

THE METAL POWDER COMPANY LIMITED

Registered Office: 113, Velayutham Road, Sivakasi - 626 123, Tamilnadu

CIN: U28910TN1961PLC004478

Email: info@mepco.co.in; Tel: +91-4562- 220428, 223686

Website: www.mepco.co.in

NOTICE

Notice is hereby given that, the Sixty Second Annual General Meeting of the Shareholders of **THE METAL POWDER COMPANY LIMITED** will be held at the Registered Office of the Company located at 113, Velayutham Road, Sivakasi – 626 123, Tamilnadu on Saturday the 28th day of September, 2024 at 01.00 P.M. to transact the following business:

A. Ordinary Business:

1. Adoption of Standalone Financial Statements:

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

“RESOLVED THAT the Audited Standalone Financial statements of the Company for the financial year ended 31st March, 2024, prepared in accordance with the Indian Accounting Standards (Ind AS) together with Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

2. Adoption of Consolidated Financial Statements:

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

“RESOLVED THAT the Audited Consolidated Financial statements of the Company for the financial year ended 31st March, 2024, prepared in accordance with the Indian Accounting Standards (Ind AS) together with Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

3. Declaration of Dividend:

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

“RESOLVED THAT the Interim Dividend of Rs.35/- Per Share paid during January-2024 be noted and a Final Dividend of Rs.30/- Per Share for the year ended 31st March, 2024 be and is hereby declared and the same be paid out of the profits of the company to those members whose name appear in the register of members as on 16th September, 2024.”

4. Re-Appointment of Sri G. Abiruben (holding DIN: 00006847) as Director of the Company who is liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, Sri G. Abiruben (holding DIN: 00006847), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

5. Re-Appointment of Sri Annamalai. S (holding DIN: 00001381) as Director of the Company who is liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, Sri Annamalai. S (holding DIN: 00001381), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

6. Re-Appointment of Sri A. Ramamurthy (holding DIN: 00374398) as Director of the Company who is liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, Sri A. Ramamurthy (holding DIN:

00374398) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

B. Special Business:

7. Remuneration to Cost Auditor:

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

“**RESOLVED THAT** Remuneration of Rs.1,25,000/- plus GST and travelling and incidental expenses to Mr. M. Kannan, the Cost Auditor of the Company for the year 2024-2025 approved by the Board of Directors be and is hereby ratified by shareholders pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014.”

8. Re-Appointment of Smt. Suguna Ravichandran (holding DIN: 00170190) as Independent Director of the Company for further 5 years:

To consider and approve the Re-Appointment of Smt. Suguna Ravichandran (holding DIN: 00170190) as an Independent Director of the Company for a further period of 5 years (second term) with effective from 16th November, 2024 till 15th November, 2029 pursuant to the provisions of Section 149 read with Schedule IV and all other applicable Rules of the Companies Act, 2013 and in that behalf, to consider and if thought fit to pass with or without modification the following resolution, as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV and all other applicable Rules of the Companies Act, 2013, the Re-Appointment of Smt. Suguna Ravichandran (holding DIN: 00170190) as an Independent Director of the Company for a further period of 5 years (second term) with effect from 16th November, 2024 till 15th November, 2029 be and is hereby approved.”

By order of the Board

**SD/-
S. Akilesh
Company Secretary
(Membership No. A60829)**

Date: 17.08.2024

Place: Maravankulam

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 and such proxy need not be a member of the Company.
 - (a) The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 - (b) A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
 - (c) A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or shareholder.
 - (d) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorising their representatives to attend the meeting and vote on their behalf pursuant to Section 113 of The Companies Act, 2013.
2. The Shareholders are requested to notify / update their phone number, Email ID, PAN, addresses and Bank Accounts to facilitate proper electronic communication/ payment to Company's Email ID- info@mepco.co.in.
3. Dividend Related Information:
 - (a) Subject to approval of the Members at the AGM, the dividend will be paid to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 - (b) Shareholders are requested to update their phone number and Email ID for Electronic Communication.
 - (c) Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Cheques will be despatched to the registered address of the shareholders who have not updated (or provided incomplete details) their bank account details.

(d) Shareholders are requested to register / update their complete bank details:

- with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, in a form prescribed by their Depository Participant and
- with the Company by emailing at info@mepco.co.in
- if, shares are held in physical mode, by submitting:
 - i. scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), cancelled cheque leaf.
 - ii. Self - attested copy of the PAN card may also be required to be furnished.

(e) Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020.

- No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of total dividend does not exceed Rs.5,000/-
- TDS is required to be deducted at the rate of 10% under section 194 of the Act if the amount of total dividend exceeds Rs.5,000/-.
- TDS at higher rate will be applicable (20% under section 206AA of the Act) if the PAN of the members are not made available to the Company Database. No claim shall lie against the Company for such taxes deducted.
- TDS at higher Rate will be applicable (20% under Section 206AB of the Income Tax Act,1961) if
 - i. the Shareholder has not filed Income Tax Returns for the last 2 financial Years and
 - ii. the aggregate amount of TDS and TCS is Rs.50,000 or more in each of the 2 previous financial years.

- In the event of any income tax demand (including interest, Penalty, etc) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the company with all information/documents and co-operation in any appellate proceedings.

Explanatory Statement relating to the Special Business pursuant to Section 102(1) of The Companies Act, 2013:

Resolution No.7:

Based on the recommendation of Audit Committee, the Board of Directors in its Board Meeting held on 20.07.2024, have appointed Mr. M. Kannan, Cost Accountant as Cost Auditor of the Company for the financial year 2024-2025 on a remuneration of Rs.1,25,000/- plus GST and travelling and incidental expenses. Pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

The Ordinary Resolution appearing in the Notice is sought to be passed for this purpose.

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

Resolution No.8:

Smt. Suguna Ravichandran (holding DIN: 00170190) was appointed as Independent Director for a period of 5 years (first term) from 16th November, 2019 till 15th November, 2024. As her tenure comes to end on 15th November, 2024 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 17th August, 2024 proposed to re-appoint for a further period of 5 years (second term) with effective from 16th November, 2024 till 15th November, 2029 subject to approval of the Shareholders. The Company has received a declaration from Smt. Suguna Ravichandran confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013. In the opinion of the Board, Smt. Suguna Ravichandran fulfils the conditions for her re-appointment as an Independent Director as specified in the Companies Act, 2013 and she is independent of the management.

Smt. Suguna Ravichandran is not related to any other Director and Key Managerial Personnel of the Company. The Board is of the opinion that it will be beneficial to the Company to avail her services as an Independent Director of the Company and recommends the Special resolution as set out in Item No.8 of the Notice for approval of the shareholders. None of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution. The resolution as set out in item No. 8 of this Notice is accordingly recommended by the Board for shareholder's approval.

By order of the Board

SD/-

S. Akilesh

**Company Secretary
(Membership No. A60829)**

Date: 17.08.2024

Place: Maravankulam