of the Companies Act, 2013, Whichever is lower, unless otherwise determined by the Board of Directors.

Resolved further that Mr. Raman Sharma, Director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter connected with the aforesaid matter or any other matter incidental or ancillary thereto."

By Order of the Board of Directors
For Mvl Limited
Sd/-
(Prem Adip Rishi)
Chairman & Managing Director

Place: New Delhi
Date : 25th August, 2017

Registered Office:
1201B, 12th Floor, Hemkunt Chamber,
89 Nehru Place,
New Delhi-110019
Tel: +91-11-41662674
E-mail: coporates@yahoo.com
Website: www.mvl.in
CIN: L45200DL2006PLC154848

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 22nd September, 2017 to Wednesday, 27th September, 2017** (both days inclusive).
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Alankit Assignments Limited (Alankit).
7. The Company has entered into agreement with NSDL and CDSL for dematerialization of shares. Members who still hold the shares of the Company in the physical form are advised to have their holdings dematerialized in their own interest through authorized Depository Participants.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Alankit, for consolidation into a single folio.
9. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Alankit.
11. The notice of Meeting alongwith the **Annual Report 2016-17** is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members who have not registered their e-mail addresses are requested to register the same with the Alankit/Depository Participants for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 with the Stock Exchanges are given in the Corporate Governance Report forming part of the Annual Report.

13. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
14. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
15. The e-voting period commences on **Sunday, September 24, 2017 (9.00 a.m. IST) and ends on Tuesday, September 26, 2017 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 20, 2017**, may cast their vote by remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, which is September 20, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the AGM.
17. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
18. Pursuant to the provisions of Section 124 and 125 of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), The dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to Investor Education & Protection Fund (IEPF) established by the Central Government. the Company has transferred the unpaid or unclaimed dividend for the year 2008-09 on due date to the Investor Education and Protection Fund.
19. As per Section 124 of the Companies Act, 2013 read with IEPF Rules, Shares on which dividend remains unpaid / unclaimed for a period of seven consecutive years from the date of transfer to the unpaid dividend account are required to be compulsorily transferred to Investor Education & Protection Fund (IEPF). The Company has individually sent notices to such members whose shares are required to be transferred to the IEPF Authority. An Advertisement to this effect was also published in leading English and vernacular newspapers on 22/07/2017. The Company has also uploaded the details of such members and the shares due for transfer to IEPF on its website www.mvl.in
20. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 30, 2016 (date of last Annual General Meeting) on the website of the Company (www.mvl.in).
21. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's corporate office or the Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) for revalidation and encash them before the due dates.
22. Mr. V. Ramasamy, Proprietor of V. Ramasamy & Co., a firm of Practicing Company Secretary (Membership No. FCS 6191, C.P. No. 6618) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner.
23. The Scrutinizer after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter will unblock the votes in the presence of at least two witnesses not in the employment

of the Company. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make not later than three days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mvl.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Mr. Raman Sharma was appointed as an Additional Director by the Board at its meeting held on 1st May, 2017 to assume the responsibility as Whole Time Director of the Company with effect from 01/05/2017, in accordance with Section 161 of the Companies Act, 2013 and Article of association to hold the office till the conclusion of the Annual General Meeting of the company. Notice has been received pursuant to Section 160 of the companies Act, 2013 for proposing Mr. Raman Sharma as a Director of the Company. The Board has recommended to appoint Mr. Raman Sharma as Whole Time Director for a period of five years. The Nomination & Remuneration Committee has approved the remuneration to be paid to him.

Brief profile of Mr. Raman Sharma is given below:

- | | |
|--|--|
| 1. Name | : Mr. Raman Sharma |
| 2. DIN | : 07810235 |
| 3. Nationality | : Indian |
| 4. Date of Birth | : 25/08/1966 |
| 5. Educational Qualification | : Accounts Graduate |
| 6. Designation | : Whole Time Director |
| 7. Languages known | : English and Hindi |
| 8. Experience | : 20 Years |
| 9. Remuneration | : As mentioned in item No. 4 of Notice of AGM |
| 10. Shareholding in MVL Limited As on 31.03.2017 | : NIL |
| 11. Relationship with other Directors/KMPs | : NIL |
| 12. Terms & Conditions of re-appointment and remuneration | : As per recommendation of Nomination & Remuneration Committee and Board |
| 13. Directorships held in other companies | : NIL |
| 14. Membership / Chairmanship of Committees | : NIL |

The Board feels his appointment as expedient and prudent and accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

None of the Directors/ Key Managerial Personnel of the Company/their relatives, except Mr. Raman Sharma, is in any way, concerned or interested, financially or otherwise in this Resolution.

