MOULIN COMMERCIAL LIMITED

CIN NO.: L74899DL1982PLC067811
Regd. Office: 10, Khasra No-239, M. G. Road, Manglapuri, Gadaipur, New Delhi-110030
E-mail: info@vinylgroup.com **Telephone**: 91-11 41401872 www.moulin.co.in

Date: 07.09.2024

TO,
THE LISTING DEPARTMENT,
THE CALCUTTA STOCK EXCHANGE LIMITED,
7, LYONS RANGE,
KOLKATA – 700 001

Ref*:** ***Scrip Code: 023170 (Moulin Commercial Limited)

Subject: Notice of 42nd Annual General Meeting of Moulin Commercial Limited ("the Company") for the Financial Year 2023-24

Dear Sir/Madam,

In compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please note that the 42nd Annual General Meeting (42nd AGM) of Moulin Commercial Limited ("the Company") is scheduled to be held on Monday, the 30th day of September, 2024 at 11:30 a.m. at the registered office of the Company situated at 10, Khasra No-239, M. G. Road, Manglapuri, Gadaipur, New Delhi-110030 to transact the businesses as set out in the Notice calling the 42nd AGM.

Also, the Company has fixed Monday, 23rd day of September, 2024, as the cut- off date for the purpose of determining the members eligible to vote on the resolutions set out in the notice calling the 42nd AGM and to attend the 42nd AGM of the Company.

We request you to kindly take the above on records and bring notice to all concerned.

Thanking You.

Yours faithfully,

For **Moulin Commercial Limited**

Sd/-
Meenakshi
Company Secretary

Encl: Notice calling 42nd Annual General Meeting of the Company

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E-mail: info@vinylgroup.com **Telephone**: 91-11 41401872 www.moulin.co.in

NOTICE

Notice is hereby given that the **42nd Annual General Meeting** of the members of **Moulin Commercial Limited** will be held on **Monday, 30th September, 2024 at 11:30 a.m. at its registered office situated at 10, Khasra No 239, M. G. Road, Manglapuri, Gadaipur, South West Delhi, New Delhi-110030** to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Ashish Gupta (DIN: 00115090) as Director, who retire by rotation and being eligible offers himself for re-appointment.

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modificaon(s) or re-enactment(s) thereof, for the me being in force), Mr. Ashish Gupta (DIN: 00115090), who retire by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To Re-appoint Mr. Ashish Gupta as Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to the re-appointment of Mr. Ashish Gupta (DIN: 00115090) as Managing Director of the Company for a period of Three (3) years w.e.f. 14th August, 2022 till 13th August, 2025, liable to retire by rotation, on the terms and conditions including remuneration as recommended by Board of Directors as set out in the explanatory statement annexed to the Notice convening this meeting and may be acceptable to Mr. Ashish Gupta, subject to a limit not exceeding the limit specified under Companies Act, 2013.

"**RESOLVED FURTHER THAT** power is hereby accorded to the Board of Directors of the company to alter/very/ amend the terms and conditions of appointment of Mr. Ashish Gupta including his remuneration, provided that such remuneration shall not exceed the maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Companies Act, 2013 and Rules made thereunder from time to time, and existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit."

"**RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby authorised to do all such acts and deeds, matters and things, as the Board may in its absolute discretion consider necessary, expedient or desirable in order to give effect to the above resolution or otherwise considered by it to be in the best interest of the Company."

"**RESOLVED FURTHER THAT** Mrs. Beena Gupta, Director of the Company, be and is hereby authorised to file any necessary return(s)/form(s) as may be required in this regard with the Registrar of Companies and other concerned authorities and do all such acts and deeds, matters and things which may be necessary, expedient or desirable in order to give effect to the above resolution."

