

NOTICE TO MEMBERS:

NOTICE is hereby given that the 35th Annual General Meeting ('AGM') of the Members of Magna Electro Castings Limited will be held on **Thursday, the 4th day of September, 2025 at 4.00.P.M. Indian Standard Time (IST)** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') with virtual presence of the Shareholders to transact the following business(es): -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in equity for the financial year ended 31st March 2025, the Balance Sheet as at that date, the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of ₹ 6/- per equity share for the financial year ended 31st March 2025.
3. To appoint a director in place of Sri. J Vijayakumar (DIN: 00002530), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the material related party transaction and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded as in the previous year(s) to the Company to enter/ continue to enter into transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with M/s. Samrajyaa and Company, an entity falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding ₹ 3,000 Lakhs (Rupees Three Thousand Lakhs Only) from the Annual General Meeting to be held in the year 2025 till the Annual General Meeting to be held in the year 2026, on such terms and conditions as detailed in the explanatory statement to this resolution notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the related party and to execute or authorise any person to execute all such documents, instruments and writings as may be necessary, relevant, usual, customary, proper and/or expedient for giving effect to the Resolution.

5. To consider the ratification of remuneration payable to Cost Auditors and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. SBK & Associates (Firm Registration No: 000342),

Cost Accountants, Chennai, who were appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 on a remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable taxes and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To consider and approve the appointment of M/s. MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for the first term of five (5) consecutive financial years and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, M/s. MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore be and are hereby appointed as the Secretarial Auditors of the Company for the first term of five (5) consecutive financial years commencing from the financial year 2025-26 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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.

7. To consider and approve the appointment of Sri. Ajeya Vel Narayanaswamy (DIN: 07553660) as Whole-time Director designated as Executive Director – Marketing of the Company and to fix remuneration and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Articles of Association of the Company and subject to the approval of Central Government, and any other applicable approvals, the consent of the members be and is hereby accorded for the appointment of Sri. Ajeya Vel Narayanaswamy (DIN: 07553660) as Whole-time Director designated as Executive Director – Marketing of the Company for a period of 5 years with effect from 4th September 2025 on the following terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by Audit Committee and Board of Directors at their respective meetings held on 30th May 2025:

REMUNERATION

The remuneration given below shall be for a period of the first 3 (three) years commencing from 4th September 2025, notwithstanding that the annual remuneration payable to him in any financial year along with the remuneration payable to other Executive Directors may exceed the limits as set out under the Listing Regulations

or the Act for the time being in force.

- i. Salary: In the scale of USD 1,00,000 – 1,15,000 – 1,30,000 per annum;
- ii. Company's Contribution to Provident fund, Super annuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- iii. Gratuity payable at the rate not exceeding half month salary for each completed year of service;
- iv. Performance linked bonus, if any as per Company's Policy;
- v. Encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites;
- vi. Reimbursement of expenses actually and properly incurred in the course of business;
- vii. Unfurnished accommodation or House Rent Allowance.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, in compliance with the provisions of Schedule V of the Companies Act, 2013, the compensation and perquisites mentioned above shall be paid as minimum remuneration.

RESOLVED FURTHER THAT during his tenure Sri. Ajeya Vel Narayanaswamy is liable to retire by rotation and the same shall not be treated as break in his service as Executive Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the remuneration payable to Sri. Ajeya Vel Narayanaswamy, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and /or give such directions as may be necessary, proper or expedient to give effect to the above 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.

