

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 Sixtieth 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 Thursday the 22nd day of September, 2022 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 Standalone Financial statements of the Company for the financial year ended 31st March, 2022, 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, 2022, 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 January-2022 be ratified and to declare final Dividend of Rs.15/- Per Share for the year ended 31-March-2022 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-2022”

4. Re-Appointment of Sri Gunasingh Chelladurai (holding DIN 00168538) 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 Gunasingh Chelladurai (holding DIN 00168538), 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 D. Singaravel (holding DIN 00006862) 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 D. Singaravel (holding DIN 00006862), 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 V. Ayyan Kodiswaran (holding 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** Pursuant to the Provisions of Section 152 and other applicable provisions, if any, of the Companies Act 2013, Sri V.Ayyan Kodiswaran (holding DIN 00001872), 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. Re-Appointment of M/s. Sekar & Co as 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** pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s. Sekar & Co [Firm Registration No: 016269S] be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the Sixty Fifth Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

FURTHER RESOLVED THAT any of the directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

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.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 2022-2023 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 N.Nagarajan (holding DIN 00121494) 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 N.Nagarajan (holding DIN 00121494) who was appointed by the Board as an Additional Director of the Company with effect from 16th August 2022 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, and recommended by the Nomination and Remuneration Committee be and is hereby appointed as a Non-Independent and Non-Executive Director of the Company, liable to retire by rotation.”

Maravankulam
20-August,2022

By Order of the Board
G. Gomathi Meenakshi
Company Secretary
(Membership No.A55463)

Notes :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 / update their phone number, Email ID, PAN, addresses and Bank Accounts to facilitate electronic communication / payment.

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 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. self-attested copy of the PAN card also 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 10% 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.
- TDS at higher Rate will be applicable (20% under Section 206AB of the Income Tax Act,1961) if
 - the Shareholder has not filed Income Tax Returns for the last 2 financial Years and
 - 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.8:

At the Board Meeting held on 16-July-2022, the Directors have appointed Mr.M.Kannan, Cost Accountant as the Cost Auditor of the Company for the year 2022-2023 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 is in any way concerned or interested, financially or otherwise in the said Resolution.

Resolution No 9:

The Members of the Company have appointed Sri N. Nagarajan (holding DIN 00121494) as Independent Director of the Company for a period of 3 years at the General Meeting held on 20-September-2014 with effect from 16-August-2014 and Subsequently for a period of 5 years at the General Meeting held on 16-September-2017 with effect from 16-August-2017 and the term of his office expired on 15- August-2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16th July 2022, appointed

Sri N.Nagarajan (holding DIN 00121494) as an additional director in the Board meeting held on 16th July 2022 with effect from 16.08.2022 and recommended the appointment of Sri N.Nagarajan as Non-Executive and Non-Independent Director to the Members in the this Annual General Meeting. He holds office till the conclusion of this Annual General Meeting. He is eligible and expressed his willingness to continue his office as Director in the Company and to the effect a Notice has been received proposing Sri N.Nagarajan to be appointed as Director of the Company. Accordingly, the subject is included in the Agenda of the Meeting.

The Special Resolution No.9 appearing in the Notice is sought to be passed for this purpose.

Except Sri N.Nagarajan, none of the Directors or Key Managerial Personnel is interested or concerned in the passing of this special Resolution.

Maravankulam
20-August,2022

By Order of the Board
G. Gomathi Meenakshi
Company Secretary
(Membership No.A55463)