4. **To consider and take approval to Sell, Lease or otherwise Dispose of the whole or substantially the whole of the undertaking of the Company.**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded to authorize Mr. Ashish Gupta and /or Mrs. Beena Gupta, Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking including creation of mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present or future in favour of any person including, but not limited to, Bank(s), financial institution/ NBFC, Corporate body(ies), trustee(s) to secure the loan, borrowing and/ or working capital facilities and other credit facilities up to a sum not exceeding Rs. 200 Crores (Rupees Two Hundred Crores) from time to time."

"RESOLVED FURTHER THAT Mr. Ashish Gupta and /or Mrs. Beena Gupta, jointly or severally, be and are hereby authorized to finalize the terms and conditions to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking including creation of mortgage and/or charge and to execute all the necessary/relevant documents thereto from time to time as may be considered necessary and incidental in order to give effect to this resolution."

5. **To consider and take approval to Borrow money in excess of the Paid-Up Share Capital and Free Reserves of the Company.**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for borrowing sum or sums of money not exceeding Rs. 50 Crores (Rupees Fifty Crores only) on such terms and conditions as the Board may deem fit, (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of Paid up capital and Free Reserves of the Company and in excess of limits already sanctioned by the members of the Company in the Extra Ordinary General Meeting of the Company held on 28th day of October, 2017."

"RESOLVED FURTHER THAT the consent of the Board of Directors of the Company be and is hereby accorded for ratification of the transactions entered by the Company till date."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Ashish Gupta and /or Mrs. Beena Gupta, Directors of the Company, jointly or severally, be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and incidental thereto for giving effect to this resolution."

By order of the Board of Directors of
Moulin Commercial Limited

Sd/-
Meenakshi
Company Secretary

Date: 07.09.2024
Place: New Delhi

NOTES

1. **A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy /proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a member. The instrument of proxy in order to be effective should be duly completed, stamped (if applicable) and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the annual general meeting.**

2. **A person can act as a proxy for only fifty members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. A proxy form is appended with attendance slip.**

3. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the SEBI Listing Regulations, given hereunder sets out material facts relating to the resolutions mentioned at Item Nos. 3 to 7 of the accompanying Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed.

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries, at least seven days prior to the date of AGM of the company, at its registered office address to enable the company to collect the relevant information.

8. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23rd, 2024 to Monday, September 30th, 2024 (both days inclusive).

9. This Notice is being sent to all the members whose name appears as on August 30, 2024 in the register of members of the Company.

10. A person whose name is recorded in the register of members as on September 23, 2024 (the "Cut-off Date) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

11. Members holding shares in physical form are requested to immediately notify change in their address, if any, within 10 days before the date of AGM to the Company or Registrar and Transfer Agent of the Company, viz., MCS Share Transfer Agent Limited, quoting their Folio Number(s).

12. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).

13. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.

14. Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 8th June, 2018 with respect to mandatory dematerialization for transfer of securities, members are being hereby informed that transfer of physical securities is not effected w.e.f. 05.12.2018. So you are requested to dematerialize your shares.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 42nd Annual General Meeting, Attendance Slip and proxy form etc. are being sent to the members who's Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.

16. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. From the Company in electronic mode.

17. As per SEBI Circular No. SEBI/HO/MIRSD /DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company.

18. In accordance with the "Green Initiative" the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are registered with the Company and/or the Depository Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.

19. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

20. Members may also note that the Notice of the 42nd AGM and the Annual Report for financial year 2023-24 will also be available on the Company's website at www.moulin.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id info@vinylgroup.com.

21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

22. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange 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 the PAN to their respective Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under will be available for inspection by the members of the Company at the Registered Office of the company on all

working days (Monday to Saturday) between 11 A.M. and 2 P.M. up to the date of AGM and will also be available for inspection at the venue of the AGM.

24. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The link for route map is https://www.google.com/maps/place/Moulin+Commercial+Limited/@28.5006474,77.1694076,16.7z/data=!4m14!1m7!3m6!1s0x390d1ef7a439a8eb:0x90ad9b4b5424025!2sMoulin+Commercial+Ltd!8m2!3d28.4922182!4d77.1460992!16s%2Fg%2F11fnb4tj7h!3m5!1s0x390d1f00660d63f1:0xd1ffa0b2c872f583!8m2!3d28.5020908!4d77.168765!16s%2Fg%2F11lng7m1rv?entry=ttu&g_ep=EgoyMDI0MDgyNy4wIKXMDSoASAFQAw%3D%3D

25. **Voting By Members**

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

(i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 25(A)(I)).
(ii) At the venue of AGM, voting shall be done through Polling Papers ("Polling Paper")l and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Polling Paper.
(iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(A) Voting Through Electronic Means

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through evoting. Remote E-voting is optional and not mandatory.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members.

(I) The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, September 27, 2024 (09:00 a.m.) and ends on Sunday, September 29, 2024 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Septemebr 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user

IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/C/I20R20//2P42 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of Shareholders	**Login Method**
Individual Shareholders Holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / https: www.cdslindia.com and click on Login icon and select New System Myeast and then use your existing my easi username & password. 2. After successful login the Fasi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/RBC, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Fasi/Fasiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat and PAN No. home page or click on Account Number from a e-Voting link available on www.cdslindia.com https://evoting.cdslindia.com/Evoting/FvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders Holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication,

	you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/Ideas DirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (ie. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. NSDL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through NSDL:

Individual Shareholders holding Securities in demat mode with NSDL: Members facing any technical issue in login can contact NSDL securities in Demat mode with helpdesk by sending a request at evoting@nsdl.com or call to NSDL helpdesk at 022- 48867000.

Individual Shareholders holding Securities in demat mode with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(v) Login method for e-Voting:

1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2) Click on "Shareholders" module.
3) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID (For example: if your Beneficiary ID is 12********** then your user ID is 12**********),
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID (For example: if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******),
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company (For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RT A or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO? for voting, Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK?" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click

on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non — Individual Shareholders and Custodians —For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@nsdlindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@nsdlindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attomey (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@vinylgroup.com and cs@vinylgroup.com if they have voted from individual tab & not uploaded same in the NSDL evoting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders — Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or helpdesk.evoting(@nsdlindia.com or contact at 022- 48867000.

All grievances connected with the facility for voting by electronic means may be addressed to National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI 400 013or send an email to helpdesk.evoting(@nsdlindia.com or call on 022- 48867000.

User ID and Password for the members who became Members after dispatch of AGM notice: Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of September 23, 2024, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.

(II) Voting Through Polling Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM i.e. Monday, September 30, 2024. Voting at the venue of AGM shall be done through Polling Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Polling Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Polling Papers. The Polling Paper/s will be issued to the Shareholders/ Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Polling Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

26. **Scrutinizer**

(I) The Board of Directors of the Company has appointed Mr. Chetan Gupta, Practicing Company Secretaries & Partner of APAC & Associates LLP (CP No. 7077, Membership No. F6496) as the Scrutinizer to scrutinize the remote E-Voting process and Polling Paper at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

(II) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Polling Paper and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than forty eight hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

27. **Declaration of Results**

Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company at www.moulin.co.in and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

28. The Securities and Exchange 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 required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.

29. The Members are requested to inform of any change in their addresses, name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services immediately to:
    (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
    (ii) Depository Participants in case of shares held in Electronic Form.

30. **Nomination**

Members holding shares in physical form and desirous of making/ changing a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents (RTA), M/s MCS Share and Transfer Agent Limited.

31. **Dematerialization**

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory dematerialized form. Members who have not yet got their shares de-matenalized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

33. **Other Information**

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

Annexure I to Notice

EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies, Act, 2013)

3. Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting on 7th September, 2024, the Board of Directors has reappointed Mr. Ashish Gupta as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 14th August, 2022 till 13th August, 2025, liable to retire by rotation, , subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Director Mr. Ashish Gupta's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Ashish Gupta as Managing Director of the Company. The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: 14th August, 2022 till 13th August, 2025
2. Remuneration: As may be decided by the Board of Directors and accepted by Mr. Ashish Gupta, from time to time, subject to a limit not exceeding the limit specified under Companies Act, 2013.
3. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
4. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.
5. The other terms and conditions of the agreement are such as are customarily contained in the agreement of similar nature.

