

# MMP INDUSTRIES LIMITED

Corporate Identification Number (CIN) – L 32300 MH 1973 PLC 030813

REGISTERED OFFICE: 211, SHRI MOHINI, 345, KINGSWAY,  
NAGPUR – 440001, MH, IN

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E-mail: [companysecretary@mmpil.com](mailto:companysecretary@mmpil.com); Website: [www.mmpil.com](http://www.mmpil.com)

## NOTICE

NOTICE is hereby given that the Forty-Eighth (48th) Annual General Meeting of the Shareholders (Members) of MMP Industries Limited will be held on Wednesday, the 15th day of September 2021 at 04:00 P.M. at through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility, to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year 2020-21 ended 31st March 2021, comprising of the Balance Sheet as at 31st March 2021, Statement of Profit & Loss and Statement of Cash Flow for the year 2020-21 ended 31st March 2021, together with the Report of the Statutory Auditors and Board's Report thereon.
2. To declare a final dividend of ₹ 1/- per equity share for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Lalit Ranjeet Raj Bhandari, (DIN - 00010934), [Category - Promoter & Executive], who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To consider and if thought fit, pass the following Resolution as a **Special Resolution:-**

#### **Appointment of Vijay Singh Bapna (DIN - 02599024), as a Director, [Category - Non- Executive, Independent], of the Company**

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions of, and Schedule IV to, the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/s and/or re-enactment/s for the time being in force) and pursuant to provisions of the Listing Regulations, Mr. Vijay Singh Bapna (DIN - 02599024), who was appointed by the Board of Directors as an Independent Director under Section 149 of the Companies Act, 2013, who qualifies for being appointed as an Independent Director for second term and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, to hold the office for a second fixed term of Five (5) consecutive years i.e. from the conclusion of Forty-Eighth (48th) Annual General Meeting up to the conclusion of Fifty Third (53rd) Annual General Meeting of the Company to be held for the financial year 2025-26 ending 31st March 2026.”

5. To consider and if thought fit, pass the following Resolution as a **Special Resolution:-**

#### **Appointment of Mr. Sunil Khanna (DIN - 00907147), as a Director, [Category - Non- Executive, Independent], of the Company**

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and all other applicable provisions of, and Schedule IV to, the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/s and/or re-enactment/s for the time being in force) and pursuant to provisions of the Listing Regulations, Mr. Sunil Khanna (DIN - 00907147), who was appointed by the Board of Directors as an Independent Director under Section 149 of the Companies Act, 2013, who qualifies for being appointed as an Independent Director for second term and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of a Director, be and is hereby appointed

as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, to hold the office for a second fixed term of Five (5) consecutive years i.e. from the conclusion of Forty-Eighth (48th) Annual General Meeting up to the conclusion of Fifty Third (53rd) Annual General Meeting of the Company to be held for the financial year 2025-26 ending 31st March 2026.”

6. To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:-

**Ratification of Remuneration of Cost Auditors of the Company**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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), Messers Khanuja Patra & Associates, Cost Accountants, Nagpur [Firm Registration No. 00214], whose appointment as the Cost Auditors of the Company, for the financial year 2021-22 ending 31st March 2022, has been duly approved by the Board of Directors based on the recommendations of the Audit Committee of the Company, be paid a sum ₹50,000/- (Rupees Fifty Thousand) only plus applicable tax (GST) and reimbursement of actual out of pocket expenses, if any, as a remuneration for audit of cost records of the Company for the financial year 2021-22 ending 31st March 2022, as recommended by the Board of Directors based on the recommendations of the Audit Committee of the Company, be and are hereby ratified.”

**By Order of the Board**

**MMP Industries Limited**  
**CIN L32300MH1973PLC030813**  
**211, Shrimohini, 345, Kingsway**  
**Nagpur - 440001, MH, IN**

**Place: Nagpur**

**Date: 29th July 2021**

**CS Milind Suryakant Rao**  
**Company Secretary**  
**ICSI Membership No ACS – 48012**

**NOTES:-**

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to cshelpdesk09@gmail.com with a copy marked to companysecretary@mmpil.com.
5. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 15, 2021. Members seeking to inspect such documents can send an email to companysecretary@mmpil.com.

6. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (“DP”). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (“ECS”) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 16 for the process to be followed for updating bank account details.
7. Members may note that the Board, at its meeting held on June 23, 2021, has recommended a final dividend of ₹ 1/- per equity share. The record date for the purpose of final dividend for FY 2020-21 is September 03, 2021. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 20, 2021 electronically through various online transfer modes to those members into their updated bank account. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (“RTA”) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
8. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or above more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Board has appointed M/s Vaibhav Jachak & Co., Company Secretaries, Nagpur, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 08, 2021, may cast their votes electronically. The e-voting period commences on Saturday, September 11, 2021 (9:00 a.m. IST) and ends on Tuesday, September 14, 2021 (5:00 p.m. IST). The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 08, 2021. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. August 13, 2021, may obtain the login ID and password by sending a request. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. August 13, 2021, may follow steps mentioned in the Notice under "Instructions for e-voting".
13. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 48th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mmpil.com](http://www.mmpil.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA or with the Company by sending an email. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
	Registering email address	Updating bank account details
Physical	Send a written request to the RTA of the Company, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.	Send a written request to the RTA of the Company, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.  The following additional details / documents need to be provided in case of updating bank account details:: <ul style="list-style-type: none"> <li>- Name and branch of the bank in which you wish to receive the dividend, the bank account type</li> <li>- Bank account number allotted by their banks after implementation of core banking solutions</li> <li>- 9-digit MICR Code Number</li> <li>- 11-digit IFSC</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

**17. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Saturday, 11th September, 2021, 9:00 AM and ends on Tuesday 14th September, 2021, 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday 08 September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 Easi / 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 Easi / Easiest 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 PAN No. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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</li> </ol>

Type of shareholders	Login Method
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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) 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:

	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"> <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 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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 Scrutinizer and to the Company at the email address viz; [companysecretary@mmpil.com](mailto:companysecretary@mmpil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.



4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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 Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

18. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company’s website, [www.mmpil.com](http://www.mmpil.com).
20. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**EXPLANATORY STATEMENT****PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4:-****Appointment of Mr. Vijay Singh Bapna (DIN - 02599024), as a Director, [Category - Non- Executive, Independent], of the Company**

As the Members are aware, at the 45th Annual General Meeting held on 31st August, 2018, based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, has considered and approved, the appointment of Mr. Vijay Singh Bapna (DIN - 02599024), as a Director (Category - Non-executive, Independent) of the Company to hold the office for a first fixed term of three (3) consecutive years i.e. from the conclusion of Forty-fifth (45th) Annual General Meeting up to the conclusion of Forty-eighth (48th) Annual General Meeting of the Company to be held for the financial year 2020-2021.

The Board of Directors, considering recommendation of Nomination and Remuneration Committee and given his background, experience, contribution made by him during his tenure as Independent Director and the performance evaluation, feels that the continued association of Mr. Bapna would be beneficial to the interest of Company, recommends a fixed second term of Five (5) consecutive years i.e. from the conclusion of Forty-Seventh (48th) Annual General Meeting up to the conclusion of Fifty-third (53rd) Annual General Meeting of the Company to be held for the financial year 2025-2026 ending 31st March 2026.

Further, Mr. Vijay Singh Bapna (DIN - 02599024), is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 read with the rules made there under, and has given his consent to act as a Director (Category - Non-executive, Independent) of the Company. Moreover, he has submitted the declaration cum certificate of independence confirming that, he individually meets the criteria of independence as provided in Sub-Section (6), (7) and (8) of Section 149 and other applicable provisions of the Companies Act 2013 read with relevant rules made there under, Schedule IV (Code for Independent Directors) to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing from a Shareholder (Member) under Section 160 of the Act proposing the candidature of Mr. Vijay Singh Bapna (DIN - 02599024), for the office of a Director (Category - Non-executive, Independent) of the Company. The brief profile of Mr. Vijay Singh Bapna (DIN - 02599024), is provided in the Annex and forms part of the Notice.

Mr. Vijay Singh Bapna (DIN - 02599024), may be deemed to be interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment as a Director (Category - Non-executive, Independent) of the Company.

Except Mr. Vijay Singh Bapna (DIN - 02599024), for himself, being the appointee, none of the other Director/s, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution for approval of the Shareholders (Members) in the interest of the Company.

