

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Shareholders of Hazoor Multi Projects Limited will be held on Monday, 24<sup>th</sup> September, 2018 at 10:00 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064, Maharashtra to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors' and Auditors' thereon.
2. To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014,(the Rules) as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 25<sup>th</sup> AGM held on 18<sup>th</sup> September, 2017, the appointment of M/s G. R. Modi & Co., Chartered Accountants, Mumbai having Firm Registration number 112617W as the auditors of the Company to hold office till conclusion of the 30<sup>th</sup> AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them as may be agreed upon between the auditors and the Board of Directors.”

### **SPECIAL BUSINESS:**

3. **Appointment of Mr. Dineshkumar Agrawal as Director & Executive Director of the Company**

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

**“RESOLVED THAT** Mr. Dineshkumar Agrawal (DIN: 05259502) who was appointed as an Additional Director of the Company with effect from 9<sup>th</sup> February, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Dineshkumar Agrawal (DIN:05259502) as an Executive Director of the Company for a period of 5 years commencing from 9<sup>th</sup> February, 2018 upto 8<sup>th</sup> February, 2023, and to the payment of remuneration as recommended by the Nomination & Remuneration Committee and set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of

the said appointment and remuneration in such manner as maybe agreed to between the Board and Mr. Dineshkumar Agrawal.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this Resolution.”

4. **Appointment of Dr. Munni Jain as a Director and as an Independent Director of the Company**

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

“**RESOLVED THAT** Dr. Munni Jain (DIN: 08194500) who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> August, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof ] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Dr. Munni Jain (DIN:08194500), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 11<sup>th</sup> August, 2018 to 10<sup>th</sup> August, 2023 (both days inclusive), be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

5. **Appointment of Mr. Suhas Joshi as a Director and as a Managing Director of the Company**

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

“**RESOLVED THAT** Mr. Suhas Joshi (DIN: 01657318) who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> August, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals,

permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Suhas Joshi (DIN: 01657318) as an Managing Director of the Company for a period of 2 years commencing from 11<sup>th</sup> August, 2018 upto 10<sup>th</sup> August, 2020, and to the payment of remuneration as recommended by the Nomination & Remuneration Committee and set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as maybe agreed to between the Board and Mr. Suhas Joshi."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

6. **Service of documents under section 20 of the Companies Act, 2013 for delivery of documents in a particular mode**

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 20 of the Companies Act, 2013 and relevant rules framed thereunder other applicable provisions, if any, whereby, a document may be served on any member by the company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance, a sum equivalent to the estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the company to the shareholder.

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

7. **Authority to the Board to create Charge/ Mortgage and/ or Charge and/ or Hypothecation and/or Pledge on the Movable and Immovable Properties of the Company and to Sell, Lease or otherwise Dispose off the Whole or Substantially the Whole of the Undertaking of the Company Pursuant to Section 180(1)(a) of the Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made thereunder as may be amended, from time to time and subject to the Memorandum and Articles of Association, the consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board") which term shall be deemed to include any Committee thereof, which the Board may have constituted to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s) for creation of mortgage and/or charge and/or hypothecation and/or pledge and/or security in any form or manner on any of its movable and immovable properties wherever situated both present and future or to sell, lease or otherwise

dispose off the whole or substantially the whole of the undertaking of the Company on such terms and conditions at such time and in such form and manner as the Board in its absolute discretion thinks fit in favour of any person including but not limited to bank(s), financial institution(s) Investment Institution(s), Mutual Fund(s), Trust(s), other body(ies) corporate or persons whether shareholders of the Company or not, or from any source, located in India or abroad, whether unsecured or secured, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other cost, charges and expenses thereon for amount not exceeding the limit of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

“**RESOLVED FURTHER THAT** securities to be created by the Company may rank pari passu / subservient with/to the mortgages and /or charges already created or to be created by the Company as may be agreed to between the concerned parties.”

“**RESOLVED FURTHER THAT** the Board of Directors or such Committee/or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalize, settle and execute such documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this Resolution.”

