



(SERIAL NO. MCON-BMN-07/2024-25)

Date: 10.03.2025

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

Dear Sir/Madam,

Sub: Notice and agenda of 07th Board Meeting to be held on Tuesday, 18th March 2025 for the FY 2024-25

Notice is hereby given that the 7th Meeting for the financial year 2024-25 of the Board of Directors of the Company shall be held on Tuesday, 18th March, 2025 at 02.00 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 take note of the minutes of the previous meeting of the Board of Directors of the Company held on 13th January, 2025.
5. To take note on the compliance reporting to the Board regarding adherence to the provisions pertaining to all laws applicable to the listed entity, its associated rules, and other relevant regulations from Company Secretary & Compliance Officer of the Company in accordance with Section 205 (1) (a) for the period 1st March, 2024 to 28th February 2025.
6. To take note of the Compliances submitted with NSE under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 76 of SEBI (Depositories Participants) Regulations, 2018 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended December 31, 2024

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

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7. To take note of the disclosure submitted under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. To conduct the performance evaluation of the board of the company as per the Companies Act, 2013.
9. To take note of the annual report of the Internal Complaints Committee submitted in compliance with the Sexual Harassment of Women at Workplace Act, 2013.
10. Annual Review and Strengthening of Internal Controls for Prevention of Insider Trading
11. To consider and approve the appointment of a business consultant and execution of a service agreement
12. Allotment Of Shares Towards the Employee Stock-Options Granted Under MCON Rasayan India Limited Employee Stock Option Scheme 2023
13. 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.

You are requested to attend the meeting.

For Mcon Rasayan India Limited,



Aesha Karan 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 authorised 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 TAKE NOTE OF THE MINUTES OF THE PREVIOUS MEETING OF THE
BOARD MEETING OF THE COMPANY HELD ON 13TH JANUARY, 2025.**

The Minutes of the previous board meeting of the Company held on January 13, 2025 is enclosed herewith for the perusal of the Board.

The Board is requested to consider and take note of the same.

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**AGENDA ITEM NO.5:**

TO TAKE NOTE ON THE COMPLIANCE REPORTING TO THE BOARD REGARDING ADHERENCE TO THE PROVISIONS PERTAINING TO ALL LAWS APPLICABLE TO THE LISTED ENTITY, ITS ASSOCIATED RULES, AND OTHER RELEVANT REGULATIONS FROM COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY IN ACCORDANCE WITH SECTION 205 (1) (A) FOR THE PERIOD 1ST APRIL, 2024 TO 28TH FEBRUARY, 2025.

The Chairman shall take note of the compliance reporting to the Board regarding adherence to the provisions of applicable laws, associated rules, and other relevant regulations as reported by the Company Secretary & Compliance Officer of the company, in accordance with Section 205(1)(A) for the period 1st April 2024 to 28th February 2025.

AGENDA ITEM NO.6:

TO TAKE NOTE OF THE COMPLIANCES SUBMITTED WITH NSE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGULATION 76 OF SEBI (DEPOSITORIES PARTICIPANTS) REGULATIONS, 2018 & SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 FOR THE QUARTER ENDED DECEMBER 31, 2024.

To take note of following compliances done under SEBI (Listing Obligation and disclosures Requirements) Regulations, 2015 and Regulation 76 of SEBI (Depositories Participants) Regulations 2018, for the quarter ended 31st December, 2024, the copy of said documents will be placed before the Board at the Board Meeting.

Sl.No.	Compliance	Regulation	Date of Submission
i)	Confirmation by RTA	74 (5) of the SEBI (Depositories and Participants) Regulations, 2018	25.01.2025
ii)	Reconciliation of Share Capital Audit Report	76 of SEBI (Depositories Participants) Regulations, 2018	29.01.2025
iii)	Investor Grievances Statements	13(3) of SEBI (LODR) Regulations, 2015	25.01.2025
iv)	Non-Applicability of Corporate Governance	Regulation 24(A) and 27	25.01.2025

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v)	Integrated Filing-Governance	Circular Ref No: NSE/CML/2025/03 of NSE dated January 13, 2025	13.02.2025
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AGENDA ITEM NO.7:
TO TAKE NOTE OF THE DISCLOSURE SUBMITTED UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The Board is requested to take note of the disclosure submitted under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of said document would be placed before the Board at the Board Meeting for confirmation.

