

Date: 13 January, 2025

To
The Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051

Ref.: Megatherm Induction Limited / NSE/2024-25/70
Symbol: MEGATHERM
ISIN: INE531R01010

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Postal Ballot Notice dated 4th January, 2025 along with the Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and related Rules, is being sent to the Members of the Company whose names appear in the Register of Members maintained by the depositories as of Friday, 10th January, 2025 (Cut-off date) seeking their approval through Postal Ballot as per the requirements of Section 108 and Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

The Company has engaged the services of National Securities Depository Limited (NSDL), Designated Depository of the Company, for providing e-voting facility. E-voting period will commence on Wednesday, 15th January, 2025 at 09:00 am (IST) and will end on Thursday, 13th February, 2025 at 5:00 pm (IST). The result of Postal Ballot will be announced on or before Monday, 17th February, 2025.

A Copy of Notice of Postal Ballot is enclosed. The Postal Ballot Notice will also be available on the website of the Company at <https://megatherm.com>.

Kindly take the same into your records.

Yours faithfully
For, Megatherm Induction Limited

(Abanti Saha Basu)
Company Secretary & Compliance Officer

Place: Kolkata



MEGATHERM INDUCTION LIMITED
(Formerly known as Megatherm Induction Private Limited)
CIN: L31900WB2010PLC154236

Registered Office: Plot L-1, Block GP, Electronics Complex, Sector V,
Salt Lake City, Kolkata – 700091

Phone: 03340886200 Email: cs@megatherm.com Website: <https://megatherm.com>

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

E-VOTING COMMENCES ON:	E-VOTING CONCLUDES ON:
Wednesday, 15th January, 2025 (9:00 am IST)	Thursday, 13th February, 2025 (5:00 pm IST)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the “Act”), including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) as amended from time to time read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (the “MCA Circulars”) issued by Ministry of Corporate Affairs (“MCA”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings (“SS - 2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the special business as set out hereunder by passing Resolutions by means of Postal Ballot through voting by electronic means only (“remote e-voting”). Members are requested to read the instructions in the Notes. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors of the Company has appointed Mr. Anjan Kumar Roy, Company Secretary in Practice having Membership No.: FCS 5684 and Certificate of Practice No.: 4557, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copies of the Postal Ballot Notices are not being sent by the company. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), for the purpose of providing remote e-voting facility to all its Members. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes in this Notice. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, 15th January, 2025 and ends at 5:00 p.m. (IST) on Thursday, 13th February, 2025.

Upon completion of this process, the Scrutinizer will submit the report to the Chairman or to the Company Secretary & Compliance Officer or to any other person authorized by the Chairman after the completion of scrutiny of the votes cast through remote e-Voting. The results of Postal Ballot along with the Scrutinizer’s Report will be announced on or before Monday, 17th February, 2025. The result of the voting shall be displayed on the notice board of the Company at

its Registered Office. The declared result along with the Scrutinizers Report will be available forthwith on the Company's website <https://megatherm.com> and on the website of NSDL www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchange i.e. National Stock Exchange of India Limited where the Company's shares are listed. The resolution(s), if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 13th February, 2025.

SPECIAL BUSINESS

Item No. 1

To alter the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Central Government (power delegated to Registrar of Companies), consent of the Members of the Company be and is hereby accorded to insert the Borrowing Clause in Memorandum of Association (MOA) under Memorandum Clause No. III (B)(33) in the following manner:

III.B.33. To borrow or raise or secure the payment of money or to receive money on such time and from time to time and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stocks, perpetual or otherwise including debentures or debenture- stock convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or any such debentures or debenture-stocks so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities provided the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.”

