

THE METAL POWDER COMPANY LIMITED

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

Ph: 82709 90007

CIN: U28910TN1961PLC004478

Email: info@mepco.co.in www.mepco.co.in.

NOTICE

Notice is hereby given that, the Sixty First 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 23rd day of September, 2023 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, 2023, 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, 2023, 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 ₹ 35/- Per Share paid during January-2023 be ratified and to declare final Dividend of ₹ 15/- Per Share for the year ended 31-March-2023 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 15.09.2023”

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”.

7. Re-Appointment of Sri M. Ramalingam (holding DIN 00006836) 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 DIN 00006836) 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:

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 2023-2024 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 K. Balakrishnan (having DIN 00144462) as Independent Director of the Company who is not liable to retire by rotation

To approve the appointment of Sri K. Balakrishnan (holding DIN 00144462) 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, 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 Sri K. Balakrishnan (holding DIN 00144462), as an Independent Director of the Company, to hold office for a period of 3 years with effect from 14.11.2022 be and is hereby approved.”

Maravankulam
19-August,2023

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 there at 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

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 paid 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
 - 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 17-June-2023, the Directors have appointed Mr.M.Kannan, Cost Accountant as the Cost Auditor of the Company for the year 2023-2024 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:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 15.10.2022, have appointed Sri K Balakrishnan (holding DIN: 00144462) as an (additional) Independent Director of the Company not liable to retire by rotation with effect from 14.11.2022, to hold office for a period of 3 years subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). The Company has received a declaration from Sri K Balakrishnan confirming that he meets the criteria of independence as prescribed under the Act, Sri K Balakrishnan is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Sri K Balakrishnan fulfils the conditions for his appointment as an Independent Director as specified in the Act and he 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 www.mepco.co.in

Sri K Balakrishnan 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 his services as an Independent Director of the Company and recommends the Ordinary resolution as set out in Item No.9 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. 9 of this Notice is accordingly commended for your approval by the Board.

BRIEF RESUME OF Sri K.Balakrishnan

NAME	Sri K Balakrishnan
DIN	00144462
DATE OF BIRTH	25/05/1941
NATIONALITY	Indian
DATE OF APPOINTMENT ON THE BOARD	14.11.2022
EDUCATIONAL QUALIFICATION	B.Com, CAIIB
EXPERIENCE IN AREA	40 years of experience in Banking and Financial
NO. OF SHARES HELD	Nil
DIRECTORSHIP HELD IN OTHER COMPANIES	Nil
CHAIRMANSHIP / MEMBERSHIP IN OTHER COMMITTEES	Member of Audit Committee Member of Nomination and Remuneration Committee

Maravankulam
19-August,2023

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