Sl.No.	Particulars	Date of Submission
1.	Update on Appointment of Investor Relation Agency Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	05.03.2025
2.	Update on Intimation for Winning Award by Mr. Mahesh Ravji Bhanushali Managing Director for "Best Director - MMB Mentors Choice Awards 2025, Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	17.02.2025
3.	Update on Shareholders meeting Scrutinizers report of Extraordinary General Meeting held on February 10, 2025, Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	10.02.2025
4.	Update on Proceedings of Extraordinary General Meeting held on February 10, 2025, Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	10.02.2025
5.	Update on Newspaper Publication for Extraordinary General Meeting of Mcon Rasayan India Limited to the Exchange, Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	17.01.2025
6.	Update on Notice of Extraordinary General Meeting to be held on February 10, 2025, Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	16.01.2025

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7.	<p>Outcome of the Board Meeting dated January 13, 2024, under Regulation 30 of SEBI (LODR) Regulations, 2015.</p> <p>1) Considered and approved variation in the Mcon Rasayan India Limited Employee Stock Option Scheme 2023 as per SEBI (Share based Employee Benefits and Sweat Equity) Regulation, 2021.</p> <p>2) Considered and approved the Notice of 1st/2024-25 Extra Ordinary General Meeting. The notice of the EGM shall be submitted to the Stock Exchange in due course in compliance with the provisions of the Listing.</p> <p>3) Approved the authorization of Mr. Mahesh Ravji Bhanushali, Chairman and Managing Director and Mr. Chetan Ravji Bhanushali, Whole Time Director of the company for signing and submitting all necessary papers, letters, and forms for import and export purposes.</p> <p>Considered and approved the issuance of a Letter of Credit (LC) in favor of Mcon Rasayan India Limited for the purpose of imports.</p>	13.01.2024
8.	Update on Revised Submission of Shareholding Pattern - Regulation 31 (1) (c) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015"	07.01.2025
9.	Update on Submission of Shareholding Pattern - Regulation 31 (1) (c) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015'	03.01.2025
10.	Update on Price movement Significant movement in price has been observed in Mcon Rasayan India Limited. The Exchange, in order to ensure that investors have latest relevant information about the company and to inform the market place so that the interest of the investors is safeguarded, has written to the company.	20.12.2024
11.	Update on 'Pranaam 2.0' Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	18.12.2024
12.	Update on 'Revised Annual Report FY 2023-24' Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	03.12.2024
13.	Update on Outcome of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	26.11.2024

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14.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	25.11.2024
15.	Update on "List of Allottees for QIP" Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	22.11.2024
16.	Submission of transcript of earnings conference call of Analyst Meet with Investors/Analysts on November 14, 2024, with respect to the financial results of the Company for the half yearly ended September 30, 2024, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	19.11.2024
17.	Update on Intimation on Innovation by R& D Team of Mcon Rasayan India Limited , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	14.11.2024
18.	Update on Outcome of Investor Conference Call under Reg.30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015'	14.11.2024
19.	Update on Investor Presentation , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	14.11.2024
20.	Financial Result Updates for the half year ended 30.09.2024	13.11.2024
21.	Outcome of the Board Meeting dated November 13, 2024 , under Regulation 30 of SEBI (LODR) Regulations, 2015. 1) Approved the Unaudited Financial Results (Standalone) for the half year ended September 30, 2024 as recommended by the members of the Audit Committee. 2) Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose the following: a) Statements showing the Unaudited Financial Results (Standalone) for half year ended September 30, 2024. Limited Review Report received from the Statutory Auditors of the Company for the half year ended on 30th September 2024.	13.11.2024
22.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	12.11.2024
23.	Update on 'Intimation of a special approval received from MHDC (Maharashtra Housing Development Corporation)',	12.11.2024