“RESOLVED FURTHER THAT Board of Directors of the Company or the Company Secretary be and is hereby jointly or severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 2

To alter the Articles of Association of the Company

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Central Government (power delegated to Registrar of Companies), consent of the Members of the Company be and is hereby accorded to insert the clause of borrowing power in the Articles of Association under Article No. 73(a) before Article No. 74 and after Article No. 73 as per provisions of the Companies Act, 2013 in the following manner:

73(a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

- (i) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company;
- (ii) borrow money by way of issuance of Debentures ;
- (iii) borrow money otherwise than on Debentures;

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

73(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company or the Company Secretary be and is hereby jointly or severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 3

To approve material related party transaction(s) with EMT Megatherm Private Limited, Fellow Subsidiary Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder and any other provisions, if applicable, and the Company’s Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, the approval of the Members of the Company be and is hereby accorded to enter into a transaction (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with EMT Megatherm Private Limited for the purchase of Complete Shed Building at Kharagpur Factory, for an aggregate value up to INR 15 Crore, to be entered during Financial Year 2024-25, provided such transaction shall be at arm’s length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4

To regularize the appointment of Mr. Shravan Manjaya Shetty (DIN: 08965489), as Non-Executive Independent Director, not liable to retire by rotation

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

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Shravan Manjaya Shetty (DIN: 08965489), who was appointed by

the Board of Directors, as an Additional Director w.e.f. 20th December, 2024 to hold office in terms of Section 161(1) of the Act, being eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company w.e.f. 20th December, 2024 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Shravan Manjaya Shetty, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 20th December, 2024 to 19th December, 2029.”

By Order of the Board
For Megatherm Induction Limited
(CIN: L31900WB2010PLC154236)

(Abanti Saha Basu)
Company Secretary & Compliance Officer
Membership No. A69276

Place: Kolkata
Date: 4th January, 2025

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act setting out the material facts pertaining to the resolutions is annexed hereto and forms part of this postal ballot notice.
2. In compliance with MCA Circulars, the Postal Ballot Notice alongwith Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company maintained by the Depositories as on Friday, 10th January, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website <https://megatherm.com> and website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited at www.evoting.nsdl.com. Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 10th January, 2025 (“Cut-off date”). Members whose names appear on the Register of Members as on the Cut-off Date will only be considered for the purpose of e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences on Thursday, 15th January, 2025 (9:00 am IST) and ends on Friday, 13th February, 2025 (5:00 pm IST).
6. During the voting period, Members can login to NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
8. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING**” in this Notice. Members are requested to read the same carefully.
9. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairman or any person duly authorized, on or before Monday, 17th February, 2024 and will also be displayed on the website of the Company i.e. <https://megatherm.com> besides being communicated to the Stock Exchange.
10. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date specified e-voting i.e. Friday, 13th February, 2025.
11. All the material documents referred to in the explanatory statement will be available electronically for inspection without any fees by the Members. The said documents will also be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, 13th February, 2025. Members seeking to inspect such documents can send an email to cs@megatherm.com.

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

The remote e-voting period begins on Thursday, 15th January, 2025 (9:00 am IST) and ends on Friday, 13th February, 2025 (5:00 pm IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 10th January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th January, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 evoting 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) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@megatherm.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@megatherm.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice

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

Item No. 1:

Pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company proposes to alter its Memorandum of Association (MOA) by inserting a new clause, namely, the Borrowing Clause.

The proposed Borrowing Clause will enable the Company to borrow monies, issue securities, and create charges over its properties and assets, subject to the approval of the Board of Directors and the Members of the Company.

The insertion of the Borrowing Clause in the MOA will provide the Company with the necessary flexibility to raise funds, meet its business requirements, and achieve its growth objectives.

The proposed alteration to the MOA is in the best interests of the Company and its stakeholders and shall not be detrimental to the interest of any stakeholder. The Members are requested to consider and approve the proposed alteration.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the resolution set out at Item No.1 accompanying Notice.

Item No. 2:

Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company proposes to alter its Articles of Association (AOA) by inserting a new clause, namely, the Borrowing Clause.

The proposed Borrowing Clause will enable the Board of Directors to borrow monies, issue securities, and create charges over the Company's properties and assets, subject to the provisions of the Companies Act, 2013, and the approvals of the Members and/or the Board of Directors, as may be required.

The insertion of the Borrowing Clause in the Articles of Association will provide the Company with the necessary flexibility to raise funds, meet its business requirements, and achieve its growth objectives.

