



Associated Coaters Limited

Powder Coating and Wood Finish on Metals.

CIN: L28129WB2017PLC224001 | Mob.: 9830437701

NOTICE OF THE BOARD MEETING NO. 01/BM/25-26

Monday, 19th day of May, 2025 / Kolkata

To

The Board of Directors

ASSOCIATED COATERS LIMITED

Ashuti Khanberia, Maheshtala LP 20/83/46 Vivekanandapur, South 24 Parganas Thakurpukur

Mahestola

Kolkata-700141

Dear Sir(s) / Madam(s),

NOTICE is hereby given that Meeting No. 01/BM/25-26 of the Board of Directors of the Associated Coaters Limited will be held on **Monday, 26th of May, 2025 at 3:00 p.m.** at its Registered Office situated at Ashuti Khanberia, Maheshtala LP 20/83/46, Vivekanandapur, South 24 Parganas, Thakurpukur Mahestola, Kolkata-700141, West Bengal to transact business (or businesses) as set out in the agenda. The agenda of the business (or businesses) to be transacted at the proposed meeting is enclosed herewith for your ready reference.

Directors may also attend the meeting through video conferencing, via Zoom Call. Details of joining the Meeting via Zoom call will be shared to all the directors one working day prior to the meeting.

Please note that in case you have any observation, please send the same via secretarial compliance Email ID: info@associatedcoaters.in, at least one working day before the meeting.

You are requested to make it convenient to attend the meeting. Thanking you,

for ASSOCIATED COATERS LIMITED

(formerly known as Associated Coaters Private Limited)

SD/-

Heenal Hitesh Rathod

Company Secretary & Compliance Officer

Email ID - info@associatedcoaters.in

Date: 19.05.2025

Place: Kolkata

Encl: As above



**AGENDA OF THE BOARD MEETING NO. 01/BM/25-26 TO BE HELD ON
MONDAY, 26th MAY, 2025 AT 3:00 P.M.**

Sl. No.	Particulars	Purpose	Page No.
1.	To elect Chairman of the meeting.	Election	5
2.	To ascertain quorum of the meeting.	Noting	5
3.	To grant leave of absence to the member(s), if any. <i>[The Board is requested to consider granting of leave of absence to the Director(s) who may not be able to make it convenient to attend the meeting and have requested for leave of absence]</i>	Approval	5
4.	To note & sign the minutes of the previous Board Meeting held on 12 th March, 2025.	Noting/ Signature	5
5.	To take note of the minutes of the Audit Committee Meeting held on 12 th March, 2025.	Noting	5
6.	To take note of the minutes of the Stakeholder Relationship Committee Meeting held on 27 th March, 2025.	Noting	5
7.	To take note of the Meeting of Independent Directors held on 27 th March, 2025.	Noting	6
8.	To take on record the Disclosures made by the Directors pursuant to Section 184(1) of the Companies Act, 2013.	Noting	6
9.	To take on record declaration made by the Directors pursuant to Section 164(1) and 164(2) of the Companies Act, 2013.	Noting	6
10.	To take on record declaration made by the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Noting	6
11.	To take note of Reconciliation of Share Capital Audit Report under Regulation 76(5) of SEBI (Depository & Participants) Regulations, 2018 for the quarter ended 31 st March, 2025 submitted to the Stock Exchanges.	Noting	7



12.	To take note of Integrated Filing (Governance) pursuant to Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 st March, 2025 and in terms of Regulation 10(1A) of the SEBI (LODR) Regulations, 2015.	Noting	7
13.	To take note of the Certificate of Non-Applicability of Corporate Governance in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Noting	7
14.	To take note of submission of Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended 31 st March, 2025.	Noting	8
15.	To take note of SDD Compliance Certificate for the Quarter ended 31 st March, 2025 pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	Noting	8
16.	To take note of submission of Non- Applicability of Annual Secretarial Compliance Report for the year ended 31 st March, 2025.	Noting	8
17.	To take note of submission of Non- Applicability of Disclosure of Related Party Transactions under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Noting	8
18.	To take note of the Shareholding Pattern filed by the Company for the half year ended 31 st March, 2025, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Noting	9
19.	To take note of the Related Party Transactions entered by the Company under Omnibus Approval during the quarter ended 31 st March, 2025 as approved by the Audit Committee.	Noting	9
20.	To take note of form MSME-1 filed for the half year ended 31 st March, 2025.	Noting	9
21.	To take note of Closure of Trading Window for the quarter ended 31 st March, 2025.	Noting	9-10
22.	To take note of the disclosure made by Promoters of the Company under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	Noting	10
23.	To consider & approve Audited Annual Financial Statements of the Company along with Statement of Assets & Liabilities and Auditor's Report for the financial year	Approval	10