Item No. 5

Mr. Prem Adip Rishi (DIN: 00020611) was appointed as Managing Director of the Company for a period of 5 years with effect from 1st August, 2012.

Upon the recommendation of Nomination & Remuneration Committee, the Board of directors of the Company recommends the re-appointment of Mr. Prem Adip Rishi for further term of 5 years i.e. from 1st August, 2017 to 31st July, 2022 and revised his remuneration w.e.f 1st August, 2017. The revised remuneration and terms and conditions are set out in the resolution no. 5 of the Notice. The terms as set out in the said

resolution and the explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013.

Brief profile of Mr. Prem Adip Rishi is given below:

1. Name : Mr. Prem Adip Rishi
2. DIN : 00020611
3. Nationality : Indian
4. Date of Birth : 09/04/1953
5. Educational Qualification : Science Graduate
6. Designation : Managing Director
7. Languages known : English, Punjabi and Hindi
8. Experience : 30 Years
9. Remuneration : As mentioned in item No. 5 of Notice of AGM
10. Shareholding in MVL Limited As on 31.03.2017 : 1,37,87,234 Equity Shares
11. Relationship with other Directors/KMPs : NIL
12. Terms & Conditions of re-appointment and remuneration : As per recommendation of Nomination & Remuneration Committee and Board
13. Directorships held in other companies :
 1. Noesis Industries Limited
 2. Falcon Technosystems Limited
 3. Anukool Films Private Limited
 4. Media Magnetic Cassettes Limited
 5. MVL Credits Holdings & Leasing Limited
 6. Risbro Technical Equipments Private Ltd.
 7. Media Holdings Private Limited
 8. MVL Developers Limited
 9. Cardinal Infratech Limited
 10. MVL Solar Power Limited
 11. Balaji Tirupati Property Developers (P) Ltd.
 12. MVL Mega City Private Limited
 13. Udyan Horticultures Private Limited
 14. Parisar Property Developers Private Ltd.
 15. Shiwalik Property Developers Private Ltd.
 16. Creative Pools Developers Private Limited
 17. Creative Pools Estates Private Limited
14. Membership / Chairmanship of Committees :
 - MVL Limited
 - Stakeholders Relationship Committee
 - Nomination & Remuneration Committee
 - Risk Management Committee

The Board of Directors is of the opinion that it will be in the best interest of the Company that Mr. Prem Adip Rishi continues as the Managing Director of the Company and accordingly recommends the passing of resolution under item no. 5 for approval of the shareholders as Special Resolution.

Except Mr. Prem Adip Rishi and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in this resolution.

This explanatory statement may be regarded as a disclosure under Listing Regulation (LODR) with the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

For MVL Limited

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

Place: New Delhi

Date : 25th August, 2017

Registered Office:

1201B, 12th Floor, Hemkunt Chamber,

89 Nehru Place,

New Delhi-110019

Tel: +91-11-41662674

E-mail: coporates@yahoo.com

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP Id :

I/We, being the member(s) of Shares of MVL Limited, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :
or failing him :
2. Name :
Address :
E-mail Id :
Signature :
or failing him :
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Wednesday, 27th September, 2017 at 12:30 PM at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

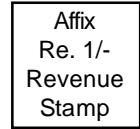
1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2017.
2. Re-appointment of Mr. Prem Adip Rishi who retires by rotation.
3. Appointment of Statutory Auditors and fixing their remuneration.

- 4. Appointment of Mr. Raman Sharma as Whole Time Director of the Company.
- 5. Re-Appointment of Mr. Prem Adip Rishi as Managing Director of the Company.

Signed thisday of 2017.

Signature of Member :

Signature of Proxy holder(s) :



- NOTES:**
- 1. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc. must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
 - 2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.



MVL LIMITED

CIN : L45200DL2006PLC154848

Registered Office: 1201 B, 12th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi-110019

Tel: +91-11-41662674, E-mail: coporates@yahoo.com, Website: www.mvl.in

ATTENDANCE SLIP

10TH ANNUAL GENERAL MEETING

DP Id.

Folio No.

