

MODERN MALLEABLES LIMITED

(CIN : L27101WB1982PLC035371)

Registered Office : 53B, Mirza Ghalib Street, Kolkata-700 016.

Website : www.modernmalleables.com ; e-mail: sales@modernmalleables.com

Phone No. : 2226-4904, 2217-2206, 2249-1673.

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Shareholders of M/s. Modern Malleables Ltd. will be held on Saturday, 28th day of September, 2024 at 10.00 a.m. at its Registered Office at 53B, Mirza Ghalib Street, Kolkata - 700016 to transact the following business :-

ORDINARY BUSINESS :

Item No. 1

To consider and adopt Audited Standalone Financial Statements of the Company for the financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon ;

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2

To appoint a Director in place of Mrs. Siddhishree Jhunjhunwala (DIN : 08884963), who retires by rotation under the Companies Act, 2013, and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT Mrs. Siddhishree Jhunjhunwala (DIN 08884963), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation. ll

SPECIAL BUSINESS :

Item No. 3

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

“RESOLVED That pursuant to the provisions of section 148 (3) and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.25,000/- (Rupees Twenty Five thousand) only in addition to reimbursement of out of pocket expenses and conveyances on actual basis to be paid to M/s. A. S. & Associates, Cost Accountants (Firm Registration No.000523) for the financial year 2024-25 for conducting the audit of the cost accounting records of the Company, as approved by the Audit Committee be and is hereby ratified and confirmed”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution”.

Item No. 4

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mrs. Mina Roy (DIN : 07161164) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting held on 9th August, 2024.

RESOLVED FURTHER THAT the consent of the Board be and is hereby given, subject to the approval of the members, for the removal of Mrs. Mina Roy as a Director of the company with effect from the ensuing Annual General Meeting of the Company.

Item No. 5

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any other statutory modification(s) or re-enactment(s) thereof], and such other approval(s), consent(s) or permission(s), as may be required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri Biswanath Jhunjunwala (DIN : 00331168) as Chairman and Managing Director of the Company for a term of 5 (five) years commencing from 1st June, 2024 up to 31st May, 2029 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice and with liberty to the Board of Directors (hereinafter referred to as “the Board”) which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, modify or revise from time to time, the terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed to between the Board and Shri Biswanath Jhunjunwala”.

“RESOLVED FURTHER THAT Shri Biswanath Jhunjunwala shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment, club fees/expenses (corporate membership) or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving”.

Item No. 6

To consider and if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provision of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atanu Sen Sarma (DIN: 00347353) who was appointed as an Additional Director of the Company, in the category of Additional Independent Non-Executive Director by the Board of Directors vide resolution passed on 29th June, 2024 and who holds office up to the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Independent Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorised to do all such acts, deeds, matters and things as may be required in this regard.”

Item No. 7

To consider and, If thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 4,13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded”.

(i) The Nomenclature of **Clause III(A)** of the MOA under the head **“THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”** – the following new two Clauses be inserted in the before the existing clauses.

1. *To carry on the business of property developers and contractors to construct, maintain, let-out, lease-out, sell and transfer housing and commercial complexes and shopping malls, industrial sheds, offices buildings and to deal in, acquire, purchase, sell and transfer any land, property, building constructed on free hold or lease hold lands.*
2. *To carry on the business of developing, maintaining and/or operating infrastructure facilities including roads, bridges, airports, ports, rail system, health Centre, hospitals, nursing homes, research institute, diagnosis Centre’s, schools, educational institutions, security system, transportation system, hotels, and bars or other facility of similar nature, water supply projects, energy, environment, irrigation, sanitation, sewerage systems, communication systems, greenery and tree plantation and other things relating to the ecological development (landscaping) and to produce, manufacture, assemble, repair, purchase or take on lease all such equipment machinery, vehicles required for any one or more of the above named business.*

(B) The Nomenclature of under **Clause III (B)** under the head **“THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE** – the following new eight Clauses be inserted in the existing Clauses:

1. *To purchase, exchange or otherwise any movable or imovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.*
2. *To vest any movable or imovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.*
3. *To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, and such other works and convenience necessary for carrying on the main business of the Company. To undertake or promote scientific research relating to the main business or class of business of the Company.*
4. *To carry on the business in the area of information technology and information technology enabled services which include running the business of developing software, networking, web linking, web designing, data processing, management information system, supply chain management, e-commerce, accounting, back office operation, computer aided designing, computer aided manufacturing security, internet and internet portals, e-mail and all types of information technology business, printing, publishing and catering to the clients with all types of information technology business besides trading, purchasing, selling importing, exporting and dealing in information technology and to carry on any other business or activity which can be conveniently carried on this connection and to carry on the business of running institute of learning computer software and hardware technologies and running computer educational institute and cyber cafes.*

5. *To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.*
6. *To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.*
7. *To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.*
8. *To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other contrary and establish depots and agencies in different parts of the world.*

