

## **NOTICE OF 64<sup>th</sup> AGM OF THE COMPANY**

Notice is hereby given that the Sixty Fourth Annual General Meeting of the members of the Company will be held on **Tuesday, 30<sup>th</sup> September 2025 at 11:00 A.M.**, at Registered Office of the Company at Block No 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM- Ramol Road, Ramol, Ahmedabad-382449 to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** the Financial Statement comprising of Audited Balance Sheet of the Company as at 31st March 2025, the Cash Flow Statement and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors Report and Consolidated Financial Statement comprising of Audited Consolidated Balance Sheet of the Company as at 31st March 2025, the Consolidated Cash Flow Statement and the Consolidated Profit & Loss Account for the year ended on that date together thereon be and are hereby adopted.”

- 2. To appoint a director in place of Mr. Naman Naredi (DIN: 06943536), who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Naman Naredi (DIN: 06943536), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

### **SPECIAL BUSINESS:**

- 3. To appoint CS Punit Santosh Lath, Practicing Company Secretary (ACS No. 26238 & COP No. 11139), Ahmedabad, as Secretarial Auditor of the Company and to fix his remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, CS Punit Santosh Lath, Practicing Company Secretary (ACS No. 26238 & COP No. 11139), Ahmedabad, who has confirmed his eligibility for appointment, be and is hereby appointed as the Secretarial Auditor of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the

conclusion of the 38th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013, for the period beginning from the Financial Year 2025-26 till the end of Financial Year 2029-30.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration plus applicable taxes and out of pocket expenses incurred in connection with the Secretarial Audit during the tenure as the Secretarial Auditor of the Company as may be determined and recommended by the Audit Committee in consultation with the Secretarial Auditor and duly approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board  
For, Palco Metals Limited  
SD/-  
Kirankumar Agrawal  
Managing Director  
DIN: 00395934  
Date: 22<sup>nd</sup> August, 2025  
Place: Ahmedabad**

## NOTES:

1. The information as prescribed under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 of the Director seeking reappointment at the ensuing Annual General Meeting is provided at **Annexure-1** to this Notice of AGM

**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 at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e., by 11:00 AM on Tuesday, 30th September 2025. Proxy form is sent herewith. 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 dematerialized 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 64<sup>th</sup> Annual General Meeting of the Company along with Annual Report, *inter-alia*, including 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 63<sup>rd</sup> Annual General Meeting of the Company along with Annual Report, *inter-alia*, including 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 e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically by mailing to the company at mail id: [cs1@palcorecycle.com](mailto:cs1@palcorecycle.com) or in writing to the Share Transfer Agent and registrar to issue 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: [cs1@palcorecycle.com](mailto:cs1@palcorecycle.com) or in writing to the Share Transfer Agent and registrar to issue of the 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 Annual Report 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, up to the date of this Annual 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 e-voting at the AGM. 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](http://www.palcometals.com) and on the website of NSDL. The members who have casted their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. A route map showing directions to reach the venue of the 63<sup>rd</sup> AGM is given in the Annual Report 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 as a 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 Chairperson 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 following period after which the portal shall forthwith be blocked and shall not be available:

## **E-VOTING INSTRUCTIONS**

**1.** In compliance with provisions of Section 108 of the Companies Act, 2013, read with 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 Annual 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 Annual 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 Annual 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 Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

**4.** The remote e-voting period commences on Saturday, September 27, 2025 (09:00 AM) and ends on Monday, September 29, 2025 (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 Tuesday, September 23, 2025 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.nsdl.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 [cs1@palcorecycle.com](mailto:cs1@palcorecycle.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B.** In case a member receives physical copy of the Notice of Annual 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.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 September 23, 2025.

**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., September 23, 2025 may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs1@palcorecycle.com](mailto:cs1@palcorecycle.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.nsdl.com](http://www.evoting.nsdl.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 Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual 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 Annual 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 Chairperson shall, at the Annual 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 Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

**18.** The Scrutinizer shall after the conclusion of voting at the Annual 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 Chairperson 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](http://www.palcometals.com) and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**By Order of the Board  
For Palco Metals Limited**

**Sd/-  
Kirankumar Agrawal  
Managing Director  
DIN: 00395934**

**Date: 22<sup>nd</sup> August, 2025  
Place: Ahmedabad**

## **ANNEXURE 1" TO NOTICE OF AGM"**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36[3] OF THE SEBI [LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS] REGULATIONS, 2015:**

### **ORDINARY BUSINESS:**

**Item No. 2: To appoint a director in place of Mr. Naman Naredi (DIN: 06943536), who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**Details of the Director seeking re-appointment at the 64<sup>th</sup> Annual General Meeting**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS - 2 - Secretarial Standards on General Meetings issued by ICSI]**

#### **Mr. Naman Naredi**

Mr. Naman Naredi accomplished Master of Commerce in Economics and Finance, as well as a Master's in International Business Management from Heriot-Watt University in Edinburgh. He launched his career in Jaipur overseeing financial operations at a professional firm. He also amassed experience in real estate, engaging on new project identification, corporate finance, and project evaluations.

