

Saturday, 17th February, 2024

The Manager, Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C - 1, Block G,
Bandra –Kurla Complex, Bandra(East),
Mumbai– 400051 MH IN
NSE Script Code - MMP

Sub: Intimation of Postal Ballot Notice of MMP Industries Limited

Dear Sir / Madam,

With reference to the captioned subject, copy of Postal Ballot Notice dated 7th February, 2024 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Notice'), for seeking approval of the Members of the Company on the resolution(s) forming part of the Postal Ballot Notice.

In terms of the requirements specified in the various Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 16th February, 2024 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. The Company has engaged the services of i-vote of Bigshare Services Private Limited ('I-VOTE') to provide remote voting facility to its Members. The remote e-voting period commences on Tuesday, 20th February 2024 from 9.00 a.m. (IST) and ends on Thursday, 21st March, 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled by I-VOTE thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice. The procedure for registration of e-mail address by those Members whose e-mail addresses are not registered with the Company/ RTA / DPs is provided in the Notice.

Kindly take note of the same and publish on website.

For MMP Industries Limited

ARUN
RAGHUVIRRAJ
BHANDARI
Digitally signed by ARUN
RAGHUVIRRAJ BHANDARI
Date: 2024.02.17 10:57:45
+05'30'

Arun Raghuvirraj Bhandari
Managing Director

DIN: 00008901

Add: Nagpur

MMP Industries Limited

CIN: L32300MH1973PLC030813

Registered Office: 211, Shri Mohini, 345, Kingsway, Nagpur – 440001

Phone No. +91 22 6778 9595 Website: www.mmpil.com, Email:
companysecretary@mmpil.com

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force), (“the Rules”), Secretarial Standard on General Meetings [SS-2] issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of law, rules and regulations, through Postal Ballot only by voting through electronic means (“remote e-voting”), for the following resolutions are sought as Special Resolutions:

1. Alteration of Object Clause of Memorandum of Association
2. Alteration of Artciles of Association
3. Appointment of Ms. Ulka Kulkarni as Independent Director for term of five years.
4. Appointment of Mr. T. N. Murthy as Whole time Director for term of five years.

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. The communication of assent or dissent of the Members would take place only through the remote e-voting system. 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, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 7th February, 2024, has appointed Mr. Vaibhav Yashwant Jachak of M/s. Vaibhav Jachak & Co., Company Secretaries (FSC No. 8821, Membership No. 18495), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commencing from 9.00 a.m. (IST) on Tuesday, February 20, 2024, and ends at 5.00 p.m. (IST) on Wednesday, March 21, 2024. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Friday, March 23, 2024. The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited,

where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.mmpil.com

RESOLUTIONS:

**1. To consider and, if thought fit, to pass the following resolution as a Special Resolution: -
Alteration of Object Clause of the Memorandum of Association of the Company with
addition of Clause III (A) 3.**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force], the consent and approval of the Members of the Company be and is hereby granted for alteration of Object Clause of Memorandum of Association and to include Clause III(A)3.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the followings: -

Clause III (A)

3. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of Polymer Insulators, ceramic insulators, all types of insulators, switch gears, transformers, FRP rods, silicone rubber compound making, casting and forging of metal fittings, corona rings and other related products. To manufacture or process, reprocess and deal in all kinds of polymer products thermoplastic or thermosetting into any shape or kind whatsoever and other chemical compounds and elements of any kinds (solid, liquid, or gaseous) fine chemicals, special chemicals, dyestuffs, heavy chemicals, catalysts, synthetic, chemicals products such as rubber foam, plastic, resins including laminated resins, moulding powers, emulsions and plastic of all types and chemicals and engineering equipments for these industries.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof, of the Company, be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

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

Alteration of Articles of Association in line with Company's internal management and policies with the dynamic and evolving regulatory and legal framework, brought about by both the MCA and SEBI

"RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 33 of the Companies (Incorporation) Rules, 2014 and subject to the approval of shareholders and subject to such other approvals, permission and consents as may be required, the articles of

association of the Company be and are hereby altered as to suit the recent provisions of SEBI and MCA to re-align the Company's internal management and policies with the dynamic and evolving regulatory and legal framework, brought about by both the MCA and SEBI.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

RESOLVED FURTHER THAT a certified true of the resolution signed by any director / Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

**3. To consider and, if thought fit, to pass the following resolution as a Special Resolution: -
Appointment of Ms. Ulka Kulkarni (DIN: 07085469) as Independent Director for term of five years**

“RESOLVED THAT, Ms. Ulka Kulkarni (DIN – 07085469) appointed as Additional Director of company on 6th November, 2023 by Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Ulka Kulkarni (DIN – 07085469), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from November 6, 2023 to November 5, 2028 and who would not be liable to retire by rotation, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**4. To consider and, if thought fit, to pass the following resolution as a Special Resolution: -
Appointment of Mr. T. N. Murthy (DIN: 08342116) as Whole Time Director for term of five years**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any required, the Company hereby approves appointment of Mr. T. N. Murthy (DIN: 08342116), as Whole-time Director, designated Key Managerial Personnel, of the Company, for a further period of five (5) years, commencing from 2nd February, 2024 to 1st February, 2029 who shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company including committees to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of Board of MMP Industries Limited

Sd/-

**Madhura Ubale
CS & Compliance Officer**

Date: 07.02.2024

Place: Nagpur

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice. It also contains all the disclosures as specified in the SEBI (Buy-Back of Securities) Regulations, 2018 and the relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment as Non-Executive Independent Directors are also annexed to this Notice.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ the Company's Registrar and Transfer Agents ("RTA") as on Friday, February 16, 2024 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.