8. **Authority to the Board Of Directors for Borrowings in excess of the Paid-Up Share Capital and Free Reserves of the Company Under Section 180(1)(c) of the 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** subject to the approval of the shareholders under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company be and is hereby granted to borrow such sums of moneys as they may deem fit from time to time for the purpose of carrying on the business of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans, if any, obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which such monies may be borrowed by the Board of Directors shall not exceed the sum of Rs 200 crores at any time.”

“**RESOLVED FURTHER THAT** any one Director on 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 including filing of the necessary forms with the Registrar of Companies.”

9. **Authority to give loans to any companies and / or give any guarantee or provide security in connection with a loan to any companies and / or acquire by way of subscription, purchase or otherwise, the securities of any companies pursuant to the provisions of Section 186 of the Companies Act, 2013.**

Hazoor Multi Projects Limited

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 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, 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) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any companies(including subsidiaries) and / or give any guarantee or provide security in connection with a loan to any company(ies) (including Indian and overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) (including Indian and overseas subsidiaries) upto an aggregate amount not exceeding Rs. 200 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalize, settle and 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  
For Hazoor Multi Projects Limited  
sd/-  
Dilip Bohra  
Company Secretary  
Mem.No.A47488

Registered Office:  
403, Kane Plaza, Off Link Road,  
Mind Space, Malad (West), Mumbai – 400 064

Place: Mumbai  
Date: August 11, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT MORE THAN 50 MEMBERS. MEMBERS HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY WHO SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from **14<sup>th</sup> September, 2018 to 24<sup>th</sup> September, 2018**, both days inclusive.

3. Brief details of the directors, who are seeking appointment / re-appointment, are annexed hereto as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

5. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, G. R. Modi & Co., Chartered Accountants are eligible to hold the office for a period of Five years, from AGM 2017 upto AGM 2022. The re-appointment of M/s. G. R. Modi & co., Chartered Accountants as Auditors for the 2018-19 is subject to ratification of shareholders in the ensuing annual general meeting and to authorize Board to fixing of their remuneration has been put up for the approval of members.

6. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

7. Members are requested to notify to the Company's Registrar immediately, if any change in their address along with quoting their folio number to the share transfer agent of the Company in case of shares held in physical form, on or before **24<sup>th</sup> August, 2018**.

8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

10. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are

held in physical form, members are advised to register their e-mail address with Link Intime - [saili.lad@linkintime.co.in](mailto:saili.lad@linkintime.co.in)

11. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. All documents referred to in the Notice and the Annexure to Notice shall be available for inspection by the Members at the Registered Office of the Company during office hours between 11.00 a.m. to 1.00 p.m. on all working day except Sunday & holiday, from the date hereof upto the date of the Meeting.
13. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
14. The 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 the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.
15. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
  - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the Annual General Meeting of the Company and shall be made accessible to any person attending the meeting.
16. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the Annual Report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
17. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
18. Members/Proxies are requested to bring the copies of annual reports to the meeting.
19. Route map for directions to the venue of the meeting is available on website [www.hazoormultiproject.com](http://www.hazoormultiproject.com).
20. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on

General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Explanatory Statement annexed this Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

**21. Voting through electronic means:-**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulation, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **17<sup>th</sup> September, 2018** (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (4) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Link Intime India Pvt. Ltd. (Linkintime). Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

**A. The instructions for shareholder voting electronically are as under:**

- (i) The voting period begins on **Friday, 21<sup>st</sup> September, 2018 at 9.00 a.m.** and ends on **Sunday, 23<sup>rd</sup> September, 2018 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **17<sup>th</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>



	<ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “HAZOOR MULTI PROJECTS LIMITED” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also send your queries/ grievances relating to e-voting at:-Name : Mr Rakesh Dalvi, Deputy Manager, Address : Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai – 400001. Email Id/Phone Number(s): [rakeshd@cdslindia.com](mailto:rakeshd@cdslindia.com) /022 22728588, Toll free no: 18002005533.

**B. For members who receive the notice of annual general meeting in physical form:**

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID & initial password is provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xx) under heading ‘A’ above to vote through e-voting platform.