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	Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	
24.	<p>Outcome of the Board Meeting dated November 11, 2024, under Regulation 30 of SEBI (LODR) Regulations, 2015.</p> <ol style="list-style-type: none"> 1. Approved the issue and allotment of 10,19,000 Equity Shares of face value Rs. 10 each to eligible Qualified Institutional Buyers at the issue price of Rs. 157.00 per Equity Share (including a premium of Rs. 147.00 per Equity Share) against the floor price of Rs. 165.18 per Equity Share, aggregating to Rs. 15.99 Crores pursuant to the Issue in accordance with the SEBI ICDR Regulations. 	11.11.2024
25.	<p>Outcome of the Board Meeting dated November 11, 2024, under Regulation 30 of SEBI (LODR) Regulations, 2015.</p> <ol style="list-style-type: none"> 2. Approved the closure of the issue period i.e. November 11, 2024 pursuant to the receipt of application forms for an aggregate of 10,19,000 fully paid-up equity shares of the Company and the funds in the escrow account from eligible Qualified Institutional Buyers in accordance with the terms of the Issue, which opened on November 07, 2024; 3. Determined and approved the allocation of 10,19,000 Equity Shares to the eligible Qualified Institutional Buyers for the issue price of Rs. 157.00 per Equity Share (including a premium of Rs. 147.00/- per Equity Share on face value of Rs. 10) ("Issue Price"), which is at a discount of 4.98% (i.e. Rs. 8.22/- per Equity Share) to the floor price of Rs. 165.18 per Equity Share determined as per the formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations, for the Equity Shares to be allotted to the eligible qualified institutional buyers in the Issue; 4. Approved and adopted the Placement Document dated November 11, 2024. <p>Approved and finalized the confirmation of allocation note to be sent to the eligible qualified institutional buyers, intimating them of allocation of Equity Shares pursuant to the Issue.</p>	11.11.2024
26.	<p>Outcome of the Board Meeting dated November 07, 2024, under Regulation 30 of SEBI (LODR) Regulations, 2015.</p> <ol style="list-style-type: none"> 1. Approved and adopted the preliminary placement document dated November 07th, 2024 and the application form dated 	07.11.2024

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	<p>November 07th, 2024 in connection with the Issue ("Preliminary Placement Document");</p> <p>2. Authorised the opening of the Issue today, November 07th, 2024; and</p> <p>Approved the floor price of Rs. 165.18/- for the Issue under the SEBI ICDR Regulations.</p>	
27.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	06.11.2024
28.	Update on 'Intimation of increasing the Manufacturing Capacity and Geographical Spread' , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	22.10.2024
29.	Update on "Closure of Trading Window" , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	30.09.2024
30.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	17.09.2024
31.	Update on 'Scrutinizer Report and Voting Results - Uploading again due to issue in signature' Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	13.09.2024
32.	Update on 'Scrutinizer Report and Voting Results' , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	13.09.2024
33.	Update on Proceedings of Annual General Meeting held on September 12, 2024 , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	12.09.2024
34.	Update on Addendum to Notice of Annual General Meeting , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	06.09.2024
35.	Update on Newspaper Publication for Notice of Annual General Meeting of Mcon Rasayan India Limited to the Exchange , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	18.08.2024
36.	Shareholder Meeting - Notice of Annual General Meeting to be held on September 12, 2024	17.08.2024