8. To consider and approve the Alteration of Articles of Association of the Company and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, the approval of the Members of the Company be and is hereby accorded for the amendment of the Articles of Association of the Company by substituting the Article 84 as below, which shall be effective immediately upon receipt of approval by the members of the Company:

"84. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013, or any modification thereof from time to time, appoint one or more of their body to the office of Chairman, Vice Chairman, Managing Director, Joint Managing Director or Whole Time Director for such period and on such terms as it thinks fit. Such appointee, while holding such office, may be subject to retirement by rotation at the Annual General Meeting(s), provided that the Managing Director shall not be subject to retirement by rotation, unless specifically required under the terms of their appointment. The Board of Directors may entrust to and confer upon such Chairman, Vice Chairman, Managing Director, Joint Managing Director or Whole Time Director all or any of the powers exercisable by them with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and subject to their superintendence, control and direction. The remuneration

payable to such persons shall be mentioned by the Company in the General Meeting. The appointment and remuneration of such persons shall also be subject to the approval of the Central Government in cases where they are not covered by the exemption in Schedule V to or similar provisions of the Companies Act, 2013 as may be amended from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

Place : Coimbatore
Date : 30.05.2025

N. Krishnasamaraj
Managing Director
DIN: 00048547

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Pursuant to proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a Financial Year with such related party exceeds ₹ 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower ("Materiality Threshold").

The Company at its 34th Annual General Meeting got the approval of members for Material related party transactions with M/s. Samrajyaa and Company for ₹ 2,500 Lakhs and the related party transactions with M/s. Samrajyaa and Company for the year ended 31st March 2025 was ₹ 1,648.55 Lakhs because of the product mix.

The Company is set to commence operations of the new Third Moulding Line project in the coming year. This project is anticipated to significantly enhance our Company's turnover. As a direct consequence of the commencement of this project, a substantial increase in the business activities and financial transactions can be foreseen. This includes transactions with the proposed related party, who will play a crucial role in the machining business.

Given the expected increase in turnover and the corresponding rise in related party transactions, the Company is seeking approval for higher limits in excess of 10% of the total annual consolidated turnover of the Company on these transactions. This approval is necessary to ensure that the Company can efficiently manage and execute the increased volume of transactions without any operational disruptions.

Accordingly, the approval of Material related party transactions for higher limits i.e., ₹ 3,000 Lakhs is now being sought from the shareholders. The Audit Committee has also granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is as follows:

Name of the related party	M/s. Samrajyaa and Company	
Type, material terms and particulars of the transaction	Machining Charges Payable & Availing / rendering of any services or Sale / Purchase of Components / materials.	
Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	A Partnership firm in which Sri. N Krishnasamaraj, Managing Director, Sri. Ajeya Vel Narayanaswamy and Sri. J. Vijayakumar, Directors of the Company, are interested as the partners of the related party. The nature of interest is financial.	
Tenure of the proposed transaction	For the period from the conclusion of the 35 th Annual General Meeting till the conclusion of the 36 th Annual General Meeting.	
Value of the proposed transaction	Machining Charges Payable	₹ 2500 Lakhs
	Availing/ rendering of any services or Sale/ Purchase of Components/ materials.	₹ 500 Lakhs
The percentage of the listed entity's annual turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	Machining Charges Payable	17.00% based on the annual turnover for the Financial Year 2024-25.
	Availing/ rendering of any services or Sale/ Purchase of Components/ materials.	
The percentage calculated based on the Subsidiary's Annual Turnover on a Standalone basis that is represented by the value of the proposed transaction	The Company does not have any subsidiary and hence, reporting under the said clause is not applicable.	
Justification for why the proposed transaction is in the interest of the listed entity	The proposed related party transaction, not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization and generation of revenue and business of the Company as a whole.	
Nature of the proposed contract/ arrangement	The transaction is in normal course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length.	
Details of the valuation report or external party report relied upon	The Company has not relied upon the valuation or any external report in relation to the transaction.	

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence the disclosure of details pertaining to the same does not arise.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the Board of Directors recommends and seeks the approval of the Members for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

Interest of Directors:

Except Sri. N. Krishnasamaraj, Managing Director, Sri. Ajeya Vel Narayanaswamy and Sri. J. Vijayakumar, Directors of the Company and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution(s) as set out in Item No. 4 of this notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 4 of this Notice.