**Item No. 5:-****Appointment of Mr. Sunil Khanna (DIN - 00907147), as a Director, [Category - Non- Executive, Independent], of the Company**

As the Members are aware, at the 45th Annual General Meeting held on 31st August, 2018, based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, has considered and approved, the appointment of Mr. Sunil Khanna (DIN - 00907147), as a Director (Category - Non-executive, Independent) of the Company to hold the office for a first fixed term of three (3) consecutive years i.e. from the conclusion of Forty-fifth (45th) Annual General Meeting up to the conclusion of Forty-eighth (48th) Annual General Meeting of the Company to be held for the financial year 2020-2021.

The Board of Directors, considering recommendation of Nomination and Remuneration Committee and his background, experience made by him during his tenure as Independent Director and the performance evaluation, feels that the continued association of Mr. Khanna would be beneficial to the interest of Company, recommends a fixed second term of Five (5) consecutive years i.e. from the conclusion of Forty-Seventh (48th) Annual General Meeting up to the conclusion of Fifty-third (53rd) Annual General Meeting of the Company to be held for the financial year 2025-2026 ending 31st March 2026.

Further, Mr. Sunil Khanna (DIN - 00907147), is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 read with the rules made there under, and has given his consent to act as a Director (Category - Non-executive, Independent) of the Company. Moreover, he has submitted the declaration cum certificate of independence confirming that, he individually meets the criteria of independence as provided in Sub-Section (6), (7) and (8) of Section 149 and other applicable provisions of the Companies Act 2013 read with relevant rules made there under, Schedule IV (Code for Independent Directors) to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing from a Shareholder (Member) under Section 160 of the Act proposing the candidature of Mr. Sunil Khanna (DIN - 00907147), for the office of a Director (Category - Non-executive, Independent) of the Company. The brief profile of Mr. Sunil Khanna (DIN - 00907147), is provided in the Annex and forms part of the Notice.

Mr. Sunil Khanna (DIN - 00907147), may be deemed to be interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment as a Director (Category - Non-executive, Independent) of the Company.

Except Mr. Sunil Khanna (DIN - 00907147), for himself, being the appointee, none of the other Director/s, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution for approval of the Shareholders (Members) in the interest of the Company.

#### **Item No. 6:-**

#### **Ratification of Remuneration of Cost Auditors of the Company**

On recommendations of the Audit Committee, the Board of Directors of the Company, at its meeting held on 23rd June 2021, approved and appointed, M/s Khanuja Patra & Associates, Cost Accountants, Nagpur [Firm Registration No. 00214] as the Cost Auditors of the Company for the FY 2021-22 ending 31st March 2022 to audit the cost records of the Company at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand) Only, plus applicable tax (GST) and reimbursement of actual out of pocket expenses, if any.

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration as recommended by the Board of Directors, is subject to ratification by the Shareholders (Members) of the Company. None of the Director/s, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board of Directors of the Company recommends the Ordinary Resolution for ratification of the Shareholders (Members) in the interest of the Company.

**Details of Director/s seeking appointment / re-appointment at the Forty Eighth (48th) Annual General Meeting of the Company**

[Pursuant to Regulations 26(4) and 36(6) of the SEBI Listing Regulations and Secretarial Standards on General Meeting]

**BRIEF PROFILE OF DIRECTORS**

Name of Director & DIN	<b>Mr. Lalit Ranjeet Raj Bhandari [DIN – 00010934]</b>
Brief Resume	Mr. Lalit Ranjeet Raj Bhandari, qualified as a Graduate, has been associated with the MMP Group of Companies since Year 1981. He has worked at various positions and has experience of about 39 years in the Aluminium powder and paste business and specifically, in project management.
Date of Birth / Age	24th February 1956 / 65 Years
Date of First Appointment	1st August 2008 [Re-appointment as the Whole-time Director of the Company for a further period of five (5) years effective 1st April 2017]
Expertise in specific functional area	Functional expertise in Aluminium Powders and Paste business, with specific area as Project Management
Qualification	Graduate
Shareholding in the Company	NIL
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Cousin of Mr. Arun Raghuveer Raj Bhandari, Promoter, Chairman & Managing Director of the Company. Except the above, not related to any other Director, Manager, Key Managerial Personnel of the Company
No. of Board Meeting attended during the Financial Year 2020-2021	Four (4) [100%]
Name of the other Companies / LLP in which Director/Partner	Rohini Horticulture Private Limited
Chairman / Member of the Committee of Board of Directors of the Company or of Other Listed Company	<u>MMP Industries Limited</u> Risk Management Committee - Chairman Corporate Social Responsibility Committee – Member Stakeholders’ Relationship Committee – Member Project Monitoring Committee – Member Share Transfer Committee – Member

