

MERCURY FITTINGS PRIVATE LIMITED

Registered office: SS1 & SP141C, FIRST MAIN ROAD,
AMBATTUR INDUSTRIAL ESTATE, CHENNAI – 600058

CIN: U29141TN1996PTC035417

Tel:044 26256851, Fax: 044 26250538 Email: admin@mercuryfittingsindia.com

Website: www.mercuryfittingsindia.com

NOTICE TO MEMBERS

Notice is hereby given that the TWENTY NINTH Annual General Meeting of the members of the Company will be held on Monday the 25th August 2025 at 10.00 A.M at the Registered Office of the company at SS-1 & SP-141C, First Main Road, Ambattur Industrial Estate, Chennai - 600 058 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements, including the Consolidated Financial Statements of the company for the year ended 31st March, 2025 and the report of the Directors and Auditor thereon.
2. To confirm the interim dividend paid for the year ended 31st March,2025.

SPECIAL BUSINESS

3. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.

RESOLVED that pursuant to Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, approval of the members of the Company be and is hereby given for the Company to enter transactions with the related parties during the financial year 2025-26 as per the details given in the table below: -

Name of the related party	Nature of transaction	Value in Rs. Lakh
Master Forge (India) Private Ltd	Sale, purchase or supply of any goods or materials	Rs.1,800

Resolved that the Board of Directors of the Company be and is hereby authorised to act on the above resolution and that in case of unexpected market conditions and pricing impact if the value of the above transactions increase during the said financial year, the Board of Directors be and is hereby authorised to approve the increased limit and refer the same to the shareholders for ratification of the increased limit at the next annual general meeting.

Resolved further that the Board of Directors of the Company be and are 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

By order of the Board of Directors.



(R. CHOCKALINGAM)

Managing Director.

DIN:00268367

Chennai.
16.07.2025

NOTE:

A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE THEREAT INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY DULY EXECUTED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE SITE MAP OF AGM VENUE IS GIVEN OVERLEAF.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 of the notice

Nature and justification for the transactions

The Company is basically a manufacturer for automobile/engineering components. In the normal course of its business, the Company is required to supply components (some of the components are forged and machined), conforming to design requirements of the buyers in the automobile industry/engineering industries. The Company has to source forged components from reliable supplier. This requires that the supplier should be reliable, cost-efficient and ensure quality job. The promoters of the Company have extensive experience in quality manufacture of the automobile components. The Company has been sourcing its forged components /doing job work/ getting job work done through Master Forge (India) Private Limited. Two of the directors are directors and shareholders and all shareholders except Mrs. S. Parvathi are members of Master Forge (India) Private Limited and therefore Master Forge (India) Private Limited is a “related party” as defined in Section 2(76)(iv) of the Companies Act, 2013.

Master Forge (India) Private Ltd is acquired/promoted by the directors/relatives of directors and members of Mercury Fittings Private Limited., as a dedicated Forging supplier for Mercury Fittings Private Ltd. M/s. Mercury Fittings is holding 1/3rd of shares in the Company and hence an Associate of Mercury Fittings private Ltd.

Name of the Related Party: M/s. Mercury Fittings Private Ltd

Name of the Directors who is related: Mr. R. Chockalingam and Mr. C. Ramasamy, R. Sethunarayanan, R. Ramakrishnan and SN. Arunachalam.

Nature of Relationship

Mr. R. Chockalingam is the Managing Director and member, and Mr. C. Ramasamy is Director and member, and other directors are members of Master Forge (India) Private Ltd. Master Forge (India) Private Ltd is Associate of the Company. Thus, Master Forge (India) Private Limited is a “related party” to the Company as per the definition of the Companies Act, 2013. All the members of the Company except Mrs. S. Parvathi are members/relatives of members in Master Forge (India) P Ltd.

Nature, Material Terms, Monetary Value and Particulars

Nature: Purchase of Forged Components. / Sale of goods. Job Work Charges. The Company does job work for Master Forge (India) Private Ltd.

Material Terms: Material terms and conditions are based on each type of job/component and include the rates based on prevailing market conditions and commercial terms as on the date of issuing purchase orders

Value of Transactions: For the Financial year 2025-26- Rs.1,800 Lakhs.

Other Details

The transactions mentioned in the resolution are of normal business nature and are done at arm’s length basis and thus are exempt from Section 188 of the Companies Act, 2013 in view of the specific proviso allowing exemption to such transactions.

However, in view of the expected growing volume of such transactions in future, the Board of Directors decided to get members' approval for the transactions on annual basis from the financial year 2025-26 as a good corporate governance measure. Thus, the resolution stated in the notice is submitted to the members for their consideration.

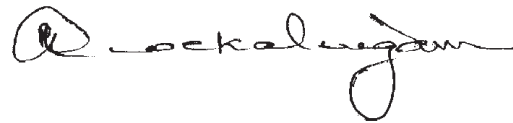
Inspection of documents

In view of the huge numerous numbers of items, there is no specific contract. However, the Company adopts costing method to ascertain the value of the components.

Interest of directors

Mr. R. Chockalingam, Managing Director and Mr. C. Ramasamy Whole-time director are directors, and all the Directors are shareholders of the Company. It may be noted that none of them has any pecuniary interest or has advantage in such transactions.

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'R. Chockalingam', with a stylized flourish at the end.

(R. CHOCKALINGAM)
Managing Director.
DIN:00268367

Chennai.
16.07.2025