ITEM NO. 5

The Board of Directors of the Company, based on the recommendations of the Audit Committee of the Company, appointed M/s. SBK & Associates (Firm Registration No. 000342), Cost Accountants, Chennai, as Cost Auditors of the Company to conduct the audit of the cost records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, for the financial year 2025-26 at a remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) per annum along with the payment of applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them during the course of the audit, payable to them.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors of the Company shall be recommended by the Audit Committee and approved by the Board of Directors and has to be ratified by the Members at the Annual General Meeting of the Company. Accordingly, the consent of the members is being sought for the ratification of the remuneration to be paid to the Cost Auditors of the Company for the financial year 2025-26.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 5 of the Notice.

ITEM NO. 6

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Secretarial Auditors of the Company shall be appointed by the Shareholders of the Company based on the recommendations made by the Board of Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 30th May 2025 has recommended the appointment of M/s. MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore as the Secretarial Auditors of the Company for a term of Five (5) consecutive financial years commencing from the financial year 2025-26 at a remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

M/s. MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore, have consented to their appointment as Secretarial Auditors of the Company.

The Board of Directors propose to pay a fee of ₹ 2,00,000/- (Rupees Two Lakhs Only) for the financial year 2025-26 exclusive of taxes and other out of pocket expenses incurred in connection with the audit to the Secretarial Auditors. The terms of appointment of the Secretarial Auditor will be specified by the Board of Directors of the Company.

The Board of Directors of the Company have considered the following credentials of M/s. MDS & Associates LLP, Company Secretaries, while considering their appointment.

M/s. MDS & Associates LLP, Company Secretaries based out of Coimbatore, Tamil Nadu presently has 3 partners and houses a team of qualified and seasoned professionals who bring together more than 35 years of rich experience and expertise knowledge in the field of Corporate and allied laws. The Firm undertakes Board Process Audits, Corporate Governance Audits, Secretarial Audits and Corporate Actions / Transactions based Due Diligence Audits for wide clientele including listed companies. The firm serves a wide array of clients across India in varied industries and has rich experience in undertaking secretarial audit assignments and also holds a valid Peer Review Certificate (bearing number 6468/2025) issued by the Institute of Company Secretaries of India and meets the criteria for appointment as prescribed under Regulation 24A of the Listing Regulation.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 6 of the Notice.

ITEM NO. 7

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee, at their meeting held on 30th May 2025 has approved:

- the appointment of Sri. Ajeya Vel Narayanaswamy (DIN: 07553660) as a Whole-time Director designated as Executive Director – Marketing of the Company for a period of 5 years with effect from 4th September, 2025 subject to the approval of shareholders and Central Government.
- the remuneration payable to Sri. Ajeya Vel Narayanaswamy (DIN: 07553660) for a period of 3 years with effect from 4th September 2025, subject to the approval of the shareholders.

Sri. Ajeya Vel Narayanaswamy is a distinguished professional with qualification in engineering, business, and sustainability backed by over five years of diverse industry experience.

Educational Qualification:

- Bachelor's degree in Engineering from PSG College of Technology, top-ranked engineering college in India.
- Master's in Manufacturing Systems & Engineering from Nanyang Technological University, Singapore, ranked 15th globally and 4th in Asia.
- MBA in Entrepreneurship from Babson School of Business, globally recognized and ranked in Entrepreneurship Education for over 30 consecutive years.
- A specialized program at the London School of Economics and Political Science (LSE), focusing on Microeconomics, Managerial Accounting, and Marketing.

Work Experience:

- Beginning his career as a Design Engineer at Thermax Limited, he led engineering projects and advanced 3D modelling practices to enhance design precision.
- His exposure to global innovation deepened during his tenure as a Product Development Intern at Schlumberger, Singapore, contributing to next-generation energy solutions.

