

1715, Saiprasad Industrial Park-II, Besides Ramol Police Station,
CTM-Ramol Road, Ramol, Ahmedabad - 382 449.
E-mail : cs@palcometals.com • Website : www.palcometals.com
CIN : L27310GJ1960PLC000998 • GSTIN : 24AAACP9154D1ZM



Palco Metals Limited

12th June, 2021

To, .

Dear Shareholders,

Sub: Notice convening an **extraordinary general meeting (01/2021-22) of Palco Metals Limited** to be held through Physical Mode, on Thursday, 15th July, 2021.

We are sending herewith a Notice convening an Extraordinary General Meeting (01/2021-22) of the Company in the Year 2021-2022 in the attached Pdf. File.

The Extraordinary General Meeting (01/2021-22) of the Company is scheduled to be held as under:

Day : Thursday
Date : 15th July, 2021
Time : 12.30 P.M.
Venue :1715, Saiprasad Industrial Park-II, Besides Ramol
Police Station, CTM-Ramol Road, Ahmedabad-
382449

Thanks & Regards,

for, PALCO METALS LIMITED

CS Mukesh Tiwari
company secretary & compliance officer



Palco Metals Limited

1715, Saiprasad Industrial Park-II, Besides Ramol Police Station,
CTM-Ramol Road, Ramol, Ahmedabad - 382 449.
E-mail : cs@palcometals.com • Website : www.palcometals.com
CIN : L27310GJ1960PLC000998 • GSTIN : 24AAC9154D1ZM

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (EGM No. 1/2021-22) of the Members of the Palco Metals Limited will be held on 15th July, 2021, Thursday 12.30 p.m. at the registered office of the company at 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM-Ramol Road, Ramol Ahmedabad-382449, to transact the following business:

SPECIAL BUSINESS:

1. **TO ENHANCE/RESET THE LIMIT OF INVESTMENTS, LOANS, ADVANCES, CORPORATE GUARANTEE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND AUTHORIZE BOARD TO INVEST, TO PROVIDE LOANS AND ADVANCES, TO PROVIDE CORPORATE GUARANTEE AGGREGATING UP TO THE LIMIT OF RS. 75,00,00,000/- (RUPEES SEVENTY FIVE CRORE ONLY).**

To Consider and if thought fit, to pass with or without modification the following resolution as SPECIAL RESOLUTION:

The Chairman has informed the Board Members that funds are available with the company in excess of its needs which can be utilized for the purpose of granting loans to other entities.

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder, if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to:

- a) give any loan to any person or other body corporate, invest in shares, mutual funds, Fixed deposits or
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

Provided that the aggregate amount of such loan, investments, guarantee, security or acquisition including the amount already invested, loaned, guarantee provided or security given, and outstanding at any time shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores Only)."

"RESOLVED FURTHER THAT the Board of the Directors of the Company (hereinafter referred to as "the Board") or a committee appointed by it or any person authorized by the Board or such Committee shall be entitled to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such loan, Guarantee, security or acquisition within the limit approved as aforesaid."

"RESOLVED FURTHER THAT so long as the aggregate outstanding amount of the loan, guarantee, security or acquisition are at any time within the limit aforesaid, nothing herein contained shall be deemed to restrict the power of Board to give fresh loans, guarantees or securities or to make fresh acquisitions without the need for any further prior approval for any fresh or additional loan, guarantee, security or acquisition or any variation, extension or renewal thereof or any alternation of any term or condition thereof."

2. **TO CONSIDER RE-APPOINTMENT OF MR. KIRANKUMAR BABULAL AGRAWAL (DIN: 00395934) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 (THREE YEARS).**

To consider and if thought fit to pass, with or without modification(c) the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any circular, notification, statutory modifications or re-enactments thereof and as may be amended from time to time and Sections 117, 196, 197 and 203 read with Schedule V and Articles of Association of the Company and as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or

reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Kirankumar Babulal Agrawal (DIN : 00395934) as the Managing Director and Key Managerial Personnel of the Company for a further period of 3 (Three) years with effect from 14th, August, 2021 upto 13th August, 2024, as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 12th June, 2021 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Kirankumar Babulal Agrawal (DIN : 00395934), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof:-