Your Directors recommend the resolution for your approval.

Mr. Ashish Gupta is interested in the said resolution as it pertains to his own re-appointment. Mrs. Beena Gupta is deemed to be interested in the said resolution as she is related to Mr. Ashish Gupta. The other relatives of Mr. Ashish Gupta may be deemed to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution, except in the ordinary course of business and extent to their shareholding.

4. Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, the Board of Directors has duly approved by the resolution passed at its meeting on 7th September, 2024, whenever the need arises, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking including creation of mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present or future in favour of any person including, but not limited to, Bank(s), financial institution/ NBFC, Corporate body(ies), trustee(s) to secure the loan, borrowing and/ or working capital facilities and other credit facilities up to a sum not exceeding Rs. 200 Crores (Rupees Two Hundred Crores) from time to time."

The above proposal is in the interest of the Company and the Board of Directors recommend the Special Resolution for approval by the members.

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, except in the ordinary course of business and extent to their shareholding.

5. As per the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of directors of a company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), to the extent of paid up share capital and free reserves of the company and for borrowing moneys in excess of the Paid up share capital and Free reserves up to a sum not exceeding Rs. 50 Crores (Rupees Fifty Crores) from time to time, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

And as you know that for business and operational purpose of company, Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

By order of the Board of Directors of
Moulin Commercial Limited

Sd/-
Meenakshi
Company Secretary

Date: 07.09.2024
Place: New Delhi

Annexure II to Notice

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director including Managing Director or Executive Director or Wholetime Director or manager seeking appointment / re-appointment and/or fixation of remuneration of Director is given herein below

Name of the Director	Mr. Ashish Gupta
DIN	00115090
Date of Birth	08/11/1972
Qualification	Post Graduate
Remuneration Proposed to be drawn	Nil or as may be deiced by the Board of Direcrors
Remuneration Last drawn (in Rupees)	Rs. 3,00,000 per annum (till 31/03/2020)
Nature of his expertise in specific functional areas	Marketing, Finance & Accounts & overall business administration
Date of First Appointment on the Board of the Company	01/12/1995
Brief Resume and Experience/ Expertise	Mr. Ashish Gupta is Post Graduate and has more than 23 years of experience in the management of the company. He is responsible for leading the business operations at Moulin. He is working with the company at the top level since long time.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Mr. Ashish Gupta, is proposed to be reappointed as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years at a remuneration as may be deided by the board of directors of the Company.
Directorship held in other Companies	(1) D.K. Overseas Private Limited (2) Vinyl Products Private Limited (3) Shivam Properties Private Limited (4) Polyplast Private Limited (5) PHD Chamber of Commerce and Industry
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee & Vigil Mechanism of the Board of Directors of the Company.
Number of Equity Shares held in the Company	78,150
Relationship with other Directors/ KMPs/ Manager	Son of Mrs. Beena Gupta, Director of the Company
Number of Board meetings attended during the year	11

Details of Director Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015

Name of the Director	Mr. Ashish Gupta
DIN	00115090
Date of Birth	08/11/1972
Qualification	Post Graduate
Remuneration Proposed to be drawn	Nil or as may be deiced by the Board of Direcrors
Remuneration Last drawn (in Rupees)	Rs. 3,00,000 per annum (till 31/03/2020)
Nature of his expertise in specific functional areas	Marketing, Finance & Accounts & overall business administration
Date of First Appointment on the Board of the Company	01/12/1995
Brief Resume and Experience/ Expertise	Mr. Ashish Gupta is Post Graduate and has more than 23 years of experience in the management of the company. He is responsible for leading the business operations at Moulin. He is working with the company at the top level since long time.
Directorship held in other Companies	(1) D.K. Overseas Private Limited (2) Vinyl Products Private Limited (3) Shivam Properties Private Limited (4) Polyplast Private Limited (5) PHD Chamber of Commerce and Industry
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee & Vigil Mechanism of the Board of Directors of the Company.
Shareholding of non- executive director held in the Company including shareholding as a beneficial owner.	Not Applicable
Number of Equity Shares held in the Company	78,150
Relationship with other Directors/ KMPs/ Manager	Son of Mrs. Beena Gupta, Director of the Company
Number of Board meetings attended during the year	11

