



# Mipco Seamless Rings (Gujarat) Ltd

Reg. Office: 34, Corpus Techno Park, AVS Compound, 4<sup>TH</sup>Block, Koramangala, Bangalore, Karnataka – 560034

CIN: L72900KA1980PLC080581, Website: [www.mipcoseamless.com](http://www.mipcoseamless.com)

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August 25, 2023

To  
The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> floor, Dalal Street  
Mumbai – 400001  
**Scrip Name: MPCOSEMB Scrip Code: 505797**

**Subject: Notice convening the 43rd Annual General Meeting**

**Ref: Disclosure under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Please find enclosed the Notice convening the 43rd Annual General Meeting ("AGM") of the Company scheduled to be held on Saturday, September 23, 2023 at 02.00 P.M. ("IST") through Video Conferencing /Other Audio-Visual Means ("VC/OAVM").

Kindly take the same on record.

Thanking You

Yours Faithfully

**For Mipco Seamless Rings Gujarat Limited**

Nisha Kedia  
Company Secretary and Compliance Officer

**Encl.:** As above

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MIPCO SEAMLESS RINGS GUJARAT LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY, 23<sup>RD</sup> DAY OF SEPTEMBER 2023 AT 02.00 P.M. IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

## Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Tandon (DIN: 02579261), who retires by rotation and being eligible offers himself for re-appointment.

## Special Business:

3. Appointment of Statutory Auditor to fill casual vacancy

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board"), approval of the Shareholders be and is hereby accorded for the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43<sup>rd</sup> Annual General Meeting till the conclusion of 48<sup>th</sup> Annual General Meeting of the Company. "

**"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s., PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. KVSRY & Associates, (Firm Registration No. 08169S) Chartered Accountants"

**"RESOLVED FURTHER THAT** M/s. PPKG & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 24, 2023, until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. Appointment of Statutory Auditors for a term of 5 (five) consecutive years.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board"), approval of the Shareholders be and is hereby accorded for the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43<sup>rd</sup> Annual General Meeting till the conclusion of 48<sup>th</sup> Annual General Meeting of the Company. "

**"RESOLVED FURTHER THAT** the approval of the shareholders be and is hereby accorded to authorise the Board of Directors to fix the remuneration of the Statutory Auditors, M/s. PPKG & Co. Chartered Accountants."

5. Regularization of Additional Director, Mr. Venkat Rao Sadhanala (DIN: 02906370) as Non Executive Director of the Company.

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

**“RESOLVED THAT** Mr. Venkata Rao Sadhanala (DIN: 02906370), who was appointed as an Additional Director w.e.f. July 18, 2023 who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company whose office is liable to retire by rotation.”

6. Shifting of Registered Office of the Company from the State of Karnataka to the State of Telangana

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of members of the Company and Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Karnataka “ to the “State of Telangana” at Hyderabad.”

**“RESOLVED FURTHER THAT** upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following New Clause.”

## **II. The Registered Office of the Company will be situated in the “State of Telangana”**

**“RESOLVED FURTHER THAT** the Directors and the KMPs of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other Regulatory Authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including Execution / Signing / Filing of necessary forms / Documents / Affidavits / Indemnity / Undertakings / Declarations as may be required, from time to time”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to engage Counsels / Consultants / Executives / Advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other Regulatory Authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution including but not limited to signing, certification and filing of the E-forms with the Registrar of Companies.”

**Date: August 24, 2023**  
**Place: Bangalore**

**By Order of the Board**  
**Mipco Seamless Rings (Gujarat) Ltd,**

**Sd/-**  
**Nisha Kedia**  
**Company Secretary & Compliance officer**

## NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') entered with the Stock Exchanges and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this Annual General Meeting is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, and General Circular No. 10/2022 dated 28.12.2022 (collectively referred to as "MCA Circulars") has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30.09.2023. Hence, incompliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars and SEBI Circulars, the 43rd AGM of the Company is being held through VC / OAVM on Saturday, September 23, 2023 at 02:00 P.M. (IST).