"RESOLVED FURTHER THAT the following Directors and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, things and matters as may be necessary to give effect to the above resolution:

Mr. Kanaiyalal Babulal Agrawal	Director
Mr. Mukesh Tiwari	CS

3. TO APPROVE THE PAYMENT OF REMUNERATION OF RS. 5,00,000/- PER MONTH TO MR. BADAL KAILASH NAREDI (CHIEF FINANCIAL OFFICER OF THE COMPANY) FROM SUBSIDIARY COMPANY I.E. PALCO RECYCLE INDUSTRIES LIMITED AND CONSIDERED AS RELATED PARTY IN FOR THE COMPANY.

To consider and if thought fit to pass, with or without modification(c) the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) read with section 2(76) of the companies, Act 2013 and rule 15 of the Companies Meetings of Board and its Powers rules and other applicable provisions if any of the Companies Act, 2013(including any statutory modifications(s) or re-enactment thereof, for the time being in force), and after recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on 12th June, 2021, approval of members be and is herewith accorded, for appointment to a place of profit and payment of remuneration to Related Party, Mr. Badal Naredi, Chief Financial Officer & KMP of the company, from subsidiary company i.e. Palco Recycle Industries Limited at Rs. 5,00,000/- per month.

"RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

By Order of the Board of Directors

Sd/-



CS Mukesh Tiwari

Company Secretary & Compliance Officer

Dated : 12.06.2021

Place : Ahmedabad

1715, Saiprasad Industrial Park-II,
Besides Ramol Police Station,
CTM-Ramol Road,
Ramol Ahmedabad-382449
Tel: +91- 9426078920
Email: cs@palcometals.com
Website: www.palcometals.com

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR THE EGM (1/2021-22).

ITEM NO. 1: TO ENHANCE/RESET THE LIMIT OF INVESTMENTS, LOANS, ADVANCES, CORPORATE GUARANTEE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND AUTHORIZE BOARD TO INVEST, TO PROVIDE LOANS AND ADVANCES, TO PROVIDE CORPORATE GUARANTEE AGGREGATING UP TO THE LIMIT OF RS. 75,00,00,000/- (RUPEES SEVENTY FIVE CRORE ONLY).

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.75 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice. The Board recommends the resolution at Item no.1 to be passed as Special Resolution.

ITEM NO. 2: TO CONSIDER RE-APPOINTMENT OF MR. KIRANKUMAR BABULAL AGRAWAL (DIN: 00395934) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 (THREE YEARS).

Mr. Kirankumar Agrawal (DIN: 00395934) was re-appointed as a Managing Director in 57th Annual General Meeting of the Company w.e.f. with effect from 14th August, 2018 upto 13th August, 2021.

He is a commerce graduate and passed his Chartered Accountant course with very good rank and marks. After completing his Chartered Accountant certification, Mr. Kirankumar Babulal Agrawal started his practice as Chartered Accountant.

In 1997 Mr Kirankumar Agrawal along with Mr. Kanaiyalal Agrawal took over the management of Palco Metals Limited which was a sick company at that time of acquisition in 1997 and transformed it into a profit making company under their management.

It would be appropriate to re-appoint him from August, 2021 for a further period of 3 years.

The Board of Director of the Company at its meeting held on 12.06.2021 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 12.06.2021, approved re-appointment of Mr Kirankumar Agrawal as Managing Director (KMP) of the Company, subject to the approval of members/shareholders of the Company in General Meeting to be held on 15.07.2021 as a Special Resolution for a period of three years from August 14, 2021 to 13 August, 2024 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

As Mr. Kirankumar Babulal Agrawal does not hold position of Managing Director in any other company except subsidiary company Palco Recycle Industries Limited and henceforth as required by proviso to section 203(3) of the companies act, 2013, his resolution for appointment as Managing Directors was considered and approved by NR

Committee and after that by Board of Directors in meeting with presence of all Directors present in India and with consent of all the Directors present in meeting. The said resolution was passed unanimously by the Board in Meeting dated 12.06.2021. Further Board has recommended the approval of the said resolution.

It is further informed to the members that Kirankumar Agrawal is presently deriving salary of Rs. 150000/- per month from subsidiary company.