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37.	<p>Outcome of the Board Meeting dated August 10, 2024, under Regulation 30 of SEBI (LODR) Regulations, 2015.</p> <ol style="list-style-type: none"> 1. Fixed the date, time, place of the 8th Annual General Meeting. 2. Considered and approved the Notice of Annual General Meeting, Draft Annual Report including Directors Report to the Shareholders. The notice of the AGM along with Annual Report shall be submitted to the Stock Exchange in due course in compliance with the provisions of the Listing. 3. Raising of funds through issuance of equity shares of the Company ("Equity Shares") or any other Equity linked Securities of the Company or other securities convertible into or exchangeable for Equity Shares by way of Qualified Institutional Placement (including one or more qualified institutional placements in tranches) ("QIP") in accordance with the provisions of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and other applicable laws, in one or more of the tranches for an aggregate amount up to ₹ 16 Crores (Rupees Sixteen Crores) at such price or prices as may be permissible under applicable law, subject to necessary approval including the approval of the members of the Company and such other permissions, sanctions and statutory approvals, as may be required; 4. Appointment of M/s. GYR Capital Advisors Private Limited (Merchant Banker) as Book Running Lead Manager to the Qualified Institutional Placements Issue. 5. Appointment of M/s Vidhigya Associates, Advocates as the Legal Counsel to the Company to the Qualified Institutional Placements Issue. <p>The Board has appointed CS Payal Gupta, Practicing Company Secretary (Member No. 50674) as Scrutinizer to scrutinize e-voting in a fair and transparent manner.</p>	10.08.2024
38.	Intimation of Board Meeting to be held on August 10, 2024 to consider Fund raising.	03.08.2024
39.	Update on Newspaper Publication for Updating of email id or address of Members of Mcon Rasayan India Limited,	01.08.2024

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	Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	
40.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	19.07.2024
41.	Reply to Clarification- Financial results - The Exchange had sought clarification from Mcon Rasayan India Limited for the quarter ended 31-Mar-2024 with respect to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On basis of above the Company was required to clarify the following: -1. Limited Review Report/ Independent Auditor's Report is not in the format prescribed by SEBI The response of the Company is enclosed.	01.07.2024
42.	Update on Price movement Significant movement in price has been observed in Mcon Rasayan India Limited. The Exchange, in order to ensure that investors have latest relevant information about the company and to inform the market place so that the interest of the investors is safeguarded, has written to the company.	26.06.2024
43.	Update on Awards Won 1. MSME Star Stories 2024 - Innovation Excellence - Certificate of Recognition. 2. D-arch Build Expo 2024 - India's leading brand in Construction Chemical and Building Finishing Products', Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	25.06.2024
44.	Update on 'Outcome of Kaptify Korporate Kconnect'.	24.06.2024
45.	Update on Schedule of Investor /Analyst Meet , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	04.06.2024
46.	Submission of transcript of earnings conference call of Analyst Meet with Investors/Analysts on May 24, 2024, with respect to the financial results of the Company for the half yearly ended September 30, 2024, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	31.05.2024
47.	Update on 'Outcome of Investor Conference Call under Reg.30 of the SEBI' , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 "	24.05.2024

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48.	Investor presentation on the Financial Results of the Company for the Half year ended 31st March, 2024 , Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	24.05.2024
49.	Financial Result Updates for the year ended 31st March 2024	23.05.2024
50.	Outcome of the Board Meeting dated May 23, 2024 , under Regulation 30 of SEBI (LODR) Regulations, 2015. 1) Approved the Audited Financial Statements (Standalone) for the Financial Year ended March 31, 2024 and Financial Results (Standalone) for the Half Year/Year ended March 31, 2024 as recommended by the Audit Committee. 2) Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose the following: a) Statements showing the Audited Financial Results (Standalone) for quarter/year ended March 31, 2024. b) Auditor's Reports with unmodified opinions on Audited Financial Results - Standalone. Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	23.05.2024
51.	Update on Analysts/Institutional Investor Meet/Con. Call Updates held on 24th May, 2024 , disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	21.05.2024
52.	Intimation of the Board Meeting to be held on 23rd May, 2024 , to inter-alia consider and approve the Audited Financial results of the Company for the Yearly ended March 2024	17.05.2024
53.	Update on Analysts/Institutional Investor Meet/Con. Call Updates held on 24th April, 2024 , disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	24.04.2024

AGENDA ITEM NO. 8:

TO CONDUCT THE PERFORMANCE EVALUATION OF THE BOARD OF THE COMPANY AS PER THE COMPANIES ACT, 2013

Pursuant to the provisions of **Section 134(3)(p), Section 149(8) read with Schedule IV and Section 178(2) of Companies act 2013**, the Company Secretary shall place before the Board

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the necessary evaluation framework and relevant documents for conducting the performance evaluation of the Board as a whole of the Company.