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	ended 2024-25 and recommend dividend, if any.		
24.	To consider and approve the Directors' Report and Management Discussions and Analysis Report for the year ended 31 st March 2025.	Approval	11
25.	To authorize any of the Director(s) of the company to file various e-forms with MCA for the financial year 2025-2026.	Approval	11
26.	To consider and approve convening of the next Annual General Meeting of the Company.	Approval	11-12
27.	To take note of the amendment under Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 pursuant to the Notification dated 27 th March, 2025.	Noting	12
28.	Register of Contracts	Noting	13
29.	Any other matter with approval of the Board.	Discuss	13
30.	Vote of thanks.	Discuss	13

for **ASSOCIATED COATERS LIMITED**
(formerly known as Associated Coaters Private Limited)

SD/-

Heenal Hitesh Rathod

Company Secretary & Compliance Officer

Email ID - info@associatedcoaters.in

Date: 19.05.2025

Place: Kolkata

Encl: As above



NOTES ON AGENDA

ITEM NO. 1

To elect Chairman of the Company

The Directors are to elect one of the Directors on the Board, as the Chairman for this Meeting.

ITEM NO. 2

To ascertain Quorum of the Meeting

The quorum for meetings of the Board shall be at least one third (1/3) of the total number of Directors (fraction rounded off to higher 1) or at least two (2) Directors, whichever is higher.

ITEM NO. 3

To grant leave of absence to the member(s), if any.

Leave of Absence may be granted to Director(s) from whom communication has/ have been received for request for grant of leave of absence.

ITEM NO. 4

To take note of the Minutes of the last Board Meeting of the Company.

Minutes of Board Meeting held on 12th day of March, 2025, copy of which has been circulated among the directors, is enclosed herewith. It will be placed in original in the Board Meeting.

The directors are requested to go through the same and the Chairman to sign the related minutes.

ITEM NO. 5

To take note of the minutes of the Audit Committee Meeting held on 12th March, 2025.

The minutes of the Audit Committee Meeting held on 12th March, 2025 shall be placed at the meeting. The directors to be requested to go through and take note of the same.

ITEM NO. 6

To take note of the minutes of the Stakeholder Relationship Committee Meeting held on 27th March, 2025.

The minutes of the Stakeholder Relationship Committee Meeting held on 27th March, 2025 shall be placed at the meeting. The directors to be requested to go through and take note of the same.



ITEM NO. 7

To take note of the Meeting of Independent Directors held on 27th March, 2025.

The Directors of the Company to note that the Meeting of Independent Directors has been convened on 27th March, 2025 without the presence of any Non- Independent Directors.

ITEM NO. 8

To take on record the Disclosures made by the Directors pursuant to Section 184(1) of the Companies Act, 2013.

The general notices received from all the Directors of the Company pursuant to Section 184(1) of the Companies Act, 2013, will be placed before the Board for taking the same on record.

With reference to the above, the following draft resolution is given hereunder for kind consideration:

“**RESOLVED THAT** the Board do take note of the disclosure of the Directors’ interest and shareholding, by general notices received in Form No. MBP-1, given by all the Directors of the Company, for the current Financial Year 2025-26, pursuant to Section 184(1) of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.”

ITEM NO. 9

To take on record declaration made by the Directors pursuant to Section 164(1) and 164(2) of the Companies Act, 2013.

Form No. DIR-8 received from all the Directors of the Company, will be placed before the Board stating that none of them are disqualified under sub-section (1) and (2) of Section 164 of the Companies Act, 2013 to act as Directors of the Company.

The Board will accordingly take note of the same.

ITEM NO. 10

To take on record declaration made by the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

The declaration made by the Independent Directors of the Company pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 will be placed before the Board.

The Board to take note of the same.



ITEM NO. 11

To take note of Reconciliation of Share Capital Audit Report under Regulation 76(5) of SEBI (Depository & Participants) Regulations, 2018 for the quarter ended 31st March, 2025 submitted to the Stock Exchanges.

The Board is hereby informed the Company is required to submit Reconciliation of Share Capital Audit Report to the Stock Exchanges on a quarterly basis. Accordingly, Reconciliation of Share Capital Audit Report for the quarter ended 31st March, 2025 issued by Mr. Gourav Saraf, Practicing Company Secretaries dated 09th May, 2025 has been filed with the Stock Exchange.

The Board to take note of the same.

ITEM NO. 12

To take note of Integrated Filing (Governance) pursuant to Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st March, 2025 and in terms of Regulation 10(1A) of the SEBI (LODR) Regulations, 2015.