“FURTHER RESOLVED THAT any directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Special Businesses as set out above is annexed hereto. Further, disclosures as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') with respect to details of Directors who are proposed to be appointed/ re-appointed is set out in the Explanatory Statement.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting
4. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. . Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD /MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's/RTA's website. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
8. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. In case of non-Update of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, the dividend shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety. Further, relevant FAQs published by SEBI on its website can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

9. The presence of shareholders through Physically will be reckoned for the purpose of quorum under Section 103 of the Act. Corporate shareholders entitled to appoint authorized representatives are requested to send certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM, pursuant to Section 113 of the Companies
10. The Shareholders, seeking any information with regard to the accounts or any matter at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21.09.2024 to 28.09.2024 (both days inclusive) for the Annual General Meeting.
12. Particulars of Director seeking re-appointment pursuant to Regulation 36 (3) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (SEBI-LODR) is given in Appendix-A that forms part of this Notice.
13. Statement pursuant to Section 102(1) of the Act in respect of the Special Business and Regulation 17 (1A) of the SEBI-LODR in respect of Special Resolution to be transacted at the meeting is annexed hereto. As per the provisions of Clause 3 All of the MCA General Circular No. 20/2020 dated.5th May 2020 and subsequent circulars, the matters of Special Business as appearing at item Nos.4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence form part of this Notice.
14. The Company shares are enlisted with NSDL for participation into electronically depository system operated by them. Its shares are compulsorily to be traded in electronic form and the security bears code no. INE834C01028.
15. In deference to extant MCA / SEBI circulars, Notice of AGM and the Annual Report for FY 2023-24 are being sent only by electronic mode to shareholders whose email address is registered either with the Depository Participants (DP) or the Registrar & Transfer Agent (RTA). Shareholders holding shares in Physical/demat form who have not registered their email address with the Company can get the same registered as per the procedure given below. The AGM Notice and Annual Report are available on the websites of the Company www.modernmalleables.com, Stock Exchanges i.e. BSE Ltd. www.bseindia.com.
16. Pursuant to the provisions of Section 108 of the Act. with rule 20 of the companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is pleased to provide facility to member to exercise their rights to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provide by CDSL .The company has signed an agreement with CDSL for facilitating e-voting enable to shareholders to cast their vote electronically.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email, address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MCR Code, IFSC Code, etc. to their DPs in case the shares are held by them in electronic form to RTA, M/s. Maheshwari Datamatics Pvt. Ltd. in case the shares are held by them in physical form.
18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far or who would like to update their email addresses already registered, are requested to register/ update their email address with their DP (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those who hold shares in physical form) to enable us to send you the communications via email.

19. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13. The said Form can be downloaded from the web site of the company www.modernmalleables.com [under "Investors" section]. Shareholders holding shares in physical form and Electronic form may submit the same to the RTA, M/s. Maheshwari Datamatics Pvt. Ltd. and to their respective depository participant respectively.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Maheshwari Datamatics Pvt. Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. The Company has appointed Mr. Mayur Agarwal of M/s. ALP & Associates, Chartered Accountant as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner
22. The scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting, shall make a consolidated report and submit the same to the Chairman of the meeting. The Results of the voting shall be placed along with the Scrutinizer's Report on the website of the Company i.e. www.modernmalleables.com and simultaneously be communicated to the Stock Exchanges.
23. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 28, 2024.
24. Voting through Electronic means.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER :-

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by **CDSL**.
- b) The remote e-voting period commences on 25.09.2024 (10.00 a.m.) and ends on 27.09.2024 (5.00 p.m) .During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.09.2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue by physical ballot.
 - (ii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the Individual demat account holders by way of single login credential through their demat account(s) / websites of Depositories / Depository Participant(s) (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
 - (iii) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easy/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easy/Easist are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then user your existing myeasi user name and password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Ease/Easiest, option to register is available at https://web.cdslindia.com/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and Permanent Account Number from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon. "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Share holders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget password option available at abovementioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000.

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company, please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email address viz. sales@modernmalleables.com (designated e-mail address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- (d) The Board of Directors of the Company at their meeting held on 21st May, 2024 has appointed M/s. ALP & Associates, the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (e) The result of voting will be announced the 40th Annual General Meeting of the Company to be held at 53B, Mirza Ghalib Street, Kolkata – 700 016 on 28th September, 2024 at 10 a.m.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders-, please update your e-mail id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited (CDSL), 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to Section 148 of the Companies Act, 2013 (“the Act”), the Company is required to get its business Cost Accounting records audited by a Cost Accountant in Practice. Upon the recommendation of the Audit Committee, the Board has appointed M/s. A. S. & Associates, Cost Accountants (Firm Registration No. 000523) for such audit at a remuneration of Rs. 25,000/- (Rupees Twenty five thousand only) in addition to reimbursement of out of pocket expenses and conveyances on actual basis.

As required under Section 148(3) of the Act, the above remuneration requires ratification from Members.