**C. Voting facility at Annual General Meeting:**

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting either by e-voting or polling paper and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**D. General instructions:**

- i. The Company has appointed Ms. Namrata Vyas, Practising Company Secretary (ACS No.46184, COP No. 17283)having address as Office: 406/Omkar Apts, Near Bhadrakali Mandir, Bhayander (W), Thane-401101 as the Scrutinizer to the e-voting process, in a fair and transparent manner.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

Hazoor Multi Projects Limited

- iii. The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.hazoormultiproject.com](http://www.hazoormultiproject.com) and on the website of [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the stock exchanges. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company, scheduled to be held on Monday, 24<sup>th</sup> September, 2018.

By Order of the Board  
For Hazoor Multi Projects Limited  
Sd/-  
Dilip Bohra  
Company Secretary  
Mem.No.A47488

Registered Office:  
403, Kane Plaza, Off Link Road,  
Mind Space, Malad (West), Mumbai – 400064.  
Place: Mumbai  
Date: August 11, 2018

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned in Item No.3 to Item No. 10 of the accompanying Notice dated August 11, 2018:

#### **Item No. 3 of the Notice**

##### **Appointment of Mr. Dineshkumar Agrawal (DIN: 05259502) as Executive Director**

As regards appointment of Mr. Dineshkumar Agrawal referred in Item No. 3 of the Notice, following necessary disclosures are made for information of the members:

##### **Information about the appointee**

Mr. Dineshkumar Agrawal, aged 49, possess degree of Masters in Commerce and L.L.B. from University of Mumbai. Presently, he is a practicing Advocate of High Court, Mumbai. He also holds expertise in the field of Accountancy, Audit, Direct-Indirect Taxation, Company Law matters and has passed intermediate level examination of Chartered Accountancy. He was also appointed on the Board of Arnold Holdings Limited from 20 14 to 2016and he is not related to any Director of the Company.

Mr. Dineshkumar Agrawal was appointed as Executive Director of the Company for a period of 5 years commencing from 9<sup>th</sup> February, 2018 to 8<sup>th</sup> February, 2023, at the Board Meeting of the Company held on 9<sup>th</sup> February, 2018, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members in accordance with the provisions of Sections 196 and 197 read with Schedule V of the Act.

Mr. Dineshkumar Agrawal is not disqualified from being appointed as a Director in terms of section 164 of the Act &is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of the Directors, Key Managerial Personnel, except Mr. Dineshkumar Agrawal himself is concerned or interested in the said resolution.

His directorships/Committee positions in Listed Companies are:

##### **Directorships:**

Hazoor Multi Projects Limited

##### **Committee positions: NIL**

Shareholding in the Company: **NIL**

The Board recommends this ordinary Resolution for approval by shareholders.

#### **Item No. 4 of the Notice**

##### **Appointment of Dr. Munni Jain (DIN: 08194500) as Independent Director**

As regards appointment of Dr. Munni Jain referred in Item No. 4 of the Notice, following necessary disclosures are made for information of the members:

**Information about the appointee**

**Dr. Munni Jain** aged 55, is academically a Ph.D. holder from Jaipur University Rajasthan. She has 11 years of experience in the field of equity trading business and instrumental in developing many client base. She is a registered Authorised Person (AP) in National Stock Exchange of India Ltd (NSE) and Remiser with BSE Ltd through Allwin Securities Ltd since last 11 years and have wide knowledge and potential to tap the equity stock market. She is maintaining a very good reputation with the client as well as with the Trading Member and her service to the broking and financial fields are admirable.

Dr. Munni Jain is not disqualified from being appointed as a Director in terms of section 164 of the Act & is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of the Directors, Key Managerial Personnel, except Dr. Munni Jain herself is concerned or interested in the said resolution.

Her directorships/Committee positions in Listed Companies are:

**Directorships:**

Hazoor Multi Projects Limited

**Committee positions: NIL**

**Shareholding in the Company: NIL**

The Board recommends this ordinary Resolution for approval by shareholders.