Leadership roles:

- As the Designated Partner of Magna Digitech India LLP, Sri. Ajeya Vel Narayanaswamy has been instrumental in establishing a leader in Rapid Prototype Casting in India through agile, innovation-led business models. With deep expertise in operations management, market research, and product development, he is recognized for delivering measurable business outcomes.
- He also serves as a Non-Executive Director at Magna Electro Castings Limited, drawing on his multidisciplinary expertise to support the company's long-term vision and operational excellence.

Sri. Ajeya Vel Narayanaswamy champions sustainability by embedding renewable energy and eco-conscious strategies into core business decisions.

With his rare blend of engineering precision, business acumen, and international exposure, he brings a strategic and forward-thinking perspective to every endeavour.

Sri. Ajeya Vel Narayanaswamy's strong academic credentials, leadership experience, and strategic insight make him exceptionally well-suited to assume the role of Whole-time Director designated as Executive Director – Marketing at Magna Electro Castings Limited. His continued contribution is seen as pivotal in propelling the Company's growth trajectory and advancing its long-term vision.

Elevating Sri. Ajeya Vel Narayanaswamy to the position of Whole-time Director designated as Executive Director – Marketing is expected to significantly contribute to the Company's future growth and success. The Board of Directors have proposed to appoint him to look after the overseas marketing activities of the Company initially from USA, after which he will oversee the overall marketing operations from India.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 30th May 2025 had, taking into consideration the factors detailed above, proposed the appointment of Sri. Ajeya Vel Narayanaswamy as the Whole-time Director designated as Executive Director – Marketing of the Company for a period of 5 years with effect from 4th September, 2025 and determined his remuneration for a period of 3 years as set out in the resolution and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee at the meeting held on 30th May 2025 had also approved the remuneration payable to him as the Whole-time Director designated as Executive Director of the Company for a period of 3 years and recommended the same to the Board.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of the Whole-time Director designated as Executive Director shall be subject to the approval of the shareholders and Central Government. Hence, the necessary resolution has been set out in Item No. 7 of the Notice for the approval of the members.

His remuneration has been recommended by the Nomination and Remuneration Committee and Audit Committee and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013. Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in the Companies Act, 2013 upon receipt of approval of the shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri. Ajeya Vel Narayanaswamy, approval of the Shareholders is being sought.

Additional information in respect of Sri. Ajeya Vel Narayanaswamy, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, and the Secretarial Standard on General Meetings (SS-2) is annexed to this Notice.

Interest of Directors:

Except Sri. Ajeya Vel Narayanaswamy and Sri. N Krishnasamaraj, who is the father of Sri. Ajeya Vel Narayanaswamy and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No. 7 of this notice.

In respect of Item No. 7, the following disclosure in terms of Schedule V of the Companies Act, 2013 is provided:

I.	General information:					
1.	Nature of industry		The Company is engaged in the manufacture and sales of SG Ductile iron and Grey iron castings.			
2.	Date of Commencement of commercial production		The Company started its commercial Production on 30 th January 1995.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not applicable			
4.	Financial performance					(₹ In Lakhs)
	Details	2025	2024	2023	2022	2021
	Total income	17817.49	14529.36	16793.63	13747.47	9901.87
	Net Profit before tax	3104.46	2040.61	2311.75	1034.90	701.43
	Dividend paid	253.93*	211.61	126.96	105.80	63.48
	Rate of dividend in %	60*	50	30	25	15
	* proposed					
5.	Foreign investments or collaborations, if any.		The Company has not incurred any expenditure on account of foreign investments or collaborations during the last five years as the Company has neither made any foreign investments nor entered into any foreign collaboration agreement.			
II.	Information about the appointee:					
1.	Background details		Sri. Ajeya Vel Narayanaswamy is a distinguished professional with qualification in engineering, business, and sustainability backed by over five years of diverse industry experience.			
2.	Past remuneration		During the Financial year 2024-25, Sri. Ajeya Vel Narayanaswamy was not paid any remuneration. He has been paid Sitting fees of ₹ 1.20 Lakhs.			

