



(SERIAL NO. MCON-BMN-03/2024-25)

Date: 01.11.2024

To,
The Board of Directors,
Mcon Rasayan India Limited
Invitees

Dear Sir/Madam,

Sub: Notice and agenda of 03rd Board Meeting to be held on Thursday, 7th November 2024 for the FY 2024-25

Notice is hereby given that the 3rd Meeting for the financial year 2024-25 of the Board of Directors of the Company shall be held on Thursday, 7th November, 2024 at 06.40 p.m. at the Registered Office of the Company at 101/A, 1st Floor, Maxheal House, Plot-169, CTS-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai MH 400090 to consider the following business:

1. To take note of the Chairman of the Meeting.
2. To grant 'leave of absence', if any.
3. To ascertain the quorum of the meeting.
4. To approve the Preliminary Placement Document;
5. To approve of the Application Form;
6. To approve the opening of the Issue, Relevant Date and Floor Price;
7. To consider and transact any other businesses, if any, which may be placed before the Board with the permission of the Chairman.

In case any director is unable to attend the said meeting in person, due to his prior commitments, he/she can join the meeting through Video Conferencing or Audio Conferencing. Kindly let us know well in advance your availability and suitability for making further arrangements in that regard.

We request you to make it convenient to attend the Meeting.

Registered Office: 101/a, 1st Floor, Maxheal House, Plot-169, Cts-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra - 400090

Corporate Office: Gala No 6 Bardanwala Estate, Nr Dutt Mandir Bandiwali Hill Road, Jogeshwari West, Mumbai, Maharashtra, India, 400102

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You are requested to attend the meeting.

For Mcon Rasayan India Limited,



CS Aesha Shah

Company Secretary & Compliance Officer

Mem. No.: A62487

Add: B-501 Himachal CHS,

S.V. Road, Malad West, 400064

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**MCON RASAYAN INDIA LIMITED****{NOTE PURSUANT TO CLAUSE 1.3.8 OF THE
SECRETARIAL STANDARD (SS-1)}****AGENDA ITEM NO. 1:****TO TAKE NOTE OF THE CHAIRMAN OF THE MEETING.**

Mr. Mahesh Bhanushali shall be appointed as the Chairman of the Meeting.

AGENDA ITEM NO. 2:**TO GRANT ‘LEAVE OF ABSENCE’, IF ANY.**

Leave of absence shall be granted to a Director only when a request for such leave has been communicated to the Company Secretary or to the Chairman or to any other person authorized by the Board to issue Notice of the Meeting. The request/s for granting of leave of absence (if any) that may be received by the Company from Directors who may be unable to attend the meeting, shall be placed before the Board for consideration and approval.

AGENDA ITEM NO. 3:**TO ASCERTAIN THE QUORUM OF THE MEETING.**

The chairman shall check the total strength of directors present in the meeting and call the meeting in order if the strength of meeting satisfies the provisions contained in Section 174 of the Companies Act, 2013. Quorum shall be present throughout the Meeting.

AGENDA ITEM NO.4:**TO APPROVE THE PRELIMINARY PLACEMENT DOCUMENT**

“**RESOLVED THAT** the draft preliminary placement document dated 13th September, 2024 (“Preliminary Placement Document”), which includes disclosures prescribed under the Companies Act, 2013 in Form PAS-4 and Chapter VI read with Schedule VII of the SEBI ICDR Regulations, in respect of the Issue of such number of equity shares of face value of ₹ 10 each (the “Equity Shares”) at such premium aggregating to an amount not exceeding Rs. 16,00,00,000/- (Rupees Sixteen Crores only), as per the copy placed before the Board of Directors duly initiated by the Company Secretary for the purpose of identification, be and is hereby finalized, adopted and approved for filing with the Stock Exchanges where the Equity Shares to be allotted in the Issue will be listed and any other regulatory authority, as may be required, subject to such minor updates, modifications, corrections, etc. as may be required to be undertaken prior to such filings.”

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“RESOLVED FURTHER THAT Mahesh Ravji Bhanushali be and are hereby severally authorised to sign the Preliminary Placement Document on behalf of the Board and the Company, make such confirmations and declarations (including the ones on the declaration pages) on behalf of the Company as may be required in relation to the Preliminary Placement Document, and make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the Preliminary Placement Document as may be necessary or desirable.”

“RESOLVED FURTHER THAT Mahesh Ravji Bhanushali be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the Preliminary Placement Document to the Stock Exchange, intimating the Stock Exchange in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the common seal of the Company on all necessary documents, as required, in accordance with the provisions of the SEBI ICDR Regulations, the Companies Act, and the rules made thereunder and other applicable laws.”

AGENDA ITEM NO. 5

APPROVAL OF THE APPLICATION FORM

“RESOLVED THAT the application form, as per the copy placed before the Board of Directors for the purpose of identification, be and is hereby approved and that serially numbered application forms, together with serially numbered Preliminary Placement Documents, be sent to eligible qualified institutional buyers inviting bids and for the purpose of receiving filled in application forms along with application amounts for subscription of Equity Shares pursuant to the Issue.”

“RESOLVED FURTHER THAT Mahesh Ravji Bhanushali be and is hereby authorized by the Board to finalize, settle, approve, sign and deliver on behalf of the Company the application form and any modification(s) or amendment(s) thereto, if any, and take such actions or give such directions as may be necessary.”

AGENDA ITEM NO. 6

TO APPROVE THE OPENING OF THE ISSUE, RELEVANT DATE AND FLOOR PRICE

“RESOLVED THAT pursuant to the resolution passed by the board of directors of the Company at its meeting held on August 10th, 2024 and the special resolution passed by shareholders of the Company by the way of Annual General Meeting on September 12th, 2024, under Section 62 and other applicable provisions of the Companies Act, 2013, as amended (the

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“Companies Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and the provisions of all other applicable laws, rules, regulations, guidelines, circulars and notifications, the issue of equity shares of the Company of face value of ₹ 10 each (the “Equity Shares”) to eligible qualified institutional buyers (“QIBs”) for an amount aggregating up to not exceeding Rs. 16,00,00,000 (Rupees Sixteen Crores only) under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each, as amended (the “Issue”) be opened today, i.e. 07th November, 2024.”

“**RESOLVED THAT** the relevant date, in terms of Regulation 171(b)(i) of the SEBI ICDR Regulations, for determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue shall be the date of this resolution, i.e., 07th November, 2024.”

“**RESOLVED THAT** in respect of the Issue, the floor price of ₹ 165.18 per Equity Share (the “Floor Price”), as calculated based on the pricing formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations be and is hereby considered and taken on record.”


“**RESOLVED FURTHER THAT** in accordance with the proviso to Regulation 176(1) of the SEBI ICDR Regulations, the Board of Directors be and are hereby severally authorised to offer a discount of not more than 5% to the Floor Price, calculated for the Issue, in accordance with the approval of the shareholders of the Company on September 12th, 2024.”

“**RESOLVED FURTHER THAT** Mahesh Ravji Bhanushali be and is hereby authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions.

AGENDA ITEM NO. 7

TO CONSIDER AND TRANSACT ANY OTHER BUSINESSES, IF ANY, WHICH MAY BE PLACED BEFORE THE BOARD WITH THE PERMISSION OF THE CHAIRMAN.

For Mcon Rasayan India Limited,



CS Aesha Shah

Company Secretary & Compliance Officer

Mem. No.: A62487

Add: B-501 Himachal CHS,

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