

PDCOR LIMITED

Registered Office: First Floor, LIC Jeevan Nidhi Building, Bhawani Singh Road,
Near Ambedkar Circle, Jaipur – 302005 (Rajasthan)
CIN-U74140RJ1997PLC014517
Ph.: 0141-4096666; Fax: 0141-2747045
web. : www.pdcor.com ; Email : info@pdcor.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF PDCOR LIMITED WILL BE HELD AT **1.00 PM ON FRIDAY THE 18th DAY OF AUGUST 2017** AT COMMITTEE ROOM NO.2, SECRETARIAT, JAIPUR-302005 TO TRANSACT THE FOLLOWING BUSINESS: -

A. Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Veenu Gupta (DIN 02170999) who retires by rotation and is eligible for reappointment.
3. To appoint a Director in place of Mr. Akhil Arora (DIN 02527921) who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. Mahesh Babu (DIN 00760887) who retires by rotation and is eligible for reappointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION :-

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S. Bhandari & Company, Chartered Accountants, Jaipur, ICAI Registration No. 000560C, as the Statutory Auditors of the Company on remuneration of Rs. 95,000/- to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2017-18.

B. Special Business:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT Mr. D.B. Gupta (DIN 00225916), who was appointed as an Additional Director by the Board of Directors of the Company on July 21, 2017 and who holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying the intention to propose Mr. D.B.

Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Rajeeva Swarup (DIN 01142865), who was appointed as an Additional Director by the Board of Directors of the Company on July 21, 2017 and who holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying the intention to propose Mr. Rajeeva Swarup as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Rajat Kumar Mishra (DIN 00108159), who was appointed as an Additional Director by the Board of Directors of the Company on July 21, 2017 and who holds office upto the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying the intention to propose Mr. Rajat Kumar Mishra as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

9. Adoption of new set of Articles of Association

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** Mr. Rubinder Singh, Chief Executive Officer of the Company be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to these resolutions.”

10. Alterations in Memorandum of Association of the Company

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

Alterations in MoA of the Company

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the **“Act”**) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs and any other statutory or regulatory authorities, all other necessary approvals, consents, permissions and/ or sanctions as may be necessary, the approval be and is hereby accorded for following amendments in Memorandum of Association of the Company:

- i) The heading of Clause III (B) **“THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE”** be substituted with **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”**
- ii) The following Clause as Clause no. 96 be inserted under Clause III (B) **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”**

96. To carry on all kinds of businesses and associated activities related to project development, project management, project supervision project implementation, manufacturers, processors, assemblers, agents, consultants, system designers, dealers, contractors and builders for the purposes of erection and commissioning of all types, varieties and kinds of infrastructure projects and facilities in all sectors including without limitation, water supply, drainage, sewage and solid waste and waste water treatment, telecom systems, communication, roads, bridges, transport, urban infrastructure, transport systems, tourism, medical & health, industrial estate, housing colonies, pre-fabricated and precast houses, buildings and erections all together with associated services processing plants, manufacturing plants whatsoever in any State of the Indian Union or abroad in any part of the world.

- iii) The entire Clause III (C) **“OTHER OBJECTS”** be deleted
- iv) **“Existing Clause IV in relation to the liability of members in the Memorandum of Association of the Company be substituted by the following:**
“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- v) **“Existing Clause V in relation to authorized share capital in the Memorandum of Association of the Company be substituted by the following:**

"The authorized share capital of the Company is Rs. 5,00,00,000 (Rupees five crore) divided into 50,00,000 (fifty lakh) equity shares of Rs. 10/- (Rupees Ten) each"

"RESOLVED FURTHER THAT Mr. Rubinder Singh, Chief Executive Officer of the Company be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to these resolutions."

Notes:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.
- (ii) The instrument of Proxy to be effective must be lodged at the Registered Office of the Company not less than 48 hours before the scheduled time of commencement of the meeting.
- (iii) Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to Special business to be transacted at this AGM is annexed.

**By order of the Board of Directors
For PDCOR Limited**



**(Rubinder Singh)
Chief Executive Officer**

Registered Office

First Floor, LIC Jeevan Nidhi Building
Bhawani Singh Road, Near Ambedkar Circle
Jaipur – 302005 (Rajasthan)

Place : Jaipur

Date : July 24, 2017

EXPLANATORY STATEMENT

(Explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the Notice)

Item No. 6, 7 & 8

Mr. D.B. Gupta, Mr. Rajeeva Swarup and Mr. Rajat Kumar Mishra were appointed as Additional Directors by the Board of Directors. Pursuant to Section 161 of the Companies Act, 2013, they vacate office at the ensuing Annual General Meeting. Their appointments are to be regularized as Directors of the Company, for which proposals pursuant to provisions of Section 160 of the Companies Act, 2013 have been received from the member(s).

