



THE METAL POWDER COMPANY LIMITED

Registered Office:
113, Velayutham Road, Sivakasi - 626 123.
CIN: U28910TN1961PLC004478
Email: info@mepco.co.in



NOTICE

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Members of THE METAL POWDER COMPANY LIMITED will be held at the Registered Office of the Company at 113, Velayutham Road, Sivakasi – 626 123 on Saturday the 19th day of September, 2020 at 01.00 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 31st March, 2020, 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 31st March, 2020, 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. 35/- Per Share paid during March-2020 be ratified and to declare final Dividend of Rs.15/- Per Share for the year ended 31-March-2020 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 20-Aug-2020”

4. Re-Appointment of Sri. A. Tenzing (holding DIN 00014412) 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. Tenzing (holding DIN 00014412), 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. Yennarkay R Rajarathnam (holding DIN 00020509) 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. Yennarkay R. Rajarathnam (holding DIN 00020509), 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. Yennarkay R Selvarathnam (holding DIN 00031076) 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. Yennarkay R. Selvarathnam (holding DIN 00031076), 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”.

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.1,00,000/- plus Goods and Service Tax and travelling and incidental expenses to Mr.M.Kannan, the Cost Auditor of the Company for the year 2020-2021 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”.

8. Appointment of Smt. Suguna Ravichandran holding (DIN: 00170190) as Independent Director

To approve the appointment of Smt. Suguna Ravichandran holding (DIN: 00170190) who was appointed as an Independent Director on the Board of the Company, under Section 149, read with the Rules made there under and Schedule IV of the Companies Act, 2013 and in that behalf, to consider and if thought fit to pass with or without modification the following resolution, which will be proposed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any modification(s) or re-enactment thereof), the appointment of Smt. Suguna Ravichandran holding (DIN: 00170190), as an Independent Director of the Company, to hold office for a period of 5 years with effect from 16th November 2019 be and is hereby approved.”

9. Appointment of Sri V. Ayyan Kodiswaran (having DIN 00001872) 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 V. Ayyan Kodiswaran(having DIN 00001872) who was appointed by the Board as an Additional Director of the Company with effect from 18th July 2020 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, liable to retire by rotation.”

Maravankulam
20-August, 2020

By Order of the Board
G. Gomathi Meenakshi
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 Explanatory Statements pursuant to Section 102(1) of The Companies Act, 2013 in respect of item No.7, Item No.8 and item No.9 are annexed hereto.
3. The Shareholders are requested to notify / update their phone number, Email ID, PAN, addresses and Bank Accounts to facilitate electronic communication / payment.
4. 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, and
 - with the Company / emailing at info@mepco.co.in or csgm@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) In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant and
- (iii) 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 total dividend paid does not exceed Rs.5,000/-
 - TDS is required to be deducted at the rate of 7.5% under section 194 of the Act.
 - 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.
 - 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: At the Board Meeting held on 18-July-2020, the Directors have appointed Mr.M.Kannan, Cost Accountant as the Cost Auditor of the Company for the year 2020-2021 on a remuneration of Rs.1,00,000/- 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 or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

Resolution No.8: Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16th November 2019, have appointed Smt. Suguna Ravichandran as an additional (Independent) Director of the Company not liable to retire by rotation, to hold office for a period up to the date of ensuing Annual General Meeting ("AGM") and subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM") shall continue the office. The Company has received a declaration from Smt. Suguna Ravichandran confirming that she meets the criteria of independence as prescribed under the Act Smt. Suguna Ravichandran is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Smt. Suguna Ravichandran fulfils the conditions for her appointment as an Independent Director as specified in the Act and she is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the

date of this Annual General Meeting and is also available on the website of the Company www.meeco.co.in.

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 of her services as an Independent Director of the Company and recommends the Ordinary 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 commended for your approval by the Board.

BRIEF RESUME OF SMT SUGUNA RAVICHANDRAN

NAME	Smt. SUGUNA RAVICHANDRAN
DIN	00170190
DATE OF BIRTH /	11.08.1958 / Indian
DATE OF APPOINTMENT ON THE BOARD	16.11.2019
INTER-SE RELATIONSHIP ON THE BOARD	NIL
EDUCATIONAL QUALIFICATION	B.Com, MBA, FCA
EXPERIENCE IN AREA	A Bcom graduate with a masters degree in Business Administration from PSG College of Technology, Coimbatore. A fellow member of the Institute of Chartered Accountants of India. Has over 35 years of experience in the area of finance and accounts. She has been a practising Chartered Accountant for the last three decades.
NO. OF SHARES HELD	NIL
DIRECTORSHIP HELD IN OTHER COMPANIES	<ol style="list-style-type: none"> 1. The Lakshmi Mills Company Limited (since 04.09.2015) 2. Super Spinning Mills Limited (since 01.06.2014) 3. Versa Pack Private Limited (since 24.11.1992)
CHAIRMANSHIP / MEMBERSHIP IN OTHER COMMITTEES	<ol style="list-style-type: none"> a. Super Spinning Mills Limited Audit Committee – Chairperson Stake holders’ relationship Committee Chairperson CSR Committee - Member b. The Lakshmi Mills Co. Limited Audit Committee – Member

Resolution No 9: Sri V.Ayyan Kodiswaran (having DIN 00001872) was appointed as an additional director in the board meeting held on 20th June 2020. 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 along with requisite deposit proposing Sri V.Ayyan Kodiswaran to be appointed as Director of the Company liable to retire by rotation.

BRIEF RESUME OF SRI V. AYYAN KODISWARAN

NAME	SRI. V. AYYAN KODISWARAN
DIN	00001872
DATE OF BIRTH /	15.07.1963 / Indian
DATE OF APPOINTMENT ON THE BOARD	17.08.2020
EDUCATIONAL	B.Tech
DIRECTORSHIP IN OTHER COMPANIES	<ol style="list-style-type: none"> 1. GRAVAI FARMS PRIVATE LIMITED 2. VINDHYA SPINNING MILLS PRIVATE LIMITED 3. THE NADAR PRESS LIMITED 4. AYYAN FIREWORKS FACTORY PRIVATE LIMITED 5. AYYANS SPARKLERS PRIVATE LIMITED 6. PANDIAN CHEMICALS LIMITED 7. ALUMINIUM POWDER COMPANY LIMITED 8. PAVAI INVESTMENTS PRIVATE LIMITED 9. VEERAM TECHNOLOGIES PRIVATE LIMITED
OCCUPATION	Industrialist
SHARES HELD IN THE COMPANY	103782