In compliance of Section 20 of the Companies Act, 2013 and further to the aforesaid MCA Circulars and SEBI Circulars, Notice of the 43rd AGM along with the Annual Report 2022-23 is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's Website: <http://mipcoseamless.com> and Website of the Stock Exchange i.e., BSE Limited: <https://www.bseindia.com>, and on the Website of CDSL: <https://www.evotingindia.com>

3. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all the communications through Annual Report from the Company electronically.
4. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution/Authorisation Letter on the E-Voting Portal or send to the Company at [mrsringsltd@gmail.com](mailto:mrsringsltd@gmail.com).
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialised form with effect from April 1 2019, except in case of transmission or transposition of Securities. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialised form. Members can contact M/s Venture Capital and Corporate Investments Private Limited 5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana 500032, E-mail: [info@vccipl.com](mailto:info@vccipl.com) and website of the Registrar: [www.vccipl.com](http://www.vccipl.com) for assistance in this regard
7. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail Address, Telephone/Mobile Numbers, Permanent Account Number, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the Shares are held in Electronic Form and Registrar/RTA in case the Shares are held in Physical Form.
  - a. Registration of E-mail for Shareholders holding Physical Shares: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: [www.vccipl.com](http://www.vccipl.com) and follow the

Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification. For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by follow the procedure as prescribed by the Depository Participant.

- b. For Temporary Registration for Demat Shareholders: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: [www.vccipl.com](http://www.vccipl.com) and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.
  - c. Registration of Bank Details for Physical Shareholders: Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the [www.vccipl.com](http://www.vccipl.com) and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents upload and will only take on records for all valid cases. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.
9. The Meeting shall be deemed to be held at the registered office of the Company at 34, Corpus Techno Enclave, AVS Compound, 4th Block, Koramangala, Bangalore- 560095, Karnataka
  5. Nomination: Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.
  6. Consolidation of Physical Share Certificates: Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar, the details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making requisite changes.
  7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited ("CDSL") on all the Resolutions set forth in this Notice. Members who have cast their Votes by remote E-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.
  8. A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date for dispatch of Notice and Annual Report i.e. **25th August 2023** will only be entitled for receipt of Annual Report.
  9. The Voting Rights of the Shareholders for voting through remote E-Voting at the AGM shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on **Saturday, 16th September, 2023 ('Cut-Off Date')**. A Person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote E-Voting or of voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.
  10. The Remote E-Voting Period will commence on **Wednesday, 20th September, 2023 (IST 09:00 A.M.) and will end on Friday, 22nd September, 2023 (IST 05:00 P.M.)**. During this period, Members of the Company, holding Shares in Dematerialised form, as on the Cut-off Date i.e., on Saturday, 16th

September, 2023 ('Cut-Off Date') shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their Vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to Vote through E-Voting system during the AGM.

Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the **Cut-off date (Saturday, 16th September, 2023)** may obtain the Login-id and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a Member is already registered with CDSL for remote E-Voting then he/she can use his/her existing User-id and Password for casting the Vote.

12. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their Name, Demat Account Number/Folio Number, E-mail, Mobile Number at [msringsglt@gmail.com](mailto:msringsglt@gmail.com) on or before **Saturday, 16th September, 2023**. The same will be replied by the Company suitably.

13. In case of Joint holders, the Joint holder who is higher in the order of Names, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.
14. The Board of Directors has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. FCS 4790, COP No. 4807), Hyderabad as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the AGM, in a fair and transparent manner.
15. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 2 working dates of conclusion of the AGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to BSE Limited, where the Shares of the Company are listed.
16. To prevent fraudulent transactions, Members are advised to exercise Due Diligence and notify the Company of any change in address or Demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.
17. **Instructions for attending the AGM through VC / OAVM:**

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote E-Voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of the Company is displayed.

Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Shareholders who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request in advance between **43<sup>rd</sup> September, 2023 (9:00 am) to 19th September, 2023 (5:00 pm)** from their registered E-mail address mentioning their names, DP-ID and ClientID / Folio Number, PAN and Mobile Number at [msringsglt@gmail.com](mailto:msringsglt@gmail.com). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 43rd AGM, from their registered E-mail address, mentioning their Name, DP-ID and Client-ID Number / Folio Number and Mobile Number, to reach the Company's E-mail address at [msringstltd@gmail.com](mailto:msringstltd@gmail.com) before **5:00 P.M. (IST)** on **Tuesday, 19th September, 2023**. Such questions by the Members shall be suitably replied by the Company.

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. If any votes are cast by the Shareholders through the E-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered as invalid, as the facility of E-Voting during the Meeting is available only to the Shareholders attending the Meeting.

18. Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM. Voting through Electronic Means: Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise Members' Right to Vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members attending the Meeting, who have not already cast their vote through Remote E-Voting shall be able to exercise their Voting Rights at the Meeting. The Members who have already cast their vote through Remote E-Voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.
19. The instructions for Shareholders for Voting Electronically are as under:
  - (i) The **Voting Period commences on Wednesday, 20th September, 2023 (09:00 A.M.) and closes on Friday, 22nd September, 2023 (05:00 P.M.)** During this period, the Shareholders of the Company, holding Shares in Dematerialized Form, as on the Cut-off Date (Record Date), Saturday, 16th September, 2023 may cast their vote electronically. The E-Voting Module shall be disabled by CDSL for Voting thereafter.
  - (ii) Shareholders who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting.

Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders Holding Securities in Demat Mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li data-bbox="635 226 1430 450">1. Users who have opted for CDSL EASI/EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/EASIEST are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI.</li> <li data-bbox="635 472 1430 819">2. After successful login to the EASI/EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see E-Voting page of the E-Voting Service Provider for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the User can visit the E-Voting Service Providers website directly.</li> <li data-bbox="635 842 1430 965">3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. To login click on login &amp; New System MYEASI Tab and then click on registration option.</li> <li data-bbox="635 987 1430 1267">4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.</li> </ol>



<p>Individual Shareholders Holding Securities in Demat Mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to E-Voting" under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</li> <li>2. If the User is not registered for IDeAS E-services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> Select "Register Online for IDeAS" Portal or Click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User-id(i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</li> </ol>
<p>Individual Shareholders Holding Securities in Demat Mode Login through their <b>Depository Participants (DP)</b></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 or joining Virtual Meeting and voting during the Meeting</p>

*Important note: Members who are unable to retrieve User-id / Password are advised to use Forgot User-id and Forgot 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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders Holding Securities in Demat Mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or Contact at a toll free no.1800 22 5533
Individual Shareholders Holding Securities in Demat Mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call at Toll Free No. 1800 10 20990 and 1800 22 4430

**Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

- i. The Shareholders should log on to the E-Voting Website: [www.evotingindia.com](http://www.evotingindia.com)
- i. Click on "SHAREHOLDERS" Module.
- ii. Now enter your User-id
  - i. For CDSL: 16 Digits Beneficiary ID
  - ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the 'Image Verification' as displayed and Click on Login.
- v. If you are holding Shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

**For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)  Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login.  If both the details are not recorded with the Depository or Company, please enter the Member-id / Folio Number in the 'Dividend Bank Details' field.

- vii. After entering these details appropriately, click on 'SUBMIT' tab.
- viii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of the relevant Company ('Mipco Seamless Rings Gujarat Limited') on which you choose to vote.
- xi. On the Voting Page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for Voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- xii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A Confirmation Box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote.
- xv. You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.
- xvi. If a Demat Account Holder has forgotten the login password then enter the User-id and the 'Image Verification Code' and click on 'Forgot Password' and enter the details as prompted by the system.

**xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:**

- Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the 'CORPORATES' Module.
- A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details, a Compliance User should be created using the Admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The List of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that a Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: [msringsgltd@gmail.com](mailto:msringsgltd@gmail.com) if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing-A, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an E-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

**Date: August 24, 2023**

**Place: Bangalore**

**By Order of the Board of Directors**

**Sd/-  
Nisha Kedia  
Company Secretary & Compliance Officer**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE**

### **ITEM NO. 03**

The Members of the Company at its 41st Annual General Meeting had appointed M/s. KVSRY & Associates, Chartered Accountants, (Firm Registration No. 08169S) to hold office from the conclusion of 41st AGM till the conclusion of 46th Annual General Meeting of the Company. M/s. KVSRY & Associates, Chartered Accountants vide their letter dated August 24, 2023 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 24, 2023, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants to hold office as the Statutory Auditor of the Company till the conclusion of 48th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. KVSRY & Associates subject to the approval by the members at the 43rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. PPKG & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. KVSRY & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 03 of the accompanying Notice for approval of the Members.