The information in respect of terms of remuneration & perquisites is given below: Remuneration, benefits and perquisites:

- I. Salary: Nil/- per month (at Present). Board be delegated the power to decide the remuneration in case of inadequacy of profits or losses to pay remuneration upto the limits as per Schedule V of the Companies Act, 2013.
- II. **Commission:**
No Commission is payable.
- III. **Perquisites:**
 - a) **Housing:**
 - (i) As may be decided by Board or Committee. Board or Committee can decide the same within limits of Schedule V in case of inadequacy of profits or losses.
 - b) **Medical Reimbursement:**
Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.
 - c) **Leave and Leave Travel Concession:**
Leave Travel Concession for self and family, subject to the ceiling of one month's salary.
Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.
 - d) **Club Fees:**
No Club fees shall be payable by the company.
 - e) **Personal Accident Insurance:**
No Insurance policy of promoter will be payable from the company.
 - f) **Car & Telephone:**
 - (i) No car will be provided
 - (ii) No Telephone will be provided.
- IV. **Limits on Remuneration:**
The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.
- V. **Minimum Remuneration:**
In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Kirankumar Babulal Agrawal shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.
- VI. **Sitting Fees:**
He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

Mr. Kirankumar Agrawal is Key managerial personnel of the Company and Managing Director of Subsidiary Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

Except Mr. Kirankumar Agrawal, being an appointee and his relative, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Mr Kirankumar Babulal Agrawal, as the Managing Director.

The resolution seeks approval of members as an Special Resolution for the re-appointment of Mr. Kirankumar Babulal Agrawal as the Managing Director (Key Managerial Personnel) of the Company with effect from August 14, 2021 to August 13, 2024, pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

ANNEXURE A

Details of Director seeking reappointment at the 1st EGM/2021-22 pursuant to Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015

Name & DIN of Director	Kirankumar Babulal Agrawal DIN 00395934
Date of Birth	23/10/1964
Date of Appointment	17/08/1996
Experience	He has got the rich and vast experience of 10 Years Practicing Chartered Accountants in area of Finance and Taxation. 22 Years of Experience as promoter of Palco Metals Limited an aluminum recycle company.
Qualifications	B.Com CA
Directorship held in other Public Limited Companies	Palco Recycle Industries Limited Palco Recycle Exchange Limited
Member / Chairman of Committees in other Public Limited Companies	Palco Recycle Industries Limited
No. of Shares held in the company & Subsidiary Company	4000 & 7500 Equity shares respectively.
Inter se Relationship with any Director /KMP Director or KMP	No relationship with any Director/KMP on the Board.

ITEM NO 3 TO APPROVE THE PAYMENT OF REMUNERATION OF RS. 5,00,000/- PER MONTH TO MR. BADAL KAILASH NAREDI (CHIEF FINANCIAL OFFICER OF THE COMPANY) FROM SUBSIDIARY COMPANY I.E. PALCO RECYCLE INDUSTRIES LIMITED AND CONSIDERED AS RELATED PARTY FOR THE COMPANY.

The Company is at presently not paying any salary to CFO of the company Mr. Badal Naredi. Now company is planning to grant him additional responsibility to look after the finance of the subsidiary company and also to provide salary to CFO from subsidiary company.

Section 188 of the Company Act, 2013 read along with section 177 and 2(76) of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) rules, 2014 provides that company shall not except with the consent of Board Of Directors, Audit Committee and Members by Ordinary resolution, a company shall not enter into contract or arrangement with respect to such related party appointment to any office or place of profit in the company or subsidiary company or associate company.

Mr Badal Naredi being CFO (KMP) of the Palco Metals Limited falls under the category of related party and his appointment in subsidiary company with remuneration of Rs. 500000/- per month falls under the category of Related Party transaction above threshold limit requiring Members approval by way of Ordinary Resolution under Section 188 of the Companies Act, 2013.

Except the salary no other payments or perquisites are paid to Mr. Baldal Naredi. Reimbursement of Expenses incurred for the purpose of working of company would be paid to Mr. Badal Naredi.

Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to the company under exemption granted to small companies under Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Henceforth applicability of Related Party Transaction is adjudged on the basis of the Companies Act, 2013.