Further, Mr. Naman Naredi has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Name & DIN of Director	Mr. Naman Naredi DIN: 06943536
Date of Birth	13/08/1993
Date of Appointment	12 <sup>th</sup> February 2024
Experience	In 2018, ventured into the Import-Export and trading arena, effectively managing transactions across various products, parties, and regions. Presently, he plays a pivotal role in 'Premium Petro Products' – one of the top five bitumen importers in India – and oversees 'Fun Kingdom', North India's premier amusement and adventure park. His business acumen and dedication have significantly contributed to enhancing the financial performance and growth of his ventures.
Qualifications	B.com, MBA
Directorship held in other Public Limited Companies	NIL



Member / Chairman of Committees in other Public Limited Companies	NIL
No. of Shares held in the company & Subsidiary Company	NIL
Inter se Relationship with any Director /KMP Director or KMP	No relationship with any Director/KMP on the Board.

### **SPECIAL BUSINESS:**

**Item No. 3: To appoint CS Punit Santosh Lath, Practicing Company Secretary (ACS No. 26238 & COP No. 11139), Ahmedabad, as Secretarial Auditor of the Company and to fix his remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

The SEBI (Listing Obligations and Disclosure Requirements) Third Amendment Regulations, 2024 introduced several changes to the role of Secretarial Auditors. From April 1, 2025, appointment, re-appointment or continuation of Secretarial Auditors of Listed Entities shall be in compliance with the aforesaid provisions.

Appointment, re-appointment of Secretarial Auditors would now be in line with provisions of Section 204 of Companies Act, 2013. An individual Practicing Company Secretary ("PCS") shall be appointed for a term of 5 years and a PCS firm may be appointed for a maximum of 2 terms of 5 years each subject to approval of Shareholders in a General Meeting. PCS to be appointed as a secretarial auditor shall be a peer reviewed company secretary.

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every Listed Company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

The Board of Directors appointed from time-to-time Mr. Punit Lath, Practicing Company Secretary, Ahmedabad (COP No. 11139 & Membership No. 26238) as the Secretarial Auditor to conduct Secretarial Audit of the records of the Company. Last such appointment was made for the financial year 2024-25.

Considering the above amendments, the Board of Directors in their meeting held on 22<sup>nd</sup> August, 2025, on recommendation of Audit Committee and subject to approval of the Members, has appointed CS Punit Santosh Lath, Practicing Company Secretary, Ahmedabad (COP No. 11139 & Membership No. 26238) as the Secretarial Auditor of the Company, for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the

Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 till the end of Financial Year 2029-30.

Mr. Punit Lath has given his consent for his appointment as Secretarial Auditor of the Company and confirmed that his appointment, if made, would be within the limits and will be in accordance with Regulation 24A of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard and hold a valid Peer Reviewed Certificate issued by ICSI. He has further confirmed that his is not disqualified to be appointed as Secretarial Auditor of the Company.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- A. **Proposed fees payable to the Secretarial Auditor:** The Board of Directors of the Company to be authorised to decide and fix the remuneration of Secretarial Auditor of the Company plus applicable taxes, and out of pocket expenses incurred in connection with the Secretarial Audit, as may be determined and recommended by the Audit Committee in consultation with the Auditor and duly approved by the Board of Directors of the Company based on knowledge, expertise and industry experience possessed by him and will also be in line with the industry benchmarks. The fees for any other professional work including certifications will be in addition to the audit fee and will be decided by the management in consultation with the Auditor.
- B. **Terms of appointment:** Appointment as Secretarial Auditor of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 till the end Financial Year 2029-30.
- C. **In case of a new auditor, any material changes in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

Not Applicable

- D. **Rationale and Basis of recommendation for appointment:** The Board of Directors and Audit Committee have considered various evaluation criteria with respect to his credentials as under, knowledge, expertise, independence, and industry experience possessed by him, skillset, governance & competitiveness and recommend his appointment to the Shareholders of the Company.
- E. **Credentials of the Secretarial Auditor proposed to be appointed:**

CS Punit Santosh Kumar Lath ("the secretarial Auditor") has started his practice as Company Secretary in 2012 and is registered with the Institute of Company Secretaries of India (ICSI), New Delhi, vide Certificate of Practice No. 11139. The Office is situated at C-605, PNTC Towers, Nr Radio Mirchi Tower, Vejalpur, Ahmedabad – 380051. The Secretarial Auditor is working with staff strength of 3 key Associate Members and other staff members. Since inception, Audit & Companies Act and SEBI Listing Regulations Compliances are major focus areas of the Auditor, where he enjoys

peer reviewed status continuously since July, 2020. Apart from the above services, the other core areas of practice and services provided by the Secretarial Auditor are, Representation Practice having focus on Corporate Laws like Company law (representation before NCLT & NCLAT), FEMA, SEBI and Securities laws, etc., Mergers & Acquisition; Equity & Capital Market Advisory, Investor Relations and Corporate Governance, Business Restructuring and Reorganization; Debt Resolution & Restructuring, etc.

As on date, he has Audit assignments which includes Secretarial Audits in 6 Listed / Unlisted Companies.

The Secretarial Auditor has knowledge, experience and resources for taking up assignments of Secretarial Audit as per the ICSI Auditing Standards (CSAS-1 to CSAS-4) (Revised version effective from 1st April, 2021) prepared by The Institute of Company Secretaries of India.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

Looking to the recommendation made by the Audit Committee and after considering various evaluation criteria with respect to knowledge, expertise, independence, and industry experience possessed by him, skillset, governance & competitiveness and taking into account his credentials as above and also based on the evaluation of the quality of audit work done by him, the Board of Directors recommends to the members for passing an Ordinary Resolution as set out in item No. 4 of this Notice.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

**By Order of the Board  
For Palco Metals Limited**

**Sd/-  
Kirankumar Agrawal  
Managing Director  
DIN: 00395934  
Date: 22<sup>nd</sup> August, 2025**

**Place: Ahmedabad**