**Item No. 5 of the Notice**

**Appointment of Mr. Suhas Joshi (DIN: 01657318) as Managing Director**

As regards appointment of Mr. Suhas Joshi referred in Item No. 5 of the Notice, following necessary disclosures are made for information of the members:

**Information about the appointee**

**Mr. Suhas Joshi** aged 55, Managing Director of the M/s. Aquatech Solutions Pvt. Ltd., graduated with a Bachelor of Commerce degree from the Pune University, afterwards he handled some turnkey projects in sugar industries and then he formed M/s. Aquatech Solutions Pvt. Ltd. in year 2006. The company engaged in construction of Sewerage Treatment Plant and Underground Drainage including O&M, where he is a Class One contractor, specialized in Sewage & Effluent Treatment and Underground Drainage Network. He has over 15 years of experience in STP, ETP & UGD projects. He heads the overall management of the Company.

Mr. Suhas Joshi is not disqualified from being appointed as a Director in terms of section 164 of the Act & is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of the Directors, Key Managerial Personnel, except Mr. Suhas Joshi himself is concerned or interested in the said resolution.

His directorships/Committee positions in Listed Companies are:

**Directorships:**

Hazoor Multi Projects Limited

**Committee positions:**

Hazoor Multi Projects Limited

Shareholding in the Company: **NIL**

The Board recommends this ordinary Resolution for approval by shareholders.

**Item No. 6 of the Notice**

**Service of Documents u/s 20 of Companies Act, 2013**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, it is proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board thus recommends the Ordinary Resolution mentioned at Item No. 7 of this Notice for your approval.

**Item No. 7 of the Notice**

**Approval for authorization of Limits u/s 180(1) (a) of the Companies Act, 2013**

In terms of the resolution placed before the meeting of the shareholders for approval pursuant to Section 180 (1) (a) of the Companies Act, 2013, consent of the Members is required for authorizing the Board of Directors to create mortgage and / or charge on the immovable and movable properties or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The Company would be borrowing monies by way of debentures, bonds, loans, hire purchase finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees upto an extent of Rs.200 Crores. To create mortgage and / or charge upto the said limit, approval of the Members is required to be obtained pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

The Board recommends the Special resolutions set out in item no.8 of the Notice for approval by the shareholders.

**Item No. 8 of the Notice**

**Approval for authorization of limits u/s 180 (1) (c) of the Companies Act, 2013**

In terms of the resolution placed before the meeting of the shareholders for approval pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company is authorised to borrow upto a sum of Rs.200 Crores over and above the paid-up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). The Business proposal of the Company may require additional funds in future. Hence, it is necessary to set borrowing limits for the Company. Therefore, it is considered desirable to set Board's borrowing powers upto Rs.200 Crores over and above the paid-up share capital and free reserves of the Company. Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

The Board recommends the Special resolutions set out in item no.9 of the Notice for approval by the shareholders.

**Item No. 9 of the Notice**

**Approval for authorization of limits Section 186 of the Companies Act, 2013**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including Indian and overseas subsidiaries) for an amount not exceeding Rs.200 crore. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

The Board recommends the Special resolutions set out in item no.10 of the Notice for approval by the shareholders.

By Order of the Board  
For Hazoor Multi Projects Limited  
sd/-  
Dilip Bohra  
Company Secretary  
Mem.No.A47488

Registered Office:  
403, Kane Plaza, Off Link Road,  
Mind Space, Malad (West),  
Mumbai- 400064.  
Place: Mumbai  
Date: August 11, 2018

## Notes

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---



Hazoor Multi Projects Limited

**HAZOR MULTI PROJECTS LIMITED**

CIN: L99999MH1992PLC269813

Regd. Office: 403, Kane Plaza, Off Link Road, Mind Space, Malad (West)

Mumbai- 400064, Maharashtra

Tel. No.: 022-28711090; Fax-022-40033979

Email: [info@hazoormultiproject.com](mailto:info@hazoormultiproject.com), Website: [hazoormultiproject.com](http://hazoormultiproject.com)

**PROXY FORM**

Form No. MGT-11

[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./DP ID and Client ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

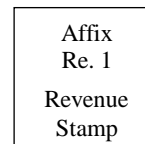
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on Monday 24<sup>th</sup> September, 2018 at 10.00 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