3.	Recognition or awards	<p>As the Designated Partner of Magna Digitech India LLP, Sri. Ajeya Vel Narayanaswamy has been instrumental in establishing a leader in Rapid Prototype Casting in India through agile, innovation-led business models. With deep expertise in operations management, market research, and product development, he is recognized for delivering measurable business outcomes.</p> <p>Sri. Ajeya Vel Narayanaswamy champions sustainability by embedding renewable energy and eco-conscious strategies into core business decisions.</p>
4.	Job profile & suitability	<p>With his rare blend of engineering precision, business acumen, and international exposure, he brings a strategic and forward-thinking perspective to every endeavor.</p> <p>Sri. Ajeya Vel Narayanaswamy's strong academic credentials, leadership experience, and strategic insight make him exceptionally well-suited to assume the role of Whole-time Director designated as Executive Director - Marketing at Magna Electro Castings Limited. His continued contribution is seen as pivotal in propelling the company's growth trajectory and advancing its long-term vision.</p>
5.	Remuneration proposed	As set out in Item No. 7 of the Notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration to Sri. Ajeya Vel Narayanaswamy with respect to industry, size of the Company is comparable to industry standards, Company, profile of the position and his location of working.
7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel	Sri. Ajeya Vel Narayanaswamy and Sri N Krishnasamaraj, Managing Director, are related to each other. They do not have any pecuniary relationship, directly or indirectly with the Company or with any other Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the Sitting fees paid to him.
III.	Other information:	
1.	Reason for loss / inadequate profits for payment of remuneration in terms of Section 198	Not Applicable as the Company has not incurred loss during the year. The resolutions proposed are only enabling resolutions to pay minimum remuneration to the Executive Director in the unlikely event of Company not able to earn adequate profit or making no profits in future due to various external factors which are beyond the control of the Company.

2.	Steps taken or proposed to be taken for improvement	Not applicable.
3.	Expected increase in productivity and profits in measurable terms	Not applicable.
IV.	Disclosures:	
	<p>i. All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors: Please refer to the Section titled “Details of Remuneration to Directors” as contained in the Corporate Governance Report.</p> <p>ii. Details of fixed component and performance linked incentives along with the performance criteria: Please refer to the Section titled “Details of Remuneration to Directors” as contained in the Corporate Governance Report.</p> <p>iii. Service contracts, notice period, severance fees: Please refer to the Section titled “Details of Remuneration to Directors” as contained in the Corporate Governance Report.</p> <p>iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any Stock Options.</p>	

ITEM NO. 8

In order to facilitate administrative convenience and ensure clarity in the governance structure of the Company, it is proposed to amend the Articles of Association (“AOA”) by substituting the existing Article 84. The revised Article explicitly provides that the Chairman, Vice Chairman, Joint Managing Director, and Whole Time Director shall be eligible for retirement by rotation, whereas the Managing Director shall not be subject to retirement by rotation, unless otherwise provided in the terms of their appointment.

The amendment is intended to align the Company’s internal governance framework with the provisions of the Companies Act, 2013 and prevailing corporate practices. This change will ensure that while key executive positions are maintained with the necessary flexibility, retirement by rotation provisions will apply to all other executive directors except the Managing Director.

The Board of Directors, at its meeting held on 30th May 2025, approved the proposed amendment by way of substitution of the existing Article 84 of the AOA and recommended the same for the approval of the shareholders by way of a Special Resolution.

Pursuant to Sections 5 and 14 of the Companies Act, 2013, any amendment to the Articles of Association requires the approval of the shareholders by way of a Special Resolution.

A copy of the draft amended Articles of Association is available for inspection by the members on the website of the Company from the date of circulation of this Notice until the conclusion of the e-voting period.