Above proposed directors are senior IAS officers and nominated for appointment on the Board of the Company in terms of provisions of Article no. 121 of Articles of Association by the Government of Rajasthan. Details in respect of age, qualification, experience, date of first appointment on the Board, shareholding in the Company, remuneration paid during the year, relationship with other directors and number of the meetings of the Board attended during the year and other directorships are given in the Annexure.

The Board recommends above resolutions.

None of the Directors and their relatives, other than Mr. D.B. Gupta, Mr. Rajeeva Swarup and Mr. Rajat Kumar Mishra are interested in this resolution and they either individually or together with other directors do not hold 2% or more equity in other Companies.

Item No. 9 & 10

PDCOR Limited was incorporated on 23rd December 1997 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force. The necessary changes as per the requirement of Companies Act 2013 have been proposed by way of amendment in MoA. The Existing regulations of the Articles of Association are replaced by the new set of regulations for adoption of new set of Articles of Association as per the Table F of Schedule I of the Companies Act, 2013. The modification in Articles of Association is also carried out to give effect to provisions of the Companies Act, 2013. A copy of proposed Articles of Association is annexed.



Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed Articles of Association and amendments in Memorandum of Association are also available on the website of the Company.

The shareholders of the Company can also obtain a copy of the same from the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

By order of the Board of Directors
For PDCOR Limited

(Rubinder Singh)
Chief Executive Officer

Registered Office

First Floor, LIC Jeevan Nidhi Building
Bhawani Singh Road
Near Ambedkar Circle
Jaipur – 302005 (Rajasthan)

Place : Jaipur

Date : July 24, 2017

Disclosure pursuant to Secretarial Standards on General Meetings (SS2)

Name	Age/DoB#	Qualification #	Exp.	Date of first appointment as Director in PDCOR	Shareholding in the Company	Remuneration paid during the year	Relationship with other Directors	No. of Board meetings attended out of 4 meetings held during the year	Directorship in other Companies
Ms. Veenu Gupta	27.12.1963	M.A. (Hons.) (English), MBA, B.A. (Hons.) (English Lit.)	30 Yrs	5.02.2014	NIL	NIL	NA	NIL	<ul style="list-style-type: none"> Rajasthan Medical Services Corporation Limited Rajasthan Skill & Livelihoods Development Corporation Rajasthan Drugs & Pharmaceuticals Limited
Mr. Akhil Arora	4.02.1969	B.E.(Electronics & Communication)	24 Yrs	5.02.2014	NIL	NIL	NA	4 Nos.	<ul style="list-style-type: none"> RajCOMP Info Services Ltd Rajasthan Jal Vikas Nigam Raj. State Road Development & Construction Corporation Rajasthan Knowledge Corporation Ltd Rajasthan Rajya Vidyut Vitran Vitta Nigam Ltd
Mr. Mahesh Babu	14.09.1959	Masters in International Economics and Relations	32 Yrs	23.08.2006	NIL	NIL	NA	2 Nos.	<ul style="list-style-type: none"> East Delhi Waste Processing Company Ltd Indraprastha Energy & Waste Management Co. Ltd. Integrated Waste Management & Urban Services Co.. Ltd. Kanak Resources Management Ltd. IL&FS Urban Infrastructure Services Ltd. Integrated Electronic Waste Management & Recycling Ltd. Integrated Rubplas Waste Solutions Ltd. IIDC Limited IL&FS Academy of Applied Development IL&FS Technologies Ltd RDF Power Projects Ltd. IL&FS Environmental Infrastructure & Services Ltd. Dakshin Dilli Swachh Initiatives Ltd.
Mr. D.B. Gupta	11.09.1960	MBA, MA (Economics), BA (Hons.) (Economics)	34 Yrs	21.07.2017	NIL	NIL	NA	NIL	<ul style="list-style-type: none"> Road Infrastructure Development Company of Raj. Ltd. Rajasthan Urban Drinking Water Sewerage & Infra Corp Ltd Rajasthan State Road Development & Construction Corp Ltd Jaipur Metro Rail Corp. Ltd Rajasthan Police Housing & Construction Corp. Ltd. Real Estate Development & Construction Corp of Raj. Ltd.
Mr. Rajeeva Swarup	8.10.1960	M.A. (History), B.A.(Hons.) (History)	32 Yrs.	21.07.2017	NIL	NIL	NA	NIL	<ul style="list-style-type: none"> Raj. State Industrial Development & Investment Corp. Ltd. Rajasthan Consultancy Organisation Ltd.
Mr. Rajat Kumar Mishra	4.01.1968	M.Sc. (Geology)	25 Yrs.	21.07.2017	NIL	NIL	NA	NIL	<ul style="list-style-type: none"> Rajasthan Knowledge Corporation Ltd. Rajasthan Skill & Livelihoods Development Corp RAJCOMP Info Services Limited

Source - Civil List of Department of Personnel, GoR