

Ref.: MPL/HYD/SE/34th AGM/2024-25

Date: 12-08-2024

The National Stock Exchange (NSE) of India
Limited,
5th Floor, Exchange Plaza,
Bandra (East),
Mumbai- 400 051.
NSE Script code: MADHUCON

Dear Sirs,

Sub.: Submission of Notice of the 34th Annual General Meeting of the Company.

Attached duly signed Notice of the 34th Annual General Meeting of the Company in pursuant to the requirements of Regulation 30 of the SEBI (LODR) Regulations, 2015.

We hereby inform that the 34th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 27th September, 2024 at 3.00 P.M. ("IST") at the Registered Office of the Company, Khammam for your reference & records. The same is available on the Company's website .

As intimated earlier to your good offices, pursuant to Regulation 42 of the SEBI LODR Regulations, for the purpose of the 34th AGM of the Company, the Registrar of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive).

Kindly take them on record.

Thanking you, For Madhucon Projects Limited

(D. Malla Reddy) **Company Secretary & compliance Officer**



Enclosed: Notice of the 34th AGM



MADHUCON PROJECTS LIMITED NOTICE

To The Members, Madhucon Projects Limited

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Madhucon Projects Limited will be held on **Friday, 27th September, 2024 at 03:00 P.M (IST)** at the Registered Office of the Company situated at 1-7-70, Madhu Complex, Jublipura, Khammam-507003 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company in IND AS format for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors' thereon; and
 - b) The Audited Consolidated Financial Statements of the Company in IND AS format for the financial year ended 31st March, 2024 together with the report of the Auditors' thereon.
- To appoint a director in place of Mr. K. Venkateswarlu (DIN: 09713108), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment ratification of Mr. Mohammad Shafi, (DIN: 07178265) as Joint Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** as recommended by the Nomination and Remuneration Committee of the board, subject to approval of the members of the Company in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, 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) and consent of the board members be and is hereby accorded for reappointment of Mr. Mohammad Shafi, (DIN: 07178265) as Joint Managing Director of the Company for the period of 3 years w.e.f. 30th May, 2024 on monthly remuneration of Rs.3,00,000/- (Three Lacs Only).

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

4. Ratification for continuation approval of Mr. Ramadas Kasarneni (DIN: 02182093) as a Non-Executive Independent Director of the Company beyond the Age of 75 (seventy five) years.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT as recommended by the Nomination and Remuneration Committee of the board and subject to approval of the members of the Company by Special Resolution in pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) and consent of the board members be and is hereby accorded for continuation of directorship of Mr. Ramadas Kasarneni (DIN: 02182093) on attaining the age of 75 (seventy five) years on 10-06-2024 as Non-executive Independent Director of the Company beyond the age of 75 (seventy five) years till the expiry of his current term till 12th August, 2026.

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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Corp. Office : "Madhucon House", 1129/A, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana. India Tel : +91-40-23556001 - 4 Fax : +91-40-23556005 E-mail : corporate@madhucon.com Regd. Office : H.No.1-7-70, Jublipura. Khammam. Telangana - 507 003. India

www.madhucon.com

5. To appoint and approve the remuneration of the Cost Auditor for the financial year ending on 31st March, 2025.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the remuneration of Rs.1,50,000.00 (Rupees One Lakh fifty Thousand only)inclusive of all taxes payable, M/s AS RAO & CO., Cost Accountants (Firm Registration No. 000326), the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company for the financial year ending 31st March, 2025, as recommended by Audit Committee and approved by the Board of Directors be and is hereby ratified.

"RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. Approval for Non-Provision of the Interest on Working Capital Loans & Unsecured Loans of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT the total interest provisions on Rs. 333.69 Cr. and Rs. 33.71 Cr. Working Capital Loans and Term Loan respectively aggregating to Rs. 367.40 Cr. for the full financial year 2023-24 be not applied and provided for in the books of accounts of the Company on the basis that the Company has submitted the One Time Settlement proposal to all Working Capital Banks and Financial Institutions. Company is working for the approval, with required improvements, modifications, if any, as may be mutually agreed upon by and between the Company and Working Capital Banks / Financial Institutions."

Place: Hyderabad Date: 06-08-2024

NOTES:



By Order of the board for Madhucon Projects Limited Malla Reddy Company Secretary

- 1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
- 2. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary instructions is given in the subsequent paragraphs.
- The Company has appointed Mrs. Vendra Madhumita, Practicing Company Secretary (Membership No. ACS 52965) (PCS No. 19626), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- 4. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him/her-self and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. Proxy form is attached herein. A person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of 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 as per rule 19 of the Companies (Management and Administration) Rules, 2014.

