

SEC/BSE/29/2024-2526th August, 2024

To
The Manager
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Scrip Code : 517449
ISIN : INE437D01010

Dear Sir/Madam,

Sub: Notice of Postal Ballot/Electronic Voting (e-voting)

We enclose herewith the Postal Ballot Notice dated 19th August, 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, for seeking the approval of the Shareholders of the Company by way of Special Resolution through remote e-voting for the following matters:

1. Shifting of Registered Office of the Company outside the local limits of the Coimbatore City;
2. Appointment of Sri. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director of the Company;
3. Appointment of Sri. Rangaswamy Narayanan (DIN: 01939280) as an Independent Director of the Company.

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, we would like to inform that the Company has sent the Postal Ballot Notice to all the Members whose names appears in the Register of Members/Beneficial Owners as on Friday, 23rd August, 2024 (Cut-off Date) through electronic mode.

Further, in terms of MCA Circulars, the communication of the assent or dissent of the members would take place only through the remote e-voting system only.

In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email address of those Shareholders who have not yet registered their email address. Those shareholders are requested to get their email address registered by following the procedure given in the notes to the Postal Ballot Notice.

The Company has engaged the services of the Link Intime India Private Limited for providing the E-voting facility to its members. The E-voting period will commence on **Tuesday, 27th August, 2024, at 9.00 AM (IST) and ends on Wednesday, 25th September, 2024, at 5.00 PM (IST).**

The Board of Directors of the Company has appointed Sri. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The results of the Postal Ballot will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.magnacast.com, the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/> and will be communicated to BSE Limited.

The Notice of Postal Ballot along with the explanatory statement is also available on the Company's website www.magnacast.com and the website of Link Intime India Private Limited <https://instavote.linkintime.co.in/>.

Kindly take this information on record.

Thanking you,

Yours faithfully,

For Magna Electro Castings Limited

Divya Duraisamy

Company Secretary and Compliance Officer

Encl: As above

MAGNA

MAGNA ELECTRO CASTINGS LIMITED

CIN : L31103TZ1990PLC002836

43, (Old No.62) Balasundaram Road, Coimbatore 641 018

Phone: 91 422 2240109, Fax: 91 422 2246209

e-mail: info@magnacast.com , Website: www.magnacast.com

NOTICE FOR POSTAL BALLOT NOTICE / ELECTRONIC VOTING (E-Voting)
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE TO MEMBERS:

Notice is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Magna Electro Castings Limited ("the Company") hereby seeks the approval of the shareholders through Postal Ballot by way of voting through electronic means ("Remote e-voting") for the following special business(es) as considered in the resolution(s) set out hereinafter.

1. Shifting of Registered Office of the Company outside the local limits of the Coimbatore City (Special Resolution)
2. Appointment of Sri. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director of the Company (Special Resolution)
3. Appointment of Sri. Rangaswamy Narayanan (DIN: 01939280) as an Independent Director of the Company (Special Resolution)

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.magnacast.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/RTA/Depositories and the communication of assent / dissent of the Members on the resolutions proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and shareholders are requested to communicate their assent or dissent through remote e-voting system only.

Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 19th August, 2024, has appointed Sri. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of Insta Vote by Link Intime India Private Limited ("LI IPL") to provide e-voting facility to the Members of the Company through their website at <https://instavote.linkintime.co.in/>. Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from Tuesday, 27th August, 2024 (9:00 A.M. IST) and ends on Wednesday, 25th September, 2024, (5:00 P.M. IST). Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Wednesday, 25th September, 2024.

The Scrutinizer shall submit the report to the Managing Director, or any other 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 within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.magnacast.com, the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/> and will be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

In the event, the resolution(s) as set out under Item No(s). 1 to 3 below, are assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as a Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Wednesday, 25th September, 2024, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company outside the local limits of the Coimbatore City;

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 12(5) and any other applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from its present location at 43, (Old No.62) Balasundaram Road, Coimbatore 641 018, Tamil Nadu, India (old address) to SF No.34 and 35, Coimbatore Pollachi Main road, Mullipadi village, Tamaraikulam Post, Kinathukkadavu Taluk, Coimbatore District 642 109 Tamil Nadu, India (new address) with effect from 25th September, 2024.”

RESOLVED FURTHER THAT Sri. N. Krishna Samaraj, Managing Director, Sri. M. Malmarugan, Executive Director, Sri. J. Vijayakumar, Director, Sri. R. Ravi, Chief Financial Officer and Ms. Divya Duraisamy, Company Secretary 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.