Item No. 3 of the Notice convening the Company’s Annual General Meeting (“AGM”) has accordingly been proposed and the Board commends this **Ordinary Resolution** for approval.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4

Removal of Mrs. Mina Roy (DIN: 07161164) from Directorship of the Company with immediate effect due to expiry of her tenure, which will be subject to the approval of the shareholders of the company at the general meeting.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out as Item Number 4 of the Notice.

The Board recommends the Ordinary Resolution set out as Item Number 4 of the Notice for approval by the Shareholders.

Item No. 5

The term of Shri Biswanath Jhunjunwala (DIN : 00331168) as Managing Director of the Company expired on 31st May, 2024. Thereafter, the Board of Directors on the recommendation by the Nomination and Remuneration Committee (‘NRC’) at its meeting held on 9th August, 2024, had reappointed him for a term of 5 years from 1st June, 2024 up to 31st May, 2029 (both days inclusive) on the terms and conditions as specified in this Notice.

Profile & Justification for re-appointment: Shri Biswanath Jhunjunwala is associated with the Company since its incorporation and is involved in the business affairs of the Company. It is due to his dedication towards work, focused approach and valuable guidance that today the Company is amongst reputed manufacturing of overhead transmission and distribution line equipment in India. He has always been a leading member of core Senior Management team. He has the business acumen and in-depth knowledge about the industry and overall market scenario. He provides overall guidance and plays key role in Policy making and managing the affairs of the Company.

The terms of the re-appointment and payment of remuneration to Shri Biswanath Jhunjunwala, Chairman and Managing Director including disclosures required as per Schedule V to the Companies Act, 2013 (‘the Act’) for paying minimum remuneration are as follows:

Name of Director	Designation	Responsibility
Shri Biswanath Jhunjunwala	Chairman and Managing Director	Overall management, administration, production and marketing of the Company

A. REMUNERATION :

Shri Biswanath Jhunjunwala, Chairman and Managing Director will be paid a remuneration as per term of his Appointment . He shall be eligible for yearly increments as recommended by the Nomination and Remuneration Committee, without any further reference to the Members of the Company, in a general meeting, during his tenure.

B. Perquisites and Allowances : In addition to the above salary, Shri Biswanath Jhunjunwala will be entitled to the following perquisites and allowances :

i) Leave Travel Concession

For Shri Biswanath Jhunjunwala, Chairman & Managing Director and his spouse once in a year whether in India or abroad incurred in accordance with the Rules specified by the Company.

ii) Medical reimbursement

Reimbursement of actual medical expenses incurred for self and his spouse.

iii) Club Fees

Actual fees/expenses of clubs to be paid by the Company for Shri Biswanath Jhunjunwala and his spouse.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in **Item No. 5** of the Notice above by way of **Special Resolution**.

Item No. 6

Shri Atanu Sen Sarma (DIN : 00347353), was appointed as an Additional Non-Executive Independent Director of the Company at a Meeting of the Board of Directors held on 29th June, 2024. The appointment has been based upon a favourable recommendation from the Board's Nomination and Remuneration Committee ("the Committee"). Such recommendation having been accepted by the Board, Mr. Atanu Sen Sarma was appointed an Additional Non-Executive Independent Director from this date.

In addition, the Board being satisfied with the Committee's recommendation that Mr. Atanu Sen Sarma could be appointed as an Independent Director, it is proposed that Mr. Atanu Sen Sarma as per the provisions of Section 164(2) of the Act, be appointed as an Additional Non-Executive Independent Director for a period of five years from the conclusion of this Meeting.

Mr. Atanu Sen Sarma, as an Additional Non-Executive Independent Director, shall also abide by the Code of Conduct prescribed by the Board for its Members.

The Board is therefore of the opinion that it would be in the interest of the Company to appoint Mr. Atanu Sen Sarma as an Additional Non-Executive Independent Director and thus recommends the passing of the Special Resolution set out at Item No. 6 of the AGM Agenda.

Based on her proposed appointment as an Independent Director is upon a favourable recommendation from the Committee, no deposit stipulations will be applicable to her. Moreover, the Company has received a Notice from a Member proposing her name as a Director.

Except Mr. Atanu Sen Sarma , no other Director or Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

Item No. 7

In order to make the main object clause and other object clause of the Memorandum of Association ("MOA") comprehensive and to include activities to be undertaken by the Company from time to time, consequent to integration of entities, it is proposed to incorporate these object clauses of the MOA.

The Board at its meeting has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of main object clause and other object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of ensuing Annual General Meeting. The aforesaid documents are also available for inspection at the time of Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution. The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Registered & Head Office :
53B, Mirza Ghalib Street,
Kolkata – 700 016

**By order of the Board
For Modern Malleables Limited**

Dated : 02.09.2024

SD/-
**B.N. Jhunjunwala
Chairman & Managing Director
(DIN : 00331168)**

ROUTE MAP TO THE VENUE OF 40TH ANNUAL GENERAL MEETING

MODERN MALLEABLES LTD

53B, MIRZA GHALIB STREET,, KOLKATA,
West Bengal, India - 700016



VENUE: 53B, MIRZA GHALIB STREET, KOLKATA-700016

DATE: 28.09.2024 TIME: 10:00 A.M