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- 5. In line with the MCA Circulars, the notice of the 34rd AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2023-24 will be available on the Company's website at https:// www.madhucon.com/investors/ annual-reports/, websites of the Stock Exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <u>https://evoting.kfintech.com</u>.
- 6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, (Unit: Madhucon Projects Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
- 7. Brief profile of the Directors proposed to be appointed / re-appointed is given as under as per the provisions of Regulation 36(3) of the Listing Regulations.

Name of Director	Mr. Mohammad Shafi	Mr. Ramadas Kasarneni
Date of Birth	18-01-1960	10-06-1950
Nationality	Indian	Indian
Date of Re-appointment	30-05-2024	13-08-2021
Qualifications	Diploma-Civil Engineer	BE-Electronics
Expertise in Functional Area Business	Jt. Managing Director, expertise in Technical, Administration & Financial	Independent Director, Business Professional
Shares held in the Company	NIL	NIL
List of Directorships held in other Companies	NIL	NIL
Chairman/Member Committee of Boards of other Companies in which		
he/she is a Director	NIL	NIL

- 8. Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / KFintech for receiving all communications from the Company electronically.
- Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: Madhucon Projects Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Friday 27th September, 2024 (both days inclusive).
- 11. Members are requested to note that, dividends F.Y. 2016-17 if not en-cashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transfer to the Investor Education and Protection Fund ("IEPF") on due date in April, 2025.
- 12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Friday**, **20**th **September**, **2024** through email to cs@madhucon.com. The same will be replied by the Company suitably.

ANNEXURE TO NOTICE:

Explanatory Statement Pursuant to the provisions of Section 102(1) of the Companies Act, 2013:

The following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos. 3 to 6 of the accompanying Notice.

Item No. 3: Re-appointment ratification of Mr. Mohammad Shafi, (DIN: 07178265) as Joint Managing Director of the Company:

Mr. Mohammad Shafi, (DIN: 07178265) was appointed as the Jt. Managing Director of the Company for the period of 3 years w.e.f. 29th May, 2021 vide 31st Annual General Meeting of the company, held on 30th September, 2021. Accordingly, tenure of the period of 3 years was completed by 29th May, 2024. The Board approved re-appointment of Mr. Mohammad Shafi, (DIN: 07178265) as Joint Managing Director of the Company for the period 3 years w.e.f. 30th May, 2024 on the base of recommendation of Nomination and Remuneration Committee Meeting held on 18th May, 2024 and now proposed to seek Members approval of the same, in terms of the applicable provisions of the said Act and Rules made there under.

Mr. Mohammad Shafi, (DIN: 07178265), is not disqualified from being re-appointed as a Director and Joint Managing Director in terms of section 164 (2) of the Companies Act, 2013. He has communicated his willingness with consent to act as Joint Managing Director of the Company. He satisfies all the conditions as set out in section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment. His brief profile is provided at notes to the Notice pursuant to the provisions of SEBI (LODR) Regulations.

Save and except Mr. Mohammad Shafi, (DIN: 07178265) and his relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the Company are their relatives, in any way, concerned or interested in the aforesaid resolution.

The Board recommends Ordinary Resolution set out in item No. 3 for the approval of members.

Item No. 4: Ratification for continuation approval of Mr. Ramadas Kasarneni (DIN: 02182093) as a Non-Executive Independent Director of the Company beyond the Age of 75 (seventy five) years.

Mr. Ramadas Kasarneni (DIN: 02182093) was appointed as the Non-Executive Independent Director of the Company for the period of 5 years w.e.f. 13th August, 2021 vide 31st Annual General Meeting of the company, held on 30th September, 2021. Accordingly, Special Resolution in pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) and consent of the board members be and is hereby accorded for continuation of directorship of Mr. Ramadas Kasarneni (DIN: 02182093) on attaining the age of 75 (seventy five) years on 10-06-2024 as Non-executive Independent Director of the Company beyond the age of 75 (seventy five) years till the expiry of his current term till 12th August, 2026.

No director, key managerial personnel of the Company are their relatives except Mr. Ramadas Kasarneni (DIN: 02182093) to whom the resolution relates, is interested or concerned in passing the proposed aforesaid resolution.