3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

4. The Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, March 21, 2024.

5. The Company has engaged the services of to provide i-vote of Bigshare Services Private Limited for remote e-voting facility. The remote e-voting period commences on Tuesday, February 20, 2024, and ends at 5.00 p.m. (IST) on Wednesday, March 21, 2024. The remote e-voting shall be disabled thereafter.

6. The voting rights shall be reckoned in proportion to a Member's Share of the Paid-up Share Capital of the Company as on the Cut-off (Record) Date i. e. Friday, 16th February, 2024 for Physical Postal Ballot and remote e-voting. A Member cannot exercise his / her / their vote by Proxy on Postal Ballot. A recipient of Postal Ballot Notice who is not a Member on the Cut-off (Record) Date should treat this Notice for information purpose only.

The instructions for remote e-voting are as under:

- i. The voting period begins on Tuesday, February 20, 2024, and ends at 5.00 p.m. (IST) on Wednesday, March 21, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on

the cut-off date, ie. 16th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. 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.

- iii. 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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method

<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 use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<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. 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.</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 above mentioned 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>

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

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

By order of Board of MMP Industries Limited

Sd/-

Madhura Ubale
CS & Compliance Officer
Date: 07.02.2024
Place: Nagpur

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

Item 1.

The company is currently working in three segments, namely, Aluminium Powders, Aluminium Cables and Conductors and Aluminium Foils. The management is considering viability of expansion of activities in relevant domains of Manufacturing Polymer and Ceramic Insulators, switch gears, transformers, FRP rods, silicone rubber compound making, casting and forging of metal fittings, corona rings and other related products.

With a view to keep company's Objects in line with proposed expansion, subject to viability checks by management in due course of time, it is proposed to amend Object Clause of memorandum of Association suitable by inserting new Clause in Main Objects of the memorandum.

None of the Director/s, Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution Nos. 1 of this Notice, Except to the extent of to the extent of the Shareholding of the companies and/or other entities of which they are Directors or Members.

Accordingly, the Board of Directors of the Company recommends the Special Resolution Nos. 1 as proposed and set out in the accompanying Notice for approval of the Shareholders (Members) in the interest of the Company through Postal Ballot and remote e-voting.

Item 2

Past few years were challenging for whole globe, due to pandemic. The Securities and Exchange Board of India ('SEBI') has brought about several amendments in various regulations including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 to suit the challenging times. Additionally, there have been several amendments in the Companies Act 2013 ('Act') and Rules made thereunder by Ministry of Corporate Affairs, New Delhi ("MCA"). Therefore, it was necessary to adopt a new set of AOA of the Company to re-align the Company's internal management and policies with the dynamic and evolving regulatory and legal framework, brought about by both the MCA and SEBI. During this exercise of amendment of existing articles and insertion of certain new articles, chronological serial numbers of the articles of the AOA have also been changed and renumbered where necessary.

None of the Director/s, Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution Nos. 2 of this Notice, Except

to the extent of to the extent of the Shareholding of the companies and/or other entities of which they are Directors or Members.

Accordingly, the Board of Directors of the Company recommends the Special Resolution Nos. 2 as proposed and set out in the accompanying Notice for approval of the Shareholders (Members) in the interest of the Company through Postal Ballot and remote e-voting.

Item 3

On the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, has considered and approved, the appointment of Ms. Ulka Kulkarni (DIN - 07085469), as an Additional Director (Category - Non-executive, Independent) of the Company to hold the office till the conclusion of ensuing General Meeting of the company.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Ms. Ulka Kulkarni holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Ulka Kulkarni for the office of Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a term of 5 years i.e. from 6th November, 2023 to 5th November, 2028.

The Company has received declaration from Ms. Ulka Kulkarni to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Ulka Kulkarni fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and she is independent of the management of the Company

.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Ulka Kulkarni would be beneficial to the Company and it is desirable to avail her services as an Independent Director

Ms. Ulka Kulkarni, may be deemed to be interested in the Resolution set out at Item No. 3 of the Notice with regard to his appointment as a Director (Category - Non-executive, Independent) of the Company.

Except Ms. Ulka Kulkarni, for herself, 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 4

As a term of Five (5) Years of Mr. Mr. T. N. Murthy (DIN - 08342116) as Whole-time Director of the Company expired on 1st February, 2024, the Nomination and Remuneration Committee and Board has recommended to consider, review, approve, the appointment of Mr. T. N. Murthy (DIN - 08342116) as Whole-time Director of the Company for the term of Five (5) Years effective from 2nd February, 2024 till 1st February, 2029.

Being in whole-time employment of the Company, the members will be informed or apprised that Mr. T. N. Murthy (DIN - 08342116) be appointed as the Whole-time Director (through change in designation), pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), and the Articles of Association of the Company in the terms and conditions including payment of remuneration thereof.

The remuneration structure of Mr. T. N. Murthy (DIN - 08342116) is as follows: -

Particulars	Amount
Basic Salary	83800
House Rent Allowance	29700
Medical Allowance	27300
Education Allowance	26000
Special Allowance	1000
PF, LTA, Bonus & Gratuity	As per Rules
TOTAL REMUNERATION (CTC)	171983

with an authority or liberty to the Nomination & Remuneration Committee and/or Board of Directors of the Company, to revise, amend, alter, vary and implement, the existing terms and conditions including payment of remuneration thereof, in such manner and as may be permitted in accordance with the provisions of the Companies Act, 2013.

Accordingly, the Board of Directors of the Company recommends the Special Resolution Nos. 4 as proposed and set out in the accompanying Notice for approval of the Shareholders (Members) in the interest of the Company through Postal Ballot and remote e-voting.

Except Mr. T. N. Murthy, 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.

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By order of Board of MMP Industries Limited

Sd/-

Madhura Ubale
CS & Compliance Officer

Date: 07.02.2024

Place: Nagpur