The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members of the Company

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

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

Place : Coimbatore
Date : 30.05.2025

N. Krishnasamaraj
Managing Director
DIN: 00048547

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors	Sri. Ajeya Vel Narayanaswamy	Sri. J Vijayakumar
DIN	07553660	00002530
Date of Birth / Age	23.12.1995 / 29 Years	09.12.1952 / 72 Years
Nationality	US	Indian
Date of appointment on the Board	30.05.2023	22.08.1990
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in engineering from PSG College of Technology, top-ranked engineering college in India. • Master's in manufacturing systems & engineering from Nanyang Technological University, Singapore, ranked 15th globally and 4th in Asia • MBA in Entrepreneurship from Babson School of Business, globally recognized and ranked in Entrepreneurship Education for over 30 consecutive years • A specialized program at the London School of Economics and Political Science (LSE), focusing on Microeconomics, Managerial Accounting, and Marketing. 	<ul style="list-style-type: none"> • Bachelor's degree in commerce from Madurai University • Bachelor of Science in University of Missouri, USA • Master's in business administration from Florida Tech University, USA.
Experience (including brief resume)	<p>Sri. Ajeya Vel Narayanaswamy is a distinguished professional with a robust qualification in engineering, business, and sustainability backed by over five years of diverse industry experience. With his rare blend of engineering precision, business acumen, and international exposure, he brings a strategic and forward-thinking perspective to every endeavor. Sri. Ajeya Vel Narayanaswamy's strong academic credentials, leadership experience, and strategic insight make him exceptionally well-suited to assume the role of Whole-time Director designated as Executive Director - Marketing of the Company.</p>	<p>Sri. J Vijayakumar, an industrialist, aged about 72 years is hailing from Vaiyampalayam, Coimbatore. He did his degree in Commerce in India, graduated in Finance and Business administration in USA. He is having more than 43 years of industrial experience which includes, as the Managing Director of M/s. Veejay Lakshmi Engineering Works Limited, Coimbatore. Presently he is serving as the Managing Director of M/s. Veejay Terry Products Limited, Coimbatore, looking after the day-to-day operations.</p>
Nature of expertise in specific functional areas	Expertise in Engineering, business, and sustainability backed by over five years of diverse industry experience.	Expertise in General Administration and Finance with 43 years of Industrial experience.

Name of the Directors	Sri. Ajeya Vel Narayanaswamy	Sri. J Vijayakumar
No. of Equity Shares held in Company	3,63,000 Equity Shares	10,100 Equity Shares
Relationship with other directors	Sri. Ajeya Vel Narayanaswamy is the son of Sri. N Krishnasamaraj, Managing Director of the Company.	Not related to any of the other Directors of the Company
Board position held	Non-Executive, Non- Independent Director	Non-Executive, Non-Independent Director
Terms of Appointment/ Re-appointment	The appointment shall be governed by the resolution passed by the shareholders	The appointment shall be governed by the resolution passed by the shareholders
Remuneration sought to be paid	As set out in Item No. 7 of the Notice.	Sitting Fees Only
Remuneration last drawn during FY 2024-25	Sitting Fees – ₹ 1.20 Lakh	Sitting Fees – ₹ 2.55 Lakhs
No. of Board Meetings attended during the year	Information as disclosed in the Corporate Governance Report annexed to the Annual Report	Information as disclosed in the Corporate Governance Report annexed to the Annual Report
List of Directorships held in other Companies	Nil	1. Veejay Terry Products Limited
Details of Chairmanship/ Membership in Committees of the Company	Nil	1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) 3. Stakeholder Relationship Committee (Chairman) 4. CSR Committee (Chairman)
Details of Membership in Committees of Other Companies	Nil	Veejay Terry Products Limited - Stakeholders Relationship Committee (Member)
Names of listed entities in which the person has resigned in the past three years	Nil	Nil