The Board recommends the Special Resolution set forth in item No. 4 for the approval of members.

Item No. 5: To appoint and approve the remuneration of the Cost Auditor for the F.Y. ending on 31st March, 2025:

Board of Directors of the Company, on the recommendation of Audit Committee approved the appointment and remuneration of M/s AS RAO & CO., Cost Accountants (Firm Registration No. 000326) as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending on 31st March, 2025. In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as approved by Board of Directors, has to be ratified by the Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2025, as set out in the Ordinary Resolution Item No. 5.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financially or otherwise, in the said Resolution.

Item No. 6: Approval for Non-Provision of the Interest on Working Capital Loans & Unsecured Loans of the Company:

Approval for Non-Provision of the Interest on Working Capital Loans and Unsecured Loans:

The board members discussed in this connection and that the Company has submitted the One Time Settlement (OTS) proposal to each of the Working Capital Banks and is working with them. The Company is hopeful to get it approved with suitable modifications, if any. It was further deliberated that as the Company has put up OTS proposal with each Working Capital Bank against their respective outstanding, Interest provision on working capital loans and unsecured loans was not made.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financially or otherwise, in the said Resolution.

Place: Hyderabad Date: 06-08-2024



By Order of the board for Madhucon Projects Limited

need D. Malla Reddy

Company Secretary

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INSTRUCTIONS FOR REMOTE E-VOTING:

- 1. Use the following URL for e-voting from KFintech website: https://evoting.kfintech.com.
- 2. Members of the Company holding shares either in physical form or in dematerialized form, as on 20th September, 2024, the cutoff date, may cast their vote electronically.
- 3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, use your existing User ID and password for casting your votes.
- 4. After entering the details appropriately, click on LOGIN.
- 5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character (@, #, \$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 6. You need to login again with the new credentials.
- 7. On successful login, the system will prompt you to select the EVENT i.e., Madhucon Projects Limited.
- 8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- 9. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- 10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- 11. The Portal will open for voting from 9.00 a.m. on Tuesday, 24th September, 2024 and closes at 5.00 p.m. on Thursday, 26th September, 2024 with E-Voting Sequence number (EVSN) 8261).
- Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (20th September, 2024) may contact KFintech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to einward.ris@kfinech.com.
- 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 https://evoting.kfintech.com or contact KFintech at Tel No. 1800 309 4001 (toll free).
- 14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

NSDL	CDSL
1. Users already registered for IDeAS facility of NSDL	1. Users already registered for Easi/Easiest facility of CDSL
 a. Click on URL: https://eservices.nsdl.com. b. Click on the "Beneficial Owner" icon under 'IDeAS' section. c. Enter your User ID and Password for accessing IDeAS, 	 a. Click on URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi b. Enter your User ID and Password for accessing
 On successful authentication, you will enter your IDeAS service login. 	Easi / Easiest.
 e. Click on "Access to e-Voting". f. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period. 	c. Click on Company name or e-voting service provider for casting the vote.
2. Users not registered for IDeAS facility of NSDL	2. Users not registered for I Easi/Easiest facility of CDSL
a. To register, click on URL https://eservices.nsdl.com	Projects To register, click on URL
b. Select "Register Online for IDeAS".	

Procedure to login through websites of Depositories:

MADHUCON PROJECTS LIMITED

- Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.
- After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-voting module of NSDL as per the following procedure:

- a. Click on URL: https://www.evoting.nsdl.com/
- b. Click on the button "Login" available under "Shareholder / Member" section.
- c. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen
- d. On successful authentication, you will enter the e-voting module of NSDL
- e. Click on Company name or e-voting service provider and you will be re-directed to KFintech website for casting the vote during the remote e-voting period.

- b. Proceed to complete registration using your User ID, Client Id, Mobile Number, etc.
- c. After successful registration, please follow steps give under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-voting module of CDSL as per the following procedure:

- a. Click on URL: www.cdslindia.com
- b. Provide demat account number and PAN
- System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account
- d. On successful authentication, your will enter the evoting module of CDSL.
- e. Click on Company name or e-voting service provider and your will be re-directed to KFintech website for casting the vote during the remote evoting period.

Procedure to login through their demat accounts / website of Depository Participant

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NSDL	CDSL			
Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFintech" and you will be redirected to the e-Voting page of KFintecht to cast your vote without any further authentication.				
Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.				
Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website			
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.			

15. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.madhucon.com and the website of the Registrar and Share Transfer Agent viz., evoting@kfintech.com immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