The proposed alteration to the AOA is in the best interests of the Company and its stakeholders and shall not be detrimental to the interest of any stakeholder. The Members are requested to consider and approve the proposed alteration.

The Board recommends the Resolution as set out at Item No. 2 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the resolution set out at Item No.2 accompanying Notice.

Item No. 3:

Pursuant to Section 188 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force, the Company seeks approval of the Members for entering into material related party transaction(s) with EMT Megatherm Private Limited, a Fellow Subsidiary Company.

The Company proposes to enter into transaction(s) with EMT Megatherm Private Limited, a Fellow Subsidiary Company, for the purchase of Complete Shed Building at Kharagpur Factory, for an aggregate value up to INR 15 Crore, to be entered during Financial Year 2024-25, provided such transaction shall be at arm's length basis.

The proposed transaction(s) are intended to improve operational efficiency and reduce costs.

PARTICULARS OF TRANSACTION

- Name of Related Party: EMT Megatherm Private Limited
- Nature of Relationship: Fellow Subsidiary Company
- Nature of Transaction: Purchase of Complete Shed Building at Kharagpur Factory
- Value of Transaction: Value up to INR 15 Crore

The proposed transaction(s) are in compliance with the applicable provisions of the Companies Act, 2013.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria.

The Members may note that the related parties shall not vote to approve resolution under Item No. 3.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Item No. 4:

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company seeks approval of the Members to regularize the appointment of Mr. Shravan Manjaya Shetty (DIN: 08965489) as Non-Executive Independent Director, not liable to retire by rotation.

Mr. Shravan Manjaya Shetty was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 20th December, 2024 by the Board of Directors with the recommendation of Nomination & Remuneration Committee. As per the Companies Act, 2013, his appointment needs to be regularized by the Members.

APPOINTMENT DETAILS

- Name: Mr. Shravan Manjaya Shetty
- DIN: 08965489
- Date of Appointment: 20th December, 2024
- Term: Five years, commencing with effect from 20th December, 2024 to 19th December, 2029.

BRIEF PROFILE

Mr. Shravan Manjaya Shetty, aged about 43 years, is an MBA – Finance & Operations and Bachelor of Electronics & Telecommunication Engineering. He has about 20 years of diversified experience, 3 years of experience of heading a company. He has worked with more than 30 clients across 6 countries. He has experience in developing and implementing customer-centric strategy for revenue enhancement and cost reduction (including digital) for companies across sectors especially in BFSI Space. He has experience in handling complete P&L of a company while driving growth both organically and through local and global partnerships. He has experience in designing platforms leveraging emerging digital technologies to enhance customer experience and target exponential growth. He was trained in global customer experience methodologies and the emerging field of AI i.e. Deep learning. He was the winner of Aditya Birla Scholarship (2005), for academic & leadership excellence (Awarded to only 10 students across top 4 IIMs). He has exposure to new concepts & approaches e.g. Fin-tech, Digital platforms, Design thinking, Blockchain etc. He has exposure to multiple prototyping and software technologies like Marvel, Sketch, SAP, SFDC, Oracle, Solidworks etc.

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS

Mr. Shravan Manjaya Shetty is not related to any Directors of the Company.

NAME OF THE LISTED ENTITIES IN WHICH THE PERSON ALSO HOLDS DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD (ALONG WITH LISTED ENTITIES FROM WHICH THE PERSON HAS RESIGNED IN THE PAST THREE YEARS)

Not Applicable.

DECLARATION

Mr. Shravan Manjaya Shetty has submitted a declaration to the Board of Directors, confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

RECOMMENDATION

The Board of Directors recommends approval of the ordinary resolution as set out at Item No. 4 of the Notice to regularize the appointment of Mr. Shravan Manjaya Shetty as Non-Executive Independent Director, not liable to retire by rotation.

None of the Directors or their relatives is interested in passing of the aforesaid resolution set out at Item No.4 accompanying Notice.

By Order of the Board
For Megatherm Induction Limited
(CIN: L31900WB2010PLC154236)

Sd/-
(Abanti Saha Basu)
Company Secretary & Compliance Officer
Membership No. A69276

Place: Kolkata
Date: 4th January, 2025