The Board is hereby informed to take note of the Integrated Filing (Governance) made in accordance with the provisions of Regulation 10(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024. The said filing has been made on 08th April, 2025.

ITEM NO. 13

To take note of the Certificate of Non-Applicability of Corporate Governance in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is hereby informed to take note that the Certificate of Non-Applicability of Corporate Governance, in accordance with the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been duly filed on 08th April, 2025.

The said certificate confirms that the provisions of Corporate Governance under the aforesaid regulation are not applicable to the Company.



ITEM NO. 14

To take note of submission of Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended 31st March, 2025.

The Board is hereby informed to take note of submission of Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended 31st March, 2025. The said filing has been made on 08th April, 2025.

ITEM NO. 15

To take note of SDD Compliance Certificate for the Quarter ended 31st March, 2025 pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.

The Board is hereby informed to take note of SDD Compliance Certificate for the Quarter ended 31st March, 2025 pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015. The said filing has been made on 10th April, 2025.

ITEM NO. 16

To take note of submission of Non- Applicability of Annual Secretarial Compliance Report for the year ended 31st March, 2025.

The Board is hereby informed to take note that the Certificate of Non-Applicability of Annual Secretarial Compliance Report, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been duly filed on 10th April, 2025.

The said certificate confirms that the provisions of Regulation 24A under the aforesaid regulation are not applicable to the Company.

ITEM NO. 17

To take note of submission of Non- Applicability of Disclosure of Related Party Transactions under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is hereby informed to take note that the Certificate of Non-Applicability of Disclosure of Related Party Transactions under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been duly filed on 12th May, 2025.



ITEM NO. 18

To take note of the Shareholding Pattern filed by the Company for the half year ended 31st March, 2025, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is hereby informed to take note of Shareholding Pattern for the half year ended 31st March, 2025 pursuant to Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said filing has been made originally on 18th April, 2025. Owing to discrepancies observed by the Exchange, the revised Shareholding pattern was filed on 07th May, 2025.

Further, as per SEBI Circular no. SEBI circular no. SEBI/HO/CFD/PoD-1/P/CIR/2022/92 dated June 30, 2022, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, regarding System Driven Disclosure (SDD) of filings, the Company was also required to submit required details of SHP to the respective Designated Depository for SDD and the same was also done on 21st March, 2025.

ITEM NO. 19

To take note of the Related Party Transactions entered by the Company under Omnibus Approval during the quarter ended 31st March, 2025 as approved by the Audit Committee.

The Board is hereby requested to take note of the Related Party Transactions (RPTs) entered into by the Company under Omnibus Approval during the quarter ended 31st March, 2025, which have been duly reviewed and approved by the Audit Committee.

ITEM NO. 20

To take note of form MSME-1 filed for the half year ended 31st March, 2025.

The Board to take note that form MSME-1, containing the details of transaction entered with the MSME vendors, for the half year ended 31st March, 2025 has been filed by the Company. A copy of the same will be placed in the Board Meeting.

The Board is requested to take note of the same.

ITEM NO. 21

To take note of Closure of Trading Window for the quarter ended 31st March, 2025.

The Company Secretary and Compliance Officer of the Company to inform the Board that in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and in accordance with the Company's Code of Conduct for Prevention of Insider Trading, the 'Trading Window' for dealing in the securities of the Company has been closed for all Designated Persons, effective from Tuesday, April 01, 2025, and will continue until 48 hours after the declaration of the Standalone Audited Financial Results, along with the Audit Report.



Further, pursuant to SEBI circular no. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124 dated July 19, 2023, the PAN of the Designated Persons of the Company has also been frozen by National Securities Depository Limited (Designated Depository) for trading in Equity Shares of the Company during the said trading window closure period.

The Board to take note of the same.

ITEM NO. 22

To take note of the disclosure made by Promoters of the Company under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Company Secretary & Compliance Officer of the Company to inform the Board that the Disclosures received from the Promoters under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has been filed with the BSE. Further, as per the BSE Notification, the said disclosure has been submitted to the BSE through email at corp.relations@bseindia.com by the Compliance Officer. This disclosure was duly circulated to the Members of the Audit Committee as well via email dated 07th April, 2025 for their information and records.

The Board to take note of the same.

ITEM NO. 23

To consider & approve Audited Annual Financial Statements of the Company along with Statement of Assets & Liabilities and Auditor's Report for the financial year ended 2024-25 and recommend dividend, if any.

The Audited Annual Financial Statement of the Company along with Statement of Assets & Liabilities and Auditor's Report for the year ended 31st March 2025 of Associated Coaters Limited prepared in accordance with Schedule III of the Companies Act, 2013 and other applicable laws, duly reviewed and approved by the Audit Committee shall be placed on the table for approval of the Board.