### **ITEM NO. 04**

The Board of Directors at its meeting held on August 24, 2023, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. PPKG & Co. (Firm Registration No. 009655S), Chartered Accountants, as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 43rd Annual General Meeting, till the conclusion of the 48th Annual General Meeting of the Company at such remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. PPKG & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. KVSRY & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid **Ordinary Resolution**. The Board accordingly recommends the Ordinary Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

### **ITEM NO. 05**

Mr. Venkat Rao Sadhanala was appointed as the Additional Director at the Board Meeting held on 18th July, 2023. In terms of Section 161(1) of the Companies Act, 2013, Mr. Venkata Rao Sadhanala holds office up to the conclusion of 43<sup>rd</sup> Annual General Meeting. The Company has received a notice in writing from a shareholder pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Also the Nomination and Remuneration Committee has recommended to the Board that the appointment of Mr. Venkata Rao Sadhanala in the Company is desirable as he possess the required skills, knowledge and experience and would be beneficial

to the Company and hence it recommended the passing of the resolution for his appointment as a Non Executive Director as set out under Item No. 05 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Venkat Rao Sadhanala himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **Ordinary Resolution**.

#### **ITEM NO. 06**

The Board of Directors at their Meeting held on 24<sup>th</sup> August, 2023 have decided to shift the Registered Office of the Company from State of Karnataka to State of Telangana. Shifting of Registered Office is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Telangana, the set targets and objectives, which would be in the interest of the Company and its Members.

The Board is further of the view that the proposed shifting of the Registered Office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the Registered Office of the company is shifted from the State of Karnataka to the State of Telangana. Further there is better growth for the business of the Company in the State of Telangana and has therefore propose to shift the Registered Office of the Company to the State of Telangana.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the Members, Central Government or the Regional Director, or / and any other relevant authorities and consequential alteration in the Registered Office Clause II of the Memorandum of Association of the Company.

The proposed change is not prejudicial to the interest of the Members, Public at large, Employees and other Business Associates of the Company. The Board of Directors recommends the Resolution set out at Item No. 06 of the Notice for the approval of the Members. None of the Directors and Key Managerial Person of the Company is in any way concerned or interested in the said Resolution. Your Directors recommend the Resolution for your approval as a **Special Resolution**.

## "ANNEXURE – A" TO THE NOTICE OF THE AGM

Details of Director seeking re-appointment at the forthcoming Annual General Meeting to be held on September 23, 2023 pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for General Meetings (SS-2) are as mentioned below:

Particulars	Item No. 02 of the Notice	Item No. 04 of the Notice
<b>Name</b>	<b>Sanjiv Kumar Tandon</b>	<b>Venkata Rao Sadhanala</b>
<b>DIN</b>	<u>02579261</u>	02906370
<b>Date of Birth (Age in Years)</b>	April 16, 1965, (58 Years)	December 25, 1963 (60 Years)
<b>Date of First Appointment to the Board</b>	December 04, 2010	July 18, 2023
<b>Designation</b>	Non-Executive Director	Non-Executive Non-Independent Director
<b>Qualification</b>	Chartered Accountant	Chartered Accountant, Company Secretary, LLB
<b>Brief Resume, Nature of Expertise and skill set in specific functional areas</b>	Sanjiv Kumar is a Chartered Accountant having more than 20 years of rich experience in the field of Finance & Accounts in different organizations mainly in IT and related sectors.	Mr. Sadhanala Venkata Ra is a qualified Chartered Accountant and Company Secretary having more than 3 decades of experience in handling a diverse team of Finance, Legal and Secretarial and Managing finance effectively, Legal Compliance, Corporate Governance, Regulation Affairs, Mergers & Acquisitions, Public Issues, Private equity deals contract/litigation management and company secretarial function.
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	NIL	NIL
Relationship with other Directors & KMP's	NIL	NIL
No. of Meetings of the Board attended during the year 2022-23	Four (4)	NA (Appointed after the closure of FY)
Directorships held in other Companies (Excluding Foreign Companies)	Smileion Medicare Private Limited Ethniq Accessories Private Limited Corpus Infratech Private Limited Tandawn Green Energy Private Limited	Non-executive Director in Pharmajids Pharmaceuticals Limited
Listed Companies from which the person has resigned from the directorship in the past three years	NIL	Vanta Bioscience Limited- resigned w.e.f. January 05, 2021

Membership/ Chairmanship of Committees of other companies	Nil	NIL
Terms and conditions of appointment/ re- appointment and Remuneration sought to be paid/ last drawn	Appointed as a Non-Executive Director, liable to retire by rotation. Retiring by rotation at this AGM.	Appointed as Non Independent and Non- Executive Director on the Board, liable to retire by rotation retiring by rotation at this AGM.

By Order of the Board of Directors  
For Mipco Seamless Rings Gujarat Limited

**Sd/-**

**Nisha Kedia**

**Company Secretary & Compliance Officer**

**Date: August 24, 2023**

**Place: Bangalore**