Client ID

No. of Shares held

Member's Name :

Address :

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I hereby record my presence at the 10th Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 12.30 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

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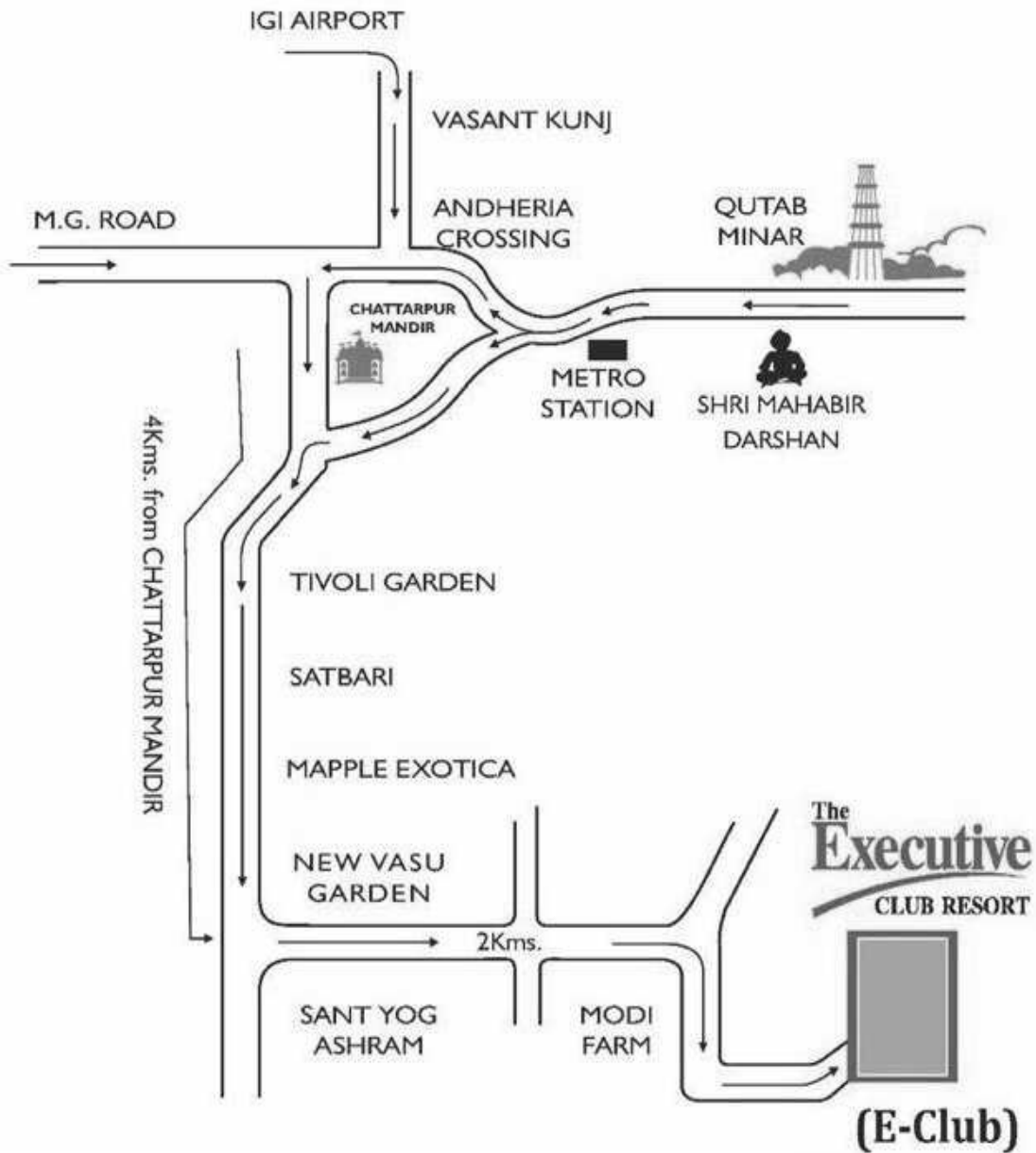
Member's Signature

If proxy attends instead of Member:

Proxy's Name **Proxy's Signature**

Note: Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. **NO GIFT/COUPON WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.**

Route map to the venue of the Tenth AGM of MVL Limited



Venue: Executive Club, 439, Village Shahoopur, P.O Fatehpur Beri, New Delhi - 110074

Landmark: Near Sant Yog Ashram & Modi Farm