



# THE METAL POWDER COMPANY LIMITED

Registered Office:

113, Velayutham Road, Sivakasi – 626 123

CIN: U28910TN1961PLC004478

Email : [info@mepco.co.in](mailto:info@mepco.co.in)

Website: [www.mepco.co.in](http://www.mepco.co.in)

## NOTICE

Notice is hereby given that the **Fifty Sixth Annual General Meeting** of the Members of **THE METAL POWDER COMPANY LIMITED** will be held at the “**Bell Hotel**” at 123, Thirutangal Road, Sivakasi – 626 123 (Virudhunagar District, Tamilnadu) on **Saturday the 29<sup>th</sup> September, 2018** at **1.00 P.M.** to transact the following business:

### 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 financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the 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 31<sup>st</sup> March, 2018, the 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. 20/-Per Share paid during January-2018 be ratified and to declare final Dividend of Rs.15./Per Share for the year ended 31-March-2018 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 29-Sep-2018”

#### 4. Re-Appointment of Sri.M.Ramalingam(holding DIN 0000 6836) 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 M.Ramalingam(holding DIN0000 6836), 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.S.Annamalai (holding DIN 0000 1381) 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 S.Annamalai(holding DIN 0000 1381), 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.G.Abiruben(holding DIN 0000 6847) 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 0000 6847 ) , 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.

**7. Modification of terms of appointment of M/S.Sekar&Co(FRN-016269S),Chartered Accountant, Statutory Auditors of the Company.**

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

**RESOLVED THAT**, In partial modification of the Ordinary Resolution passed at the Fifty Fifth Annual General Meeting held on 16<sup>th</sup> –September-2017 and in accordance with the amended Section 139 of the Companies Act ,2013 read with relevant rules made thereunder, the approval of the shareholders be and Chartered Accountants,(Firm Registration No. 016269S) as the Statutory auditors of the Company , at such remuneration as may be decided by the Board of Directors as per the recommendation of the Audit Committee, till the conclusion of the Sixtieth Annual General Meeting and that the said appointment would not be subject to ratification at every subsequent Annual General Meeting

**Special Business:**

**8. 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.85,000/= plus Goods and Service Tax and travelling and incidental expenses to Mr.M.Kannan, the Cost Auditor of the Company for the year 2018-2019 approved by the Board of Directors be and is hereby ratified pursuant to Section 148 and other applicable provisions of the Companies Act 2013 and Companies (Audit and Auditors) Rules 2014”.

**9. Appointment of Sri A.Ramamurthy(holding DIN 0037 4398 ) 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** Sri A.Ramamurthy (holding DIN 0037 4398) who is appointed by the Board of Directors , as an Additional Director of the Company with effect from 17-Mar-2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) Of the Companies Act 2013 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 Director of the Company, be and is hereby appointed as a Director of the company”

Maravankulam  
18-Aug-2018

By Order of the Board  
K.S.Raguraam  
Company Secretary

- Note: 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote thereat 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 the Company any change in their addresses or Bank Accounts.
3. The Explanatory Statements pursuant to Section 102(1) Of The Companies Act ,2013 in respect of item No.8 and 9 is annexed hereto.
4. The Payment of Final Dividend upon declaration by the shareholders at the Annual General Meeting will be made on or after 30-September-2018.

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

**Resolution No.8:** At the Board Meeting held on 16-June-2018, the Directors have appointed Mr.M.Kannan, Cost Accountant as the Cost Auditor of the Company for the year 2018-2019 on a remuneration of Rs.85,000/= plus Goods and Service Tax 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 is interested or concerned in the passing of the Resolution.

**Resolution No.9.** Sri A.Ramamurthy (holding DIN 0037 4398) was appointed as an additional director in the board meeting held on Mar-2018. He holds office till the conclusion of this Annual General Meeting, He is eligible and desirous of continuing his office as Director in the company and to the effect a Notice has been received alongwith requisite deposit proposing Sri A. Ramamurthy to be appointed as director of the Company.

Sri A.Vairaprakasam ,Managing Director (holding DIN) is interested in this resolution as he is a relative of the proposed director as per Section of The Companies Act ,2013.

**BRIEF RESUME OF SRI.A.RAMAMURTHY**

DIN	0037 4398
DATE OF BIRTH	03-Mar-1945
EDUCATIONAL QUALIFICATION	B.COM
DIRECTORSHIP IN OTHER COMPANIES	1.The Nadar Press Limited 2.The Rajapalayam Industrial and Commercial Syndicate Limited 3.Alpha Fireworks Factory Private Limited 4.Janaki Investments Private Limited 5.Mercury Fireworks Private Limited 6.Bhavadharini Finance Private Limited 7.Janaki Printing Private Limited 8.Ayyan Traders Private Limited 9.Janaki Match Company Private Limited 10.Janaki International Private Limited 11.Janaki Enterprises Private Limited 12.Janaki Packaging Private Limited
OCCUPATION	Industrialist
SHARES HELD IN THE COMPANY	34,521

Maravankulam  
18–August- 2018

By Order of the Board

K .S.Raguraam  
Company Secretary