Name of Director & DIN	<b>Mr. Vijay Singh Bapna [DIN – 02599024]</b>
Brief Resume	Mr. Vijay Singh Bapna, is Non-executive, Independent Director of the Company, He holds the Fellow Membership of the Institute of Chartered Accountants of India (ICAI) and a Member of the Institute of Directors, New Delhi. He has over 48 years of industry leadership experience, by holding various top level position/s, like President, CEO and Board Membership including Whole-time Directorship, for more than 27 years with the Companies in India, Thailand, Canada and USA like Aditya Birla Group, Reliance Petroleum, Balco (Vedanta Group), Indorama Petrochem (Bangkok), Welspun Resource (Australia), Essar Steel Algoma (Canada), Essar Steel Mineasota (USA) Ispat Industries (Now JSW Steel), Welspun Maxsteel Limited, Welspun Steel Limited and Remi Metal Gujarat Limited.
Date of Birth/Age	28th August 1948/ 72 years
Date of First Appointment	7th May 2018
Expertise in specific functional area	Professional (Accounts, Audit, Finance and Taxation)
Qualification	Chartered Accountant
Shareholding in the Company	NIL

Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager and other Key Managerial Personnel of the Company
No. of Board Meeting attended during the Financial Year 2020-2011	Four (4)
Name of the other Companies/LLP in which Director/Partner	<ol style="list-style-type: none"> <li>1. Global Education Limited</li> <li>2. Lagnam Spintex Limited</li> <li>3. Usha Martin Limited</li> <li>4. AVA Consulting LLP</li> </ol>
Chairman/Member of the Committee of Board of Directors of the Company or of Other Listed Company	<p><u>MMP Industries Limited</u></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Chairman)</li> <li>2. Nomination and Remuneration Committee (Member)</li> </ol> <p><u>Global Education Limited</u></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Chairman)</li> <li>2. Nomination and Remuneration Committee (Member)</li> <li>3. Corporate Social Responsibility (CSR) Committee (Member)</li> <li>4. Stakeholders' Relationship Committee (Member)</li> </ol> <p><u>Lagnam Spintex Limited</u></p> <ol style="list-style-type: none"> <li>1. Stakeholders' Relationship Committee (Chairman)</li> <li>2. Nomination and Remuneration Committee (Member)</li> <li>3. Corporate Social Responsibility (CSR) Committee (Member)</li> </ol>

Name of Director & DIN	<b>Mr. Sunil Khanna [DIN – 00907147]</b>
Brief Resume	Mr. Sunil Khanna, is Non-executive, Independent Director of the Company, He holds a Bachelor's Degree in Electronics Engineering from Indian Institute of Technology, Banaras Hindu University (BHU) and also holds a Post Graduate Degree in Electronics Engineering (Communication) from Indian Institute of Technology, Kanpur. He started his career in 1978 with Hindustan Aeronautics Limited as a Design Engineer. Later, he joined DCM Data Products and ABB Group, on various positions in India, Singapore and Indonesia. He has almost 43 years of vast experience in different industries including Oil, Gas, Chemicals, in various position/s in Systems, Designs, Strategic Relations, Departments, in India and abroad.
Date of Birth/Age	7th July 1955/ 66 years
Date of First Appointment	7th May 2018
Expertise in specific functional area	Technical
Qualification	Post Graduate
Shareholding in the Company	NIL
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager and other Key Managerial Personnel of the Company
No. of Board Meeting attended during the Financial Year 2020-2021	Four (4)
Name of the other Companies/LLP in which Director/Partner	<ol style="list-style-type: none"> <li>1. Vertiv Energy Private Limited</li> </ol>
Chairman/Member of the Committee of Board of Directors of the Company or of Other Listed Company	<p><u>MMP Industries Limited</u></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee (Chairman)</li> <li>2. Audit Committee (Member)</li> </ol>