Further NR Committee, Audit Committee and Board have approved the transaction in their meeting dated 12/06/2021 subject to approval by Members in General Meeting.

As required under Rule 15 (3) of **The Companies (Meetings of Board and its Powers) Rules, 2014**, details of Information required to be provided in explanatory statement to be annexed to notice calling EGM are herewith:

Sr. No.	Particulars	
	(a) name of the related party;	Mr. Badal Naredi
	(b) name of the director or key managerial personnel who is related, if any;	He himself is the Key Managerial Personnel.
	(c) nature of relationship;	Key Managerial Personnel Mr. Badal Naredi will draw remuneration from subsidiary company.
	(d) nature, material terms, monetary value and particulars of the contract or arrangements;	Salary of Rs. 5,00,000/-p.m. (Rs. Five Lacs p.m.) from subsidiary Company. No other allowances will be paid except the salary.
	(e) any other information relevant or important for the members to take a decision on the proposed resolution.	Mr. Badal Naredi is qualified Chartered Accountant and MBA Finance with experience of more than 15 Years in the field further he looks after the finance and accounts of the Palco Metals Limited.

Further Board has recommended the approval of transaction to the members.

Except Mr. Badal Naredi, being an appointee and his relative, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Place : Ahmedabad
Dated : 12.06.2021

1715, Saiprasad Industrial Park-II,
Besides Ramol PoliceStation,
CTM-Ramol Road,
Ramol Ahmedabad-382449
Tel: +91- 9426078920
Email: cs@palcometals.com
Website: www.palcometals.com

By Order of the Board of Directors
Sd/-



CS Mukesh Tiwari
Company Secretary & Compliance Officer

COVID INSTRUCTIONS:

As the pandemic of COVID-19 has been broken out it is very much important for the company to follow the guidelines issued by ministry in this regard.

In the last 10 years of AGM/EGM maximum attendance company has seen to be not more than 25 members and average attendance at AGM/EGM comes to 25 persons inclusive of Board Members and Auditors/Invitees.

As the company has enough space at the new registered office transferred before the EGM. It will be convenient for the company to arrange and conduct EGM with social distancing norms in the era of covid-19.

Entry without mask is not permitted. Further the temperature of the member will be measured at venue and in case of fever will not be allowed to attend EGM.

Further as the company does not have email IDs and Phone Nos. of majority of shareholders so it would not be feasible for the company to arrange EGM through VC (Video Conferencing) or OAVM (other Audio Visual means).

Notes:

1. The information as prescribed under Regulation 36 [3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 of the Director and Independent seeking reappointment at the ensuing ExtraOrdinary General Meeting is provided at in Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Extraordinary General Meeting i.e. by 12:30 PM on Tuesday, July 13, 2021. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate authority together with specimen signature, as applicable.
3. Corporate members intending to authorize its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of Board Resolution / authorization document authorizing their representative to attend and vote on their behalf at the Meeting. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company along with the Remote e-voting instructions, attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company /Depository Participant(s) for communication purposes unless any member has specifically requested for a hard copy of the same. For members, who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company along with the Remote e-voting instructions, attendance Slip and Proxy Form is being sent by the permitted mode.
5. Members who have not registered their e-mail address so far are requested to register their email address for receiving all communication including Notices, Circulars, etc. from the Company electronically by mailing to the company at mail id: cs@palcometals.com or in writing to the Share Transfer Agent and registrar of Company.
6. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Numbers for easy identification of attendance at the meeting. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
7. The Securities and Exchange of Board of India (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 PAN to their Depository Participants with whom they are maintaining their Demat Account. Members

holding shares in physical form can submit their PAN details to the Company at mail id: cs@palcometals.com or in writing to the Share Transfer Agent and registrar of Company.

8. Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Share Transfer Agent, in respect of their physical share folios, if any. In case of mailing address mentioned on this Notice is without PINCODE, members are requested to kindly inform their PINCODE immediately.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection for the members at the Registered Office of the Company on all working days, during normal business hours, upto the date of this Extra Ordinary General Meeting.
10. The Company's Shares have been activated for dematerialization both with National Securities Depository Ltd. and Central Depository Services (India) Ltd. Those shareholders who wish to hold shares in electronic form may approach their Depository Participants. The existing ISIN of the Equity Shares of the Company is INE239L01013.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form can file nomination in prescribed Form SH-13 and for cancellation / variation in Nomination in the prescribed Form SH-14 with the Company's RTA.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 and read with Standard 2 of the Secretarial Standards on General Meetings, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
13. 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 shall be entitled to avail the facility of remote e-voting or voting at the EGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
14. The Notice will be displayed on the website of the Company www.palcometals.com and on the website of NSDL. The members who have casted their vote by remote e-voting prior to EGM may also attend the EGM, but shall not be entitled to cast their vote again. A route map showing directions to reach the venue of the EGM is given in the Notice of EGM as per the requirement of the Secretarial Standards-2 on "General Meetings".
15. The Board of Directors has appointed Mr. Punit Lath Company Secretary in Practice and as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit the report after completion of the scrutiny to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Bombay Stock Exchanges.
16. Members are requested to carefully read the instructions for remote e-voting before casting their vote. The remote e-voting facility will be available during the period mentioned in E-Voting Instructions & after which the portal shall forthwith be blocked and shall not be available for E-Voting.

E-VOTING INSTRUCTIONS:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra Ordinary General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the Extra Ordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the Extra Ordinary General Meeting may also attend the Extra Ordinary General Meeting but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on Monday, July 12, 2021 (09:00 AM) and ends on Wednesday, July 14, 2021 (05:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 08, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz.; "Palco Metals remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser and type URL: <https://www.evoting.nsd.com/>. Press Enter.
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Palco Metals Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@palcometals.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of Extra Ordinary General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided under separate communication You may use User ID and Password provided in that communication. Please note that the password is an initial password and you will be asked to change the password when you log-in for the first time.
 - (ii) After that, follow all steps from Sl. No. (ii) to Sl. No. (xii) as given above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, July 08, 2021.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, July 08, 2021 may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or cs@palcometals.com.
11. Login to e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
12. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
13. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

14. A member may participate in the Extra Ordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extra Ordinary General Meeting.
15. 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 as well as voting at the Extra Ordinary General Meeting through ballot paper.
16. Mr. Punit S. Lath, Practicing Company Secretary (Membership No. 26238, C.P. No. 11139) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
17. The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Extra Ordinary General Meeting but have not casted their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall, 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 and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.palcometals.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

By Order of the Board of Directors

Sd/-



CS Mukesh Tiwari

Company Secretary & Compliance officer

Dated : 12.06.2021

Place : Ahmedabad

1715, Saiprasad Industrial Park-II,
Besides Ramol Police Station,
CTM-Ramol Road,
Ramol Ahmedabad-382449
Tel: +91- 9426078920
Email: cs@palcometals.com
Website: www.palcometals.com

Attendance Slip

PALCO METALS LIMITED

1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM-Ramol Road, Ramol
Ahmedabad-382449. CIN: L27310GJ1960PLC000998

Phone: +91- 9426078920 Website: www.palcometals.com, Email: cs@palcometals.com,

ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING –
(EGM No. 1/2021-22)
(To be handed over at the Registration Counter)

Folio No. / DP ID and Client ID: _____

Name: _____

Address: _____

I / We hereby record my / our presence at the Extra Ordinary General Meeting of the Company on 15th July, 2021, Thursday 12.30 p.m., at 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM- Ramol Road, Ramol, Ahmedabad-382449.

First / Sole / Proxy holder

Second holder

PALCO METALS LIMITED

(CIN: L27310GJ1960PLC000998)

Regd. Office: 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM- Ramol Road,
Ramol, Ahmedabad-382449, Gujarat, INDIA

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-Mail ID:	Folio DP ID-Client ID:

I / We being the member(s) holding shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or
failing him / her;

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or
failing him / her;