No	ORDINARY BUSINESS
1	Adoption of Annual Accounts and the Directors' and Auditors' Reports thereon for the financial year ended 31 March 2018.
2	Ratification of M/s. G. R. Modi & Co., (FRN. 112617W), Chartered Accountants, as Statutory Auditors and fixing their remuneration.
SPECIAL BUSINESS	
3	Appointment of Mr. Dineshkumar Agrawal as Director & Executive Director of the Company
4	Appointment of Dr. Munni Jain as a Director and as an Independent Director of the Company
5	Appointment of Mr. Suhas Joshi as a Director and as a Managing Director of the Company
6	Service of documents under section 20 of the Companies Act, 2013 for delivery of documents in a particular mode
7	Authority to the Board to create Charge/ Mortgage and/ or Charge and/ or Hypothecation and/or Pledge on the Movable and Immovable Properties of the Company and to Sell, Lease or otherwise Dispose off the Whole or Substantially the Whole of the Undertaking of the Company Pursuant to Section 180(1)(a) of the Companies Act, 2013.
8	Authority to the Board Of Directors for Borrowings in excess of the Paid-Up Share Capital and Free Reserves of the Company Under Section 180(1)(c) of the Companies Act, 2013.
9	Authority to give loans to any companies and / or give any guarantee or provide security in connection with a loan to any companies and / or acquire by way of subscription, purchase or otherwise, the securities of any companies pursuant to the provisions of Section 186 of the Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

-----

Signature of Proxy Shareholder



Signature of Shareholder

**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.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present meeting by the shareholders present.

# Notes

-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----

**HAZOR MULTI PROJECTS LIMITED**

CIN: L99999MH1992PLC269813

Regd. Office : 403, Kane Plaza, Off Link Road, Mind Space,

Malad (West), Mumbai - 400064, Maharashtra,

Tel. No.: 022-28711090; Fax : 022-40033979

Email: info@hazoormultiproject.com, Website: hazoormultiproject.com

Attendance Slip for 26<sup>th</sup> Annual General Meeting  
(to be handed over at the Registration Counter)

<b>Unique No</b> :	
<b>Name</b> :	
<b>Address</b> :	

I/We hereby record my / our presence at the 26<sup>th</sup> Annual General Meeting of the Company on Monday, 24<sup>th</sup> September, 2018 at 10.00 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064.

-----  
Signature of the Member/Proxy/Authorised Representative

-----Cut here-----

**ENTRY PASS**

(To be retained throughout the Meeting)

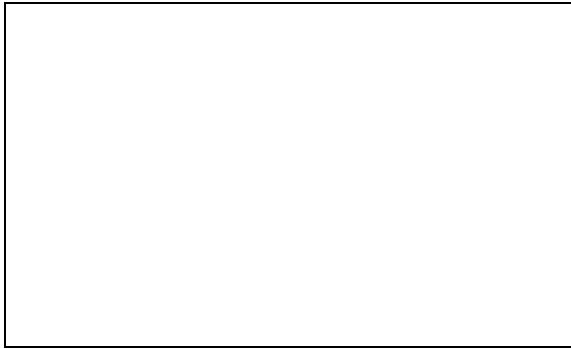
**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>
<b>180820049</b>		

\*Only Members who have not updated their PAN with the Company/ Depository Participant shall use default PAN on the PAN field.

**Note:** Please read the instructions for e-voting given along with notice of the 26<sup>th</sup> Annual General Meeting. The Voting period starts from Friday, September 21, 2018 (9.00 a.m.) and ends on Sunday, September 23, 2018 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

## BOOK POST



*If undelivered please return it to :*

**HAZOOR MULTI PROJECTS LIMITED**

CIN: L99999MH1992PLC269813

**Regd. Office** 403, Kane Plaza, Off Link Road,  
Mind Space, Malad (West), Mumbai - 400064  
Maharashtra,

Tel. No.: 022- 28711090

Email: [info@hazoormultiproject.com](mailto:info@hazoormultiproject.com),

Website: [hazoormultiproject.com](http://hazoormultiproject.com)