The information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is as under:

I. General information:

Nature of industry	RBI registered Non-Banking Financial Company ("NBFC")
Date or expected date of commencement of commercial production	11th November, 1982
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The Revenue of the Company, during the financial year under review, has increased from Rs. 81,11,386/- in previous year to Rs. 87,32,184 in current year. The profit for the year has decreased from Rs. 11,87,639/- in previous year to Rs. 6,75,939/- in the current year.
Foreign investments or collaborations, if any	Nil

II. Information about the appointee:

Background details	Mr. Ashish Gupta is Post Graduate and has more than 23 years of experience in the management of the company.
Past Remuneration	Rs. 3,00,000 per month (till 31/03/2020)
Recognition or awards	No
Job profile and his suitability	He is responsible for leading the business operations at Moulin. He is working with the company at the top level since long time.
Remuneration proposed	Nil or as may be deiced by the Board of Direcrors
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not applicable
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Holding 78,150 equity shares in the company. Son of Mrs. Beena Gupta, Director of the Company

III. Other information:

Reasons of loss or inadequate profits	Due to Interest rate fluctuations, increased expenses in the form of fines and penalties & consultation fees, etc.
Steps taken or proposed to be taken or improvement	The Company is proactively enhancing the internal compliance procedures to ensure such fines and penalties are avoided in the future. Further, the Company is working on the Interest Rates so as to generate adequate profits in the coming years.
Expected increase in productivity and profits in measurable terms	The Company is proactively enhancing the internal compliance procedures to ensure such fines and penalties are avoided in the future. Further, the Company is working on the Interest Rates so as to generate adequate profits in the coming years.

Annexure III to Notice

FORM MGT-11
PROXY FORM

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

Name of the Member(s) : Registered Address : Email Id : Folio No/Client Id DP ID:

I/We being the member(s) of 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……

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company to be held on **Monday, 30th September, 2024 at 11:30 A.M.** at the registered office of the company situated at **10, Khasra No 239, M. G. Road, Manglapuri, Gadaipur, South West Delhi, New Delhi-110030** or at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon.
2.	To re-appoint Mr. Ashish Gupta (DIN: 00115090) as Director, who retire by rotation and being eligible offers himself for re-appointment.
Special Business	
3.	To Re-appoint Mr. Ashish Gupta as Managing Director of the Company.
4.	To consider and take approval to Sell, Lease or otherwise Dispose of the whole or substantially the whole of the undertaking of the Company.
5.	To consider and take approval to Borrow money in excess of the Paid-Up Share Capital and Free Reserves of the Company.

Signed this day……2024

Affix Revenue Stamp of Rs. 1/-

…… ……

Signature of shareholder Signature of proxy

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.

2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Annexure IV to Notice

ATTENDANCE SLIP

I/we certify that I am member/proxy/authorized representative for the member of the Company.

I/we hereby confirm and record my/our presence at the 42nd Annual General Meeting of the Company Moulin Commercial Limited held on **Monday, September 30th, 2024 at 11:30 A.M.** at the Registered Office of the Company situated at **10, Khasra No 239, M. G. Road, Manglapuri, Gadaipur, South West Delhi, New Delhi-110030**.

Folio No.:	**DP ID*:**	**Client ID*:**
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

Signature of Shareholder/Proxy

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

***Applicable for shareholders holding shares in electronic form.**

Annexure V to Notice

Route Map