2. Appointment of Sri. Sudarsan Varadaraj (DIN: 00133533), as an Independent Director of the Company;

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri. Sudarsan Varadaraj (DIN: 00133533), who has been appointed as an Additional Director with effect from 19th August, 2024 by the Board under Section 161 of the Act, who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 19th August, 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. Appointment of Sri. Rangaswamy Narayanan (DIN: 01939280), as an Independent Director of the Company;

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board

of Directors, Sri. Rangaswamy Narayanan (DIN: 01939280), who has been appointed as an Additional Director with effect from 19th August, 2024 by the Board under Section 161 of the Act, who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 19th August, 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**By Order of the Board
For MAGNA ELECTRO CASTINGS LIMITED**

**Place : Coimbatore
Date : 19.08.2024**

**N. Krishna Samaraj
Managing Director
DIN: 00048547**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.1:**

As the members of the company are aware that the existing Registered Office of the Company is situated at 43, (Old No.62) Balasundaram Road, Coimbatore 641 018, Tamil Nadu, India, which is a leased property. However, the property where the factory premises is located i.e., SF No.34 and 35, Coimbatore Pollachi Main Road, Mullipadi village, Tamaraikulam Post, Kinathukkadavu Taluk, Coimbatore District 642 109 Tamilnadu, India is owned by the Company.

Since the factory premises is owned by the company, it is considered expedient and advantage to shift the Registered Office of the Company to SF No.34 and 35, Coimbatore Pollachi Main Road, Mullipadi village, Tamaraikulam Post, Kinathukkadavu Taluk, Coimbatore District 642 109 Tamil Nadu, India.

The Board of Directors of the Company at their meeting held on Monday, 19th August, 2024 has approved the shifting of the registered office and recommended the approval of the shareholders.

The proposed change will in no way be detrimental to the interest of any member of the Public, Employees or other Associates of the company in any manner whatsoever.

Further, the existing and proposed registered office are under the jurisdiction of same Registrar of Companies (ROC) i.e., ROC, Coimbatore, Tamil Nadu. However, the proposed registered office falls outside the local limits of the Coimbatore city, in the State of Tamil Nadu.

Hence, pursuant to Section 12(5) of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits of any city, town or village where such office is situated requires approval of the Members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends a Special Resolution set out in Item no.1 of this Notice for the approval of the members.

ITEM NO. 2

In terms of Section 161 of the Companies Act, 2013, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Sri. Sudarsan Varadaraj (DIN: 00133533), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 19th August, 2024 with effect from the same date.

Sri. Sudarsan Varadaraj (DIN: 00133533) is eligible to be appointed as an Independent Director for a term of five (5) consecutive years. The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Sri. Sudarsan Varadaraj is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. He has given his consent to act as Independent Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri. Sudarsan Varadaraj fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Sri. Sudarsan Varadaraj with his experience and expertise will be of immense value addition to the Company.

A copy of draft letter of appointment of Sri. Sudarsan Varadaraj as an Independent Director of the company is available for inspection at the Registered Office of the Company during the normal business hours until the conclusion of the postal ballot process and also posted on the website of the Company.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are furnished and form a part of this Notice.

Pursuant to Regulation 17(1C) of Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution as set out in Item No. 2 of the Notice for appointment of Sri. Sudarsan Varadaraj as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Sri. Sudarsan Varadaraj, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 2 of the Notice.

ITEM NO. 3

In terms of Section 161 of the Companies Act, 2013, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Sri. Rangaswamy Narayanan (DIN: 01939280), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 19th August, 2024 with effect from the same date.

Sri. Rangaswamy Narayanan (DIN: 01939280) is eligible to be appointed as an Independent Director for a term of five (5) consecutive years. The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Sri. Rangaswamy Narayanan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. He has given his consent to act as Independent Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri. Rangaswamy Narayanan fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Sri. Rangaswamy Narayanan with his experience and expertise will be of immense value addition to the Company.

A copy of draft letter of appointment of Sri. Rangaswamy Narayanan as an Independent Director of the company is available for inspection at the Registered Office of the Company during the normal business hours until the conclusion of the postal ballot process and also posted on the website of the Company.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are furnished and form a part of this Notice.

Pursuant to Regulation 17(1C) of Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of the Notice for appointment of Sri. Rangaswamy Narayanan as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Sri. Rangaswamy Narayanan, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 of the Notice.