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____
or failing him / her; as my / our proxy to attend and vote (on a poll) for me / us and on my / our

behalf at the Extra Ordinary General Meeting, to be held on 15th July, 2021, Thursday 12.30 p.m.
PM, at 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM- Ramol Road, Ramol,
Ahmedabad-382449, Gujarat, INDIA and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolu tion No.	Particulars of Resolution	Optional	
		For	Against
1.	To Enhance/Reset The Limit Of Investments, Loans, Advances, Corporate Guarantee under section 186 of the Companies Act, 2013 and authorize board to Invest, to provide loans and advances, to provide Corporate Guarantee aggregating up to the limit of Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only).		
2.	To consider Re-Appointment of Mr. Kirankumar Babulal Agrawal (Din: 00395934) as the Managing Director of the Company for a further period of 3 (Three Years).		
3.	To approve the payment of remuneration of Rs. 5,00,000/- per month to Mr. Badal Kailash Naredi (Chief Financial Officer of the Company) from subsidiary company ie. Palco Recycle Industries Limited And considered as Related Party in for the Company.		

Signed _____ this _____ day of _____, 2021.

Signature of Shareholder _____

Affix Revenue
Stamp of Rs.

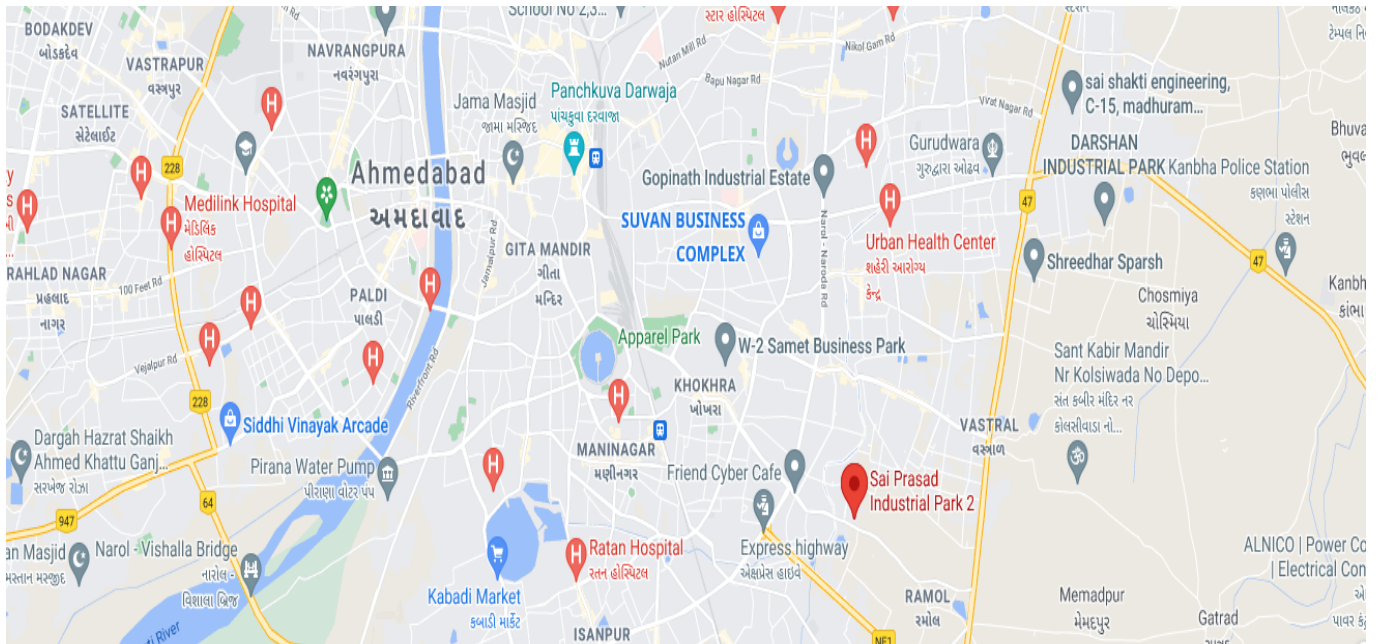
1

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the company.
3. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

Updated Route Map for the venue of EGM is provided below:-





Palco Metals Limited

પાલકો મેટલ્સ લિમિટેડ
Metal supplier



Directions



Save



Nearby



Send to your
phone



Share



Opposite Khanwadi, Janta Nagar, Ramol Road,
Ramol, Ramol, Ahmedabad, Gujarat 382449



palcometals.com



079 2585 0690



2HQ8+R9 Ahmedabad, Gujarat