In accordance with **Section 178(2)**, the **Nomination and Remuneration Committee (NRC)** has formulated the criteria for the evaluation of Directors and the Board, which shall be considered during the evaluation process. Further, as per **Schedule IV**, a **separate meeting of Independent Directors** shall be held **without the presence of Non-Independent Directors and Management**, wherein they shall:

1. Review the performance of Non-Independent Directors and the Board as a whole.
2. Review the performance of the Chairperson, considering the views of Executive and Non-Executive Directors.
3. Assess the quality, quantity, and timeliness of the flow of information to the Board.

The evaluation aims to assess the effectiveness of the Board as well as the participation and contribution of Directors, in compliance with the **Companies Act, 2013**.

The Board Members shall be requested to carry out the evaluation in accordance with the prescribed framework and submit their respective assessments to the Company Secretary for further compilation and reporting in compliance with the applicable regulatory provisions.

AGENDA ITEM NO. 9:

TO TAKE NOTE OF THE ANNUAL REPORT OF THE INTERNAL COMPLAINTS COMMITTEE SUBMITTED IN COMPLIANCE WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ACT, 2013.

The Board is requested to take note of the annual report of the Internal Complaints Committee submitted in compliance with the Sexual Harassment of Women at Workplace Act, 2013, the copy of said document would be placed before the Board at the Board Meeting for confirmation.

AGENDA ITEM NO.10:

ANNUAL REVIEW AND STRENGTHENING OF INTERNAL CONTROLS FOR PREVENTION OF INSIDER TRADING

The **Chairman** shall inform the Board that, as per **Regulation 9A(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**, the Company is required to conduct an

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annual review of internal controls and compliance mechanisms related to the prevention of insider trading.

Accordingly, the Board shall:

1. **Review the findings** of the Audit Committee regarding the adequacy and effectiveness of internal controls.
2. **Ensure ongoing compliance** with insider trading regulations, including the identification of **designated persons**, confidentiality measures, and access restrictions to **Unpublished Price Sensitive Information (UPSI)**.
3. **Review the effectiveness** of the policies related to prevention, detection, and investigation of **leaks or suspected leaks** of UPSI.
4. **Assess the Company's whistle-blower policy** for reporting potential breaches related to UPSI.
5. **Deliberate on recommendations from the Audit Committee** and approve any necessary modifications to the internal control framework.

The Board is requested to **review and confirm compliance** by noting the findings of the Audit Committee and approving any enhancements required.

AGENDA ITEM NO.11:

TO CONSIDER AND APPROVE THE APPOINTMENT OF A BUSINESS CONSULTANT AND EXECUTION OF A SERVICE AGREEMENT

Pursuant to the **Companies Act, 2013**, the Board is requested to review and approve the appointment of a business consultant and the execution of a service agreement outlining the terms of engagement. The consultant will provide strategic services aimed at achieving specific business milestones.

The service agreement will define the scope of work, expected contributions, and valuation methodology while ensuring compliance with applicable regulations. Any decisions regarding compensation will be determined separately, in accordance with applicable laws and disclosure requirements.

The Board is requested to deliberate on the appointment, terms of the service agreement, and compliance measures, and approve the execution strategy and necessary documentation for implementation.

AGENDA ITEM NO.12:

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ALLOTMENT OF SHARES TOWARDS THE EMPLOYEE STOCK-OPTIONS GRANTED UNDER MCON RASAYAN INDIA LIMITED EMPLOYEE STOCK OPTION SCHEME 2023

RESOLVED THAT pursuant to all the applicable provisions of the Companies Act, 2013 read with Rules framed thereunder, provisions of the SEBI Regulations, the Income Tax Act, 1961, the Depositories Act, 1996 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the exercise letters along with application money(ies) received from the respective eligible employees, the consent of the Board of Directors be and is hereby accorded to allot 24070 equity shares at a face value of Rs. 10/- (Rupees Ten) each fully paid up for cash at par value, in accordance with the terms of said ESOP Plan - 2023 to the employee(s) as mentioned below:

Sr. No.	Employee ID	Employee Name	Options Granted	Year 1 Vesting	Amount	Total Cheque
1	M003	Mr. Pradeep Landge	1000	330	40	13200
2	M004	Mr. Mohan Yadav	1000	330	40	13200
3	M005	Ms. Rupa Bhandarkar	1850	611	40	24440
4	M006	Mr. Jayesh Pajwani	1200	396	40	15840
5	M007	Mr. Dhaval Bhanushali	1480	489	40	19560
6	M008	Ms. Gojrika Ghag	1200	396	40	15840
7	M011	Ms. Shagufta Shaikh	870	287	40	11480
8	M013	Mr. Phool Singh	490	162	40	6480
9	M014	Mr. Vinayak Jadhav	300	99	40	3960
10	M015	Ms. Varsha Chawan	680	224	40	8960
11	M017	Ms. Reshma Pawar	400	132	40	5280
12	M019	Ms. Nisha Jadhav	870	287	40	11480
13	M021	Ms. Pooja Thombre Adivarekar	525	173	40	6920
14	M022	Mr. Pankaj Bhanushali	1150	380	40	15200
15	M029	Mr. Anil Hirpara	200	66	40	2640

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16	M030	Mr. Ashish Gupta	1350	446	40	17840
17	M031	Mr. Chandrakant Patil	680	225	40	9000
18	M034	Mr. Dinesh Singh	400	132	40	5280
19	M036	Mr. Saddam Zari	100	33	40	1320
20	M042	Mr. Anil Jha	100	33	40	1320
21	M043	Mr. Shailesh Mayavanshi	400	132	40	5280
22	M046	Mr. Ashish Gosavi	100	33	40	1320
23	M048	Mr. Unad Lakhotra	480	158	40	6320
24	M059	Mr. Savinay Kamble	100	33	40	1320
25	M061	Mr. Mukesh Kashyap	290	96	40	3840
26	M065	Ms. Tejal Bhosle	400	132	40	5280
27	M066	Mr. Ravindra Devrukhkar	290	96	40	3840
28	M067	Mr. Pravin Ubhare	200	66	40	2640
29	M073	Mr. Shankar Wakde	100	33	40	1320
30	M115	Dr. Rachna Pandey	1000	330	40	13200
TOTAL			24070	6340	40	253600

RESOLVED FURTHER THAT the equity shares so allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013 and read with Rules thereunder and provisions of SEBI Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the shares allotted shall be credited to the respective demat accounts as mentioned in the exercise letter received by the Company from the allottees;

RESOLVED FURTHER THAT Mr. Mahesh Ravji Bhanushali, Managing Director, and Mrs. Aesha Karan Shah, Company Secretary and Compliance Officer, be and are hereby severally authorised to take steps for payment of applicable Stamp Duty for the said allotment and to prepare, sign and/or execute application(s), document(s) and correspondence(s) in relation to the matter and to submit such paper(s), document(s), etc. to the concerned authority(ies) and to represent the Company in such matters and also to do all such other act(s), thing(s), deed(s), as may be required or deemed necessary in this regard;

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RESOLVED FURTHER THAT Mr. Mahesh Ravji Bhanushali, Managing Director, and Mrs. Aesha Karan Shah, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to record the name of the Shareholders in the Register of Members of the Company and also to file return of allotment in Form PAS-3 with the Registrar of Companies for the purpose of giving effect to this resolution for and on behalf of the Company;

RESOLVED FURTHER THAT a copy of the foregoing resolution duly certified by any one of the Directors or Company Secretary & Compliance Officer of the Company be forwarded to the concerned authorities and they be requested to act thereon.

AGENDA ITEM NO.13:

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

Any other matter shall be taken up for discussion with the permission of the Chair.

For Mcon Rasayan India Limited,



Aesha Karan Shah
Company Secretary & Compliance Officer
Mem. No.: A62487
Add: B-501 Himachal CHS,
S.V. Road, Malad West, 400064

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