**By Order of the Board
For MAGNA ELECTRO CASTINGS LIMITED**

**Place : Coimbatore
Date : 19.08.2024**

**N. Krishna Samaraj
Managing Director
DIN: 00048547**

DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors	Sri. Sudarsan Varadaraj	Sri. Rangaswamy Narayanan
DIN	00133533	01939280
Date of Birth/Age	22/01/1958 / 66 Years	17/04/1967 / 57 years
Nationality	Indian	Indian
Date of appointment on the Board	19.08.2024	19.08.2024
Qualification	B.E., (Mechanical Eng.), Ms.	MBA
Expertise /Skills	Sri. Sudarsan Varadaraj has more than 42 years of experience in the field of machine building, rubber and allied industry. He is one of the Promoters of Elgi Rubber Company Limited and he is currently heading the entire business activities of the Company as Chairman and Managing Director.	Sri. Rangaswamy Narayanan holds a Masters degree in Management. He has 29 years of experience in security solutions. Sri. Narayanan is the promoter and Director of Sterna Security Devices Private Limited and Sterna Security Technologies India Private Limited. He is working to build Sterna Security as a leader in technology focused on providing customized security solutions built to the highest standards of operation and meeting customer expectations.
No. of Equity Shares held in Company	Nil	Nil
Relationship with other directors	Not related to any of the other Directors of the Company	Not related to any of the other Directors of the Company
Board position held	Nil	Nil
Terms of Appointment/ Re-appointment	As per Item No. 2 of the Notice.	As per Item No. 3 of the Notice.
Remuneration sought to be paid	Sitting Fees only	Sitting Fees only
Remuneration last drawn during FY2023-24	NA	NA
No. of Board Meetings attended during the year	NA	NA
List of Directorships held in other Companies	Elgi Rubber Company Limited Elgi Equipments Limited Kovilpatti Lakshmi Roller Flour Mills Limited LRG Technologies Limited Festo India Private Limited	Sterna Security Devices Private Limited Sterna Security Technologies India Private Limited

Details of Chairmanship/ Membership in Committees of the Company	Nil	Nil
Details of Membership in Committees of Other Companies	<p>1) Elgi Rubber Company Limited Stakeholders Relationship Committee - Member Finance & Administrative Committee - Chairman</p> <p>2) Kovilpatti Lakshmi Roller Flour Mills Limited Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Member Finance & Administrative Committee - Member</p> <p>3) Elgi Equipments Limited Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Chairman Compensation Committee - Member</p>	Nil
Names of listed entities in which the person has resigned in the past three years	Super Spinning Mills Limited	Nil

Notes:

1. Members may note that the Postal Ballot Notice has been placed on the Company's website www.magnacast.com and on the website of BSE Limited, i.e., www.bseindia.com, being the stock exchange where the equity shares of the Company are listed and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/>.
2. The brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are provided as Annexure and form part of this Notice.
3. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on **Friday, 23rd August, 2024** ("**cut-off date**") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars.
4. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses submitted by following the procedure given below:
 - In light of the MCA Circulars, for the purpose of remote e-voting for this postal ballot, the shareholders, whether holding equity shares in dematerialized form or physical form and who have not submitted their email addresses and in consequence to whom the Postal Ballot notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the

shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at investorcell@magnacast.com or to the Registrar and Transfer Agent at coimbatore@linkintime.co.in.

- It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, by following the due procedure.
 - Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Ms. Divya Duraisamy, Company Secretary and Compliance Officer with respect to the voting by Postal Ballot including voting by electronic means at Email id: investorcell@magnacast.com or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in.
6. Members are further requested to:
- Quote folio number/ DP ID/ Client ID in all correspondence with the Company or its Registrar & Share Transfer Agent.
 - Intimate about consolidation of folios to Registrar & Share Transfer Agent, if your shareholding is under multiple folios.
 - Note that Securities and Exchange Board of India ("SEBI") had mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022, to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares. In view of this Members are requested to convert their physical share certificate into Demat form.

- Further, as per SEBI's Master circular dated May 17, 2023, and amendment circular dated November 17, 2023, and May 7, 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from April 1, 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.magnacast.com

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the Listing Regulations, MCA Circulars and Secretarial Standard on General Meetings (SS - 2), the Company has provided the facility of remote e-voting to all members, to enable them to cast their vote electronically. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide remote e-voting facility to its members.
- ii. The voting period begins on **Tuesday, 27th August, 2024 (9:00 A.M. IST) and ends on Wednesday, 25th September, 2024, (5:00 P.M. IST) (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 23rd August, 2024 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
- iii. 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 Friday, 23rd August, 2024 ("Cut-off date"). Only those Members 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 the "Cut-off date" will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- iv. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- v. A member cannot exercise his vote by proxy on Postal Ballot.

Instructions for members for voting electronically are as under:-

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- a) Click on the "Login" tab available under 'Shareholder/Member' section.

- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- d) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID: Enter your User ID

- a) Shareholders holding shares in CDSL demat account shall provide **16 Digit Beneficiary ID**
- b) Shareholders holding shares in NSDL demat account shall provide **8 Character DP ID followed by 8 Digit Client ID**

- c) Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- *Shareholders holding shares in NSDL demat account shall provide 'D' above*
- *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

- 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
- 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 -Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on “Investor Mapping” tab under the Menu Section
- c. Map the Investor with the following details:
 - a) ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b) ‘Investor’s Name - Enter full name of the entity.
 - c) ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the “Report Section”.

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 and 022 - 2499 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

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular “Event”.