

# MODERN MALLEABLES LIMITED

(CIN : L27101WB1982PLC035371)

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

Website : [www.modernmalleables.com](http://www.modernmalleables.com) ; Email: sales@modernmalleables.com

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

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## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Modern Malleables Ltd. will be held on Friday 29<sup>th</sup> day of September, 2023 at 10.00 a.m. at its Registered Office at 53B, Mirza Ghalib Street, Kolkata - 700016 to transact the following business :-

### **ORDINARY BUSINESS :-**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Mina Roy (DIN : 07161164), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendations of the Audit Committee, M/s. B.R. Khaitan & Co., Chartered Accountants (Firm Registration No. 305012E) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year ended 31<sup>st</sup> March, 2028.

**RESOLVED FURTHER THAT** approval be and is hereby accorded for payment of statutory audit fees plus reimbursement of out of pocket expenses and applicable taxes to M/s. B.R. Khaitan & Co., Chartered Accountants for the financial year 2023-24 and the Board of Directors of the Company be and are hereby authorized to increase and pay such statutory audit fees as recommended by the Audit Committee and as they deem fit for the remaining tenure of their appointment and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors”.

### **SPECIAL BUSINESS :-**

#### **4. Ratification of Remuneration payable to Cost Auditor**

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.15,000/- (Rupees Fifteen 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 2023-24 for conducting the audit of the cost accounting records of the Company, as approved by the Board of Directors of the Company at its meeting held on 4<sup>th</sup> August, 2023 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

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

**“RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mrs. Siddhishree Jhunjunwala (DIN : 08884963) as a Non-executive Director designated as Executive Director of the company, for a period of 5 (five) years from 1<sup>st</sup> April, 2023, the period of her office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit”.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution”.

By Order of the Board

Date : 02.09.2023

Place : Kolkata

Sd/-

B.N. Jhunjunwala  
Chairman & Managing Director

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**  
  
**IN TERMS OF RULES 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSONS CANNOT ACT A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Equity Share Transfer Registers of the Company will remain closed from 23.09.2023 to 29.09.2023 (both days inclusive) for the purpose of Annual General Meeting.
4. 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.
5. 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.
6. 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.
7. Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed separately.
8. To support the 'Green Initiative'. Members who have not registered there e-Mail IDs are requested to register the same with the Company or its Registrar and Share Transfer Agent in case the shares are held by them in physical form and with their DPs in case the shares are held by them in electronic form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Maheshwari Datamatics Pvt. Ltd. in case the shares are held in physical form.
10. 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.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

12. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM alongwith the Annual Report 2022-23 is being sent through electronic mode to those Members whose email address are registered with the Company/Depositories and physical copies to those shareholders who request for the same. The Notice convening the Annual General Meeting (AGM) has been uploaded on the website of the Company at [www.modernmalleables.com](http://www.modernmalleables.com) .
13. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
14. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

**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 26.09.2023 (10.00 a.m.) and ends on 28.09.2023 (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 22.09.2023 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 above said 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	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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</li> </ol>

directly access the system of all e-Voting Service Providers.

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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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL help desk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(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](http://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](http://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:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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](http://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](mailto: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](mailto: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 scruti nizer and to the Company at the email address viz. [sales@modernmalleables.com](mailto: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 scruti nizer 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 4<sup>th</sup> August, 2023 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 39<sup>th</sup> Annual General Meeting of the Company to be held at 53B, Mirza Ghalib Street, Kolkata – 700 016 on 29<sup>th</sup> September, 2023 at 10.00 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.

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

By order of the Board  
For Modern Malleables Limited

Dated : 02.09.2023

Sd/-  
B.N. Jhunjhunwala  
Chairman & Managing Director

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

M/s. H.P. Jhunjhunwala & Co., the existing Statutory Auditors of the Company appointed in the year 2019 will complete their appointment at the conclusion of the Thirty Nine Annual General Meeting of the Company. In accordance with the provisions of Section 139(2) of the Act, an auditor can hold office as statutory auditors of the Company for 5 years and cannot be re-appointed thereafter for a period of five years. Accordingly, M/s. H.P. Jhunjhunwala & Co., Chartered Accountants shall retire as the Statutory Auditors of the Company at the conclusion of the Thirty Nine Annual General Meeting.

Pursuant to the requirements of the Act and based on the recommendations of the Audit Committee, the Board of Directors of the Company at its meeting held on 4<sup>th</sup> August, 2023 proposed to appoint M/s. B.R. Khaitan & CO, Chartered Accountants, (Firm Registration No. 305012E) as the Statutory Auditor of the company on the following terms and conditions:-

- a. Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2028.
- b. Proposed Fees: Remuneration for Statutory Audit fee plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2023-24. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The existing Statutory Auditors of the Company M/s. H.P. Jhunjhunwala & Co. are paid fees plus applicable taxes and other out-of-pocket expenses for the Financial Year 2022-23.

The Committee considered various parameters like audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc. and found M/s. B. R. Khaitan & CO. to be suited to handle the scale and diversity associated with the audit of the financial statements of the Company.

**Brief Profile of M/s. B. R. Khaitan & Co.**

M/s. B.R. Khaitan & CO. with Firm Registration No. 305012E is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The registered office of the firm is at 132, Cotton Street, Kolkata – 700007. They have confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

No Director, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the Resolution as mentioned at Item No. 4 above for the approval of the members by way of Ordinary Resolution.

**Item No. 4**

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. A. S. Associates (Firm Registration No. 000523) for the financial year 2023-24 at a remuneration of Rs. 9000/- to conduct the audit of the Cost Records of the Company. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors along with the reimbursement of expenses incurred towards the audit is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

No Director, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the Resolution as mentioned at Item No. 5 above for the approval of the members by way of Ordinary Resolution

**Item No. 5**

Pursuant to the Sections and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mrs. Siddhishree Jhunjunwala, requires approval of the members by way of Special Resolution. The terms and conditions of the re-appointment and remuneration payable to Mrs. Siddhishree Jhunjunwala is provided in the resolution referred in item No. 6.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 of the Notice above by way of Special Resolution.

None of the Directors and Key Managerial personnel of the Company and their relatives is in any way, concerned or interested in the said resolution.

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

Dated : 02.09.2023

By order of the Board  
For Modern Malleables Limited

Sd/-  
B.N. Jhunjunwala  
Chairman & Managing Director