NOTES

1. The General Circulars issued by the Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022, 2023 and 2024 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022, 2023 and 2024. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of MUFG Intime India Private Limited ('MI IPL') (formerly Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by MI IPL.
3. Pursuant to the provisions of the Act, 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 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 this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/ Corporate members i.e., other than individuals / HUF, NRI, etc. intending to appoint their authorized representatives to attend the AGM, pursuant to Section 112 & 113 of the Act are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to magna@mdsassociates.in with a copy marked to the Company at investorscell@magnacast.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent ('RTA')/Company/Depositories. Members may note that the physical copy of the Notice of the AGM along with the Annual Report will not be sent. Members may note that the Notice and Annual Report for the financial year 2024-25 are made available at the Company's website www.magnacast.com, website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of MI IPL at <https://instameet.in.mpms.mufg.com>. Members can attend and participate in the AGM through VC/OAVM facility only. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. In case any shareholder is desirous of obtaining hard copy of the Annual Report for the Financial Year, 2025, may send request to the Company's email address at investorscell@magnacast.com mentioning Folio No./ DP ID and Client ID. In accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link and QR code for accessing the Annual Report 2024-25.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. The Company has paid the annual listing fees for the period 2025-26 to the Stock Exchange, BSE Limited, Mumbai.
9. Dividend: The Board of Directors has recommended final dividend of ₹ 6/- per equity share of ₹ 10/- each (60%) for the financial year ended 31st March 2025 subject to the approval of the shareholders at the AGM and the dividend (if declared) will be paid within 30 days from the date of approval by the Shareholders. The record date for determining the eligibility of the equity shareholders to the final dividend for the financial year ended 31st March 2025 is fixed as **Thursday, 28th August 2025**.
10. The Register of Members and Share transfer books of the Company will remain closed during the period from 29th August 2025 to 4th September 2025 (both days inclusive) as per Regulation 42 of the Listing Regulations and Section 91 of the Companies Act, 2013.
11. Members who have not registered their Bank particulars with the Depository Participant(s) ('DP') / Company are advised to utilise the electronic solutions provided by National Automated Clearing House ('NACH') for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.magnacast.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the RTA.
12. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
13. (a) Members are requested to notify immediately any change in their address to their DPs in respect of the shares held in electronic form, and to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

(b) In case the registered mailing address is without the Postal Identification Number Code ('PINCODE'), Members are requested to kindly inform their PIN CODE immediately to the Company /RTA/DPs.
14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company, members holding shares in physical form may obtain the Form No. SH-13 from the RTA of the Company or can download the form from the Company's website www.magnacast.com. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, for consolidation into a single folio.

16. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the time of the AGM.
17. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a) the change in the residential status on return to India for permanent settlement or
 - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
18. Those members who have not encashed dividend warrants of earlier years may return the time barred dividend warrants to the Company or its RTA for revalidation of such instruments.
19. Unpaid/Unclaimed Dividend and Transfer of Shares to Investor Education and Protection Fund ('IEPF') : Members who wish to claim dividends, which remain unclaimed are requested to correspond with the RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). The details of unpaid dividend can be viewed on the Company's website www.magnacast.com.

As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring unclaimed shares on which the beneficial owner has not encashed any dividend warrant continuously for seven years to the IEPF Account as identified by the IEPF Authority. Details of shares transferred during the year are available at the Company's website www.magnacast.com.

The shareholders, whose unclaimed shares or unpaid amount has been transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF-5 along with requisite documents. Ms. Divya Duraisamy, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

20. Shareholders holding shares in Demat form and who have not yet registered their e-mail address are requested to register their email address with their respective DP immediately. Shareholders holding shares in physical form are requested to dematerialize their shares and register their email address with our RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028; email id : coimbatore@in.mpms.mufg.com.
21. a. SEBI has 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 / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders. Members are encouraged to convert their holdings to electronic mode.
- b. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares by providing letter of confirmation.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

- c. Further, as per the SEBI'S Master circular dated 17th May 2023 and amendment circular dated 17th November 2023 and 7th May 2023, Members holding shares in physical form, whose folio(s) lack PAN, contact details, Bank Account details or updated specimen signature will only be eligible for payment of Dividend, through electronic mode effective from 1st April 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 RTA to ensure receipt of Dividend.
22. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialisation of the said securities.

SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) by holders of physical securities through Form ISR-1.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company's website www.magnacast.com. Further, relevant FAQs published by SEBI on its website can be accessed at: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

Members holding shares in physical form may raise a service request at https://web.in.mpms.mufig.com/helpdesk/Service_Request.html for any assistance relating to the shares of the Company.

The shareholders may also note that as per advisory of SEBI, the Company's RTA has launched an investors' self-service portal 'SWAYAM' to access investor requests / services <https://swayam.in.mpms.mufig.com/>.

23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
24. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
25. Members desirous of receiving any information/clarification on the accounts or operations of the Company are requested to address his/her queries to the Company Secretary of the Company at least seven working days prior to the meeting, such queries will be replied by the Company suitably during the AGM or later.
26. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change

of bank particulars or bank mandates. Such changes are to be advised only to the DPs by the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of Dividend are requested to write to the Company or its Registrar and Share Transfer Agents.

27. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
28. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April 2020 and the Company deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act 2020 and amendments thereof. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/ preferential TDS and details / documents required thereof are being sent to the members.

The Shareholders are requested to update their Residential Status, Category as per Income Tax Act (“IT Act”), PAN with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹ 10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at the applicable higher rate.

Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. Members are requested to submit the documents using Company’s mail id investorscell@magnacast.com and coimbatore@in.mpms.mufg.com on or before 1st September 2025. Separate intimation in this regard will be given to the Shareholders.

29. Members holding shares in electronic form may please note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the Dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their respective DPs and furnish the particulars of any changes desired by them.
30. Members may kindly note that in accordance with the SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through (Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login> . Members may utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

31. Members are requested to forward their share related queries and communications directly to the Registrars and Share Transfer Agents of the Company – MUFG Intime India Private Limited (formerly Link Intime India Private Limited), “Surya” 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028; email id coimbatore@linkintime.co.in or the Company Secretary of the Company; email id: investorscell@magnacast.com.
32. Members may note that M/s. VKS Aiyer & Co., Chartered Accountants (Firm Registration No. 000066S) were appointed as Statutory Auditors of the Company at the 31st AGM held on 23rd September 2021, to hold their office for a period of 5 consecutive years till the conclusion of the 36th AGM to be held during the year 2026. Hence, no resolution is being proposed for appointment of Statutory Auditors at this 35th AGM.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company is providing its members the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by MUFG Intime India Private Ltd (‘MIPL’) (formerly Link Intime India Private Limited), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- (i) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as on **Thursday, 28th August, 2025**, may refer to this Notice of the AGM, posted on Company’s website www.magnacast.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (iii) The voting period begins on **1st September, 2025 at 9.00 AM (IST) and ends on 3rd September, 2025 at 5.00 PM (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 28th August, 2025 may cast their vote electronically. The e-voting module shall be disabled by MIPL for voting thereafter.

Instructions for members for voting electronically are as under:-

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) 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.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
 - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

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

METHOD 2 - Individual Shareholders 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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 form, 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).
- ☞ Enter Image Verification (CAPTCHA) Code
- ☞ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
- A. User ID: Enter your User ID
- B. Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ 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). 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) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders 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 time till they have voted on the resolution(s) for a particular “Event”.

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- Select the “Company” and ‘Event Date’ and register with your following details:
 - Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.
 - 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.
 - Mobile No: Enter your Mobile No.
 - Email ID: Enter your email Id as recorded with your DP/ Company.
- Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

* Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, viz. 28th August, 2025.
- The Company has appointed Mr.M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.
- The Results shall be declared within 2 working days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.magnacast.com and on the website of MUFG Intime India Private Limited within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited where the Company's shares are listed.