

NOTICE

NOTICE is hereby given that the 2nd Extra-Ordinary General Meeting of National Handicapped Finance and Development Corporation will be held on Wednesday, the 10th Day of June, 2020 at 11.00 A.M. through NIC Web Room Connectivity (video conferencing mode), to transact the following special business :

SPECIAL BUSINESS:

1. To amend the Article (54) (2) of the Articles 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.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association and subject to approval of the Central Government and/or of any other statutory or regulatory authority, as may be necessary, the approval of the Company be and is hereby accorded to substitute Article 54(2) of Articles of Association of the Corporation by New Article 54(2) to read as under;

‘54(2) : To authorise the undertaking of works of a capital nature, subject to the condition that a special budget involving expenditure on acquisition of fixed assets other than the replacement of existing assets and assets costing more than Rs. 500 lacs shall be submitted to Administrative Department for obtaining prior approval of Government.’”

2. To Change the Composition of Board of Directors and amend the Article No. 50 (8) of the Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time and subject to approval of the Central Government, and/or of any other statutory or regulatory authority, as may be necessary, Article 50 (8) of Articles of Association of the Corporation be substituted by the following New Article 50(8) to read as under:

“Article (50)(8) : Joint Secretary/Joint Secretary level officer, : 1
Department of Empowerment of Persons with Disabilities (Divyangjan) ,
Ministry of Social Justice & Empowerment, Government of India.”

By Order of the Board

**For National Handicapped Finance
and Development Corporation**

Sd/-

**R. K. Mishra
Company Secretary**

**Place : Faridabad
Date : 5-June -2020**

NOTES:

- 1. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 in respect of the item Nos. 1 and 2 is annexed hereto and forms part of the Notice.**

2. This meeting is to be conducted through video conferencing in terms of the mechanisms laid down in General Circular No. 14/2020 dated 8th April, 2020 read with General Circular No. 14/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs. These circulars may be viewed /downloaded from the website of the Corporation (link http://www.nhfdc.nic.in/upload/EGM/Circular14_08042020.pdf and http://www.nhfdc.nic.in/upload/EGM/Circular17_13042020.pdf)
3. **Participating the meeting and accessing the Video conferencing (VC)**
The mechanism of participating in the meeting through video conferencing is as under;
- i) VC - DePD 2 - Pin 1061 - EGM of NHFDC
- ii) Web Link : <https://desktopvc.nic.in/flex.html?roomdirect.html&key=uFxxkrafVFK>
- iii) Webroom DEPD 2
Pin 1061
- iv) **Steps to join VC meeting**
- a. Please copy the link and paste it into the URL field of Internet Explorer (recommended). It will download a Plugin and make Browser ready to place a call.
- b. Once browser is ready, enter your name, Select Camera, Microphone & Speaker you are using and click to join the meeting.
- c. If you want to join using MAC OS then install the Vidyodesktop software from <https://webvc.nic.in> then click on the Webroom link.
- d. For joining from Mobile Devices, Install Mobile App (VidyoMobile) from Play store/App store and then Click on the above link.
- e. A quick user guide for VC is annexed herewith at Annexure-A. You are requested to go through the same.
- f. Those having issues in connecting can contact Mr. Abhishek (NIC official) at 9718246671

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the special business the accompanying Notice.

ITEM NO: 1

The authority of the Board was limited to Rs. 20.00 lac was fixed in respect of expenditures concerning works of Capital nature as specified in Article 54(2) of the Articles of Association of the Corporation since incorporation of the Corporation (in the year 1997). Beyond the aforesaid amount, a special budget involving expenditure on acquisition of fixed assets other than the replacement of existing assets and assets is to be submitted to Administrative Department for obtaining prior approval of Government.

Since there has been inflation over the years and the cost /price has increased manifold over the years, there is a need to revise the aforesaid monetary limit to Rs. 500 lacs. The proposed increase of monetary limit from Rs.20 lacs to Rs. 500 lacs require alteration of Articles of Association {Article-54(2)} of the Corporation.

The alteration of Articles of Association of the Corporation requires approval of members by special resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the existing Memorandum & Articles of Association of the Company is available for inspection at the Registered office of the Company during the working hours on any working day. Also, the Memorandum & Articles of Association of the Company may be viewed/downloaded from the website of the Corporation through the link <http://www.nhfdc.nic.in/upload/MOA.pdf> .

None of the Directors of the Company or key Managerial Personnel or their relative(s) is, in any way, concerned or interested in the resolution.

ITEM No. 2.

Article 50 of Articles of Association of the Corporation provides the Board Composition of the Corporation. The Board composition inter alia provided for 'Joint Secretary(HW) Ministry of Welfare' at Sl. 8 of Article-50 of Articles of the Association of the Corporation.

Presently, the Deputy Director General, a Joint Secretary rank officer is looking after affairs of the Corporation. Going by the spirit of the Board composition, a Joint Secretary rank officer representing Administrative Department should be on the Board of the Corporation.

There is a need to provide to necessary flexibility while adhering to the spirit of Article 50 of the Articles of Association.

The above proposal requires the alteration Article 50 of the Articles of the Association. As per requirements of Section 14 of the Companies Act, 2013 alteration of the Articles of Association requires approval of members by special resolution.

A copy of the existing Memorandum & Articles of Association of the Company is available for inspection at the Registered office of the Company during the working hours on any working day. Also, the Memorandum & Articles of Association of the Company may be viewed/downloaded from the website of the Corporation through the link <http://www.nhfdc.nic.in/upload/MOA.pdf> .

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

By Order of the Board

**For National Handicapped Finance and
Development Corporation**

Sd/-

R. K. Mishra

Company Secretary

Place: Faridabad

Date: 5-June -2020

Annexure – A

Quick user Guide to participate group Video meeting using Webroom link (Ministries/Departments/States/UTs)

Ministry/Departments/States/UTs officials can use Web based Video conference facility for conducting group meetings by sharing **Webroom Link** through email/WhatsApp. You need to join the meeting in the scheduled time by clicking on the link.


The pre-requisite at each user location :

- ✓ User should have minimum Internet connection of 2 Mbps from any service provider (Broadband/FTTH/4G etc)
- ✓ A Desktop/Laptop working in windows (Recommended).
- ✓ Wired Earphone/Headphones with Microphone (Strongly recommended) or External USB camera & Speaker cum microphone.

Steps to join VC meeting

1. Please copy the link and paste it into the URL field of **Internet Explorer** (recommended). It will download a Plugin and make Browser ready to place a call.
2. Once browser is ready, enter your name, Select Camera, Microphone & Speaker you are using and click to join the meeting.
3. If you want to join using MAC OS then install the Vidyodesktop software from <https://webvc.nic.in> then click on the Webroom link.
4. For joining from Mobile Devices, Install Mobile App (**VidyoMobile**) from Play store/App store and then Click on the link received in e-mail/WhatsApp.

General Instructions:

- Please use Earphone / Headsets (Strongly recommended)
- Only one person shall speak at any given point.
- Mute your Microphone from the software (Click the on video screen to see tools bar. Click on Microphone symbol  to Mute / Unmute.
- Disconenc the call once conference is over, which would make the resouce avlable for others.

Capacity of WebRoom:

Three/Five WebRoom links have been created for each Ministry/Department/States with a capacity to host 50 participants in each Webroom. Details of Webroom links have been shared with NIC VC coordinators at Ministry/States.

Please do keep your micrpphone muted and unmute only when you speak.

Helpdesk Number 011-24305767 (Email : webvc@ismgr.nic.in)

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