Thereafter, the Board to discuss, consider and if deem fit to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013, the Annual Financial Statements of the Company including the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss for the financial year ended 31st March, 2025 and Cash Flow Statement along with Notes attached thereto for the financial year ended 31st March, 2025 be and is hereby approved and Mr. Jagjit Singh Dhillon, Managing Director & Chief Financial Officer (DIN: 07980441), Mr. Harbhajan Singh Thethi, Chairman and Whole Time Director (DIN: 07980468) and Ms. Heenal Hitesh Rathod, Company Secretary and Compliance Officer be and are hereby authorized to sign and make the necessary filings with Stock Exchange and Registrar of Companies.”



ITEM NO. 24

To consider and approve the Directors' Report and Management Discussion And Analysis Report for the year ended 31st March 2025.

As per the provisions of Section 134 of the Companies Act, 2013, the Directors' Report of the Company is required to be prepared and approved by the Board of Directors of the Company.

Further, in accordance with Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 dealing with the Code of Corporate Governance, the Company is required to furnish a Management Discussion & Analysis Report along with the Directors' Report in its Annual Report. The draft Directors' Report of the Company along with the annexures forming part thereof for the financial year ended 31st March 2025 is under preparation and will be placed on the table for consideration and approval of the Board.

The Management Discussion & Analysis Report, forming part of the Directors' Report is also under preparation and draft thereof after its review by the Audit Committee at the meeting to be held on 26th May 2025, will be placed on the table for consideration and approval of the Board.

ITEM NO. 25

To authorize any of the Director(s) of the company to file various e-forms with MCA for the financial year 2025-2026.

The Chairman to inform the Board about the requirement to authorize any of the Directors for signing and filing all various e-forms forms and connected documents of the company with the Registrar of Companies.

Thereafter, the Board to discuss, consider and if deem it to pass the following resolution:

“RESOLVED THAT any of the Directors of the Company be and is hereby authorized to file various e-forms for the Financial Year 2025-2026 with the Registrar of the Companies.”

ITEM NO. 26

To consider and approve convening the next Annual General Meeting of the Company.

As per the provisions of Section 101 of the Companies Act, 2013, a General Meeting of the Company may be called by giving not less than 21 days' Notice in writing or through electronic mode to all the members of the Company.

The Board is requested to fix the date of Annual General Meeting.



A draft Notice for the ensuing Annual General Meeting of the Shareholders of the Company is under preparation and will be placed on the table.

The Board is requested to approve the notice for the ensuing Annual General Meeting and authorise the Company Secretary and take necessary action in this regard.

ITEM NO. 27

To take note of the amendment under Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 pursuant of the Notification dated 27th March, 2025

The Board to be informed that the Securities and Exchange Board of India (SEBI), vide its Notification dated 27th March, 2025, has amended the provisions under Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This amendment pertains to the applicability of Regulation 23, which deals with Related Party Transactions, to entities listed on the SME Exchange.

As per the amendment, the following provisos have been inserted after clause (b) in sub-regulation (2) of Regulation 15:

*“Provided that with effect from April 01, 2025, the provisions of regulation 23 shall be applicable in respect of a listed entity which has listed its specified securities on the SME Exchange and which has either paid up equity share capital **exceeding Rupees ten crore or net worth exceeding Rupees twenty-five crore**, as on the last day of the previous Financial Year:*

*Provided further that where the provisions of regulation 23 become applicable at a later date to a listed entity which has listed its specified securities on the SME Exchange, it shall ensure compliance with the same **within six months** from such date:*

Provided further that once the provisions of regulation 23 become applicable to a listed entity which has listed its specified securities on the SME Exchange, they shall continue to remain applicable till such time the equity share capital and the net-worth of such entity reduces and remains below the specified threshold for a period of three consecutive financial years.”

The Board to take note of the above amendment and consider its implications, if any, on the Company's ongoing and future compliance under the SEBI (LODR) Regulations, 2015.



ITEM NO. 28

Register of Contracts

The Register of Contracts maintained under of the Companies Act, 2013 and Rules made thereunder, will be placed before the Board and the same is required to be taken note of by the Directors present at the Meeting.

ITEM NO. 29

Any other matter with the approval of the Board

To discuss any other matter with the permission of the Chair and consent of the majority of directors present at the meeting.

ITEM NO. 30

Vote of Thanks

The meeting will be concluded with vote of thanks to the Chair.



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(Formerly known as Associated Coaters Private Limited)
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Regd. Office: Ganney Gangadharpur Road, Ashuti, Khanberia, Kolkata 700141



info@associatedcoaters.in



www.associatedcoaters.in