

# Notice

NOTICE is hereby given that the 28th Annual General Meeting of the members of Alicon Castalloy Limited will be held at 12.30 p.m. on Saturday, the 22nd day of September, 2018 at the Registered Office of the Company at Gat No. 1426, Taluka Shirur, District Pune 412 208, Maharashtra, to transact the following business :

## ORDINARY BUSINESS

1. To receive, consider and adopt the –
  - a) Audited Balance Sheet as on March 31, 2018 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon; and
  - b) Audited consolidated Balance Sheet as on March 31, 2018 and Statement of Profit & Loss for the year ended on that date together with the report of Auditors thereon.
2. To declare final dividend for the financial year 2017-18.
3. To appoint a Director in place of Mrs. Pamela Rai, who retires by rotation, but being eligible, offers herself for reappointment.

## SPECIAL BUSINESS

4. To consider and if though fit, to pass the following resolution as a Special Resolution:
 

“RESOSLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 or any amendment thereto, Securities and Exchange

Board of India (Share Based Employees Benefits) Regulations, 2015 and the applicable guidelines and clarifications issued by the Securities and Exchange Board of India, Reserve Bank of India and any statutory/regulatory authorities and the provisions of the Memorandum and Articles of Association of the Company, the exercise price of the Options shall be face of the share (Rs.5/- per share) as prescribed under Clause 7.1(a) of the Alicon Castalloy – Employee Stock Option Scheme 2017 (“ESOS 2017”).”

“RESOLVED FURTHER THAT Mr. S. Rai, Managing Director, Mr. A.D. Harollikar, Director, Mr. Rajeev Sikand, Chief Executive Officer, and Mr. Vimal Gupta, Chief Financial Officer, be and are hereby severally authorised to sign and file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution.”

By Order of the Board of Directors

**(S. Rai)**

Managing Director  
DIN : 00050950

**Place:** Shikrapur  
**Date:** July 23, 2018

Registered Office :  
Gat No.1426, Village Shikrapur, Taluka Shirur,  
Dist, Pune, Maharashtra.

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY OR PROX(IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to note that a person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Share Transfer Register and Register of Members will be kept closed from September 16, 2018 to September 22, 2018 (both days inclusive).
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
5. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed/unpaid dividend for the financial year upto 2007-08 on due dates, to the Investors Education and Protection Fund established by the Central Government.

The Following are the details of dividend paid by the Company and their respective due dates of transfer to such Fund of the Central Government, which remains unpaid:

Date of Declaration of dividend	Divided for the year	Due date of transfer to the Government
September 28, 2011	2010-2011	October 26, 2018

Date of Declaration of dividend	Divided for the year	Due date of transfer to the Government
September 28, 2012	2011-2012	October 26, 2019
September 30, 2013	2012-2013	October 28, 2020
September 29, 2014	2013-2014	October 28, 2021
December 30, 2015	2014-2015	January 28, 2023
September 29, 2016	2015-2016	October 28, 2023
September 26, 2017	2016-2017	October 24, 2024

The shareholders are advised to send all the unencashed dividend warrants to the Company's Share Transfer Agents for revalidation and encash them before the due date for transfer to the Investor Education & Protection Fund.

6. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, profile of Directors seeking appointment/ re-appointments at the Annual General Meeting is provided in the Annexed, which forms part of this notice.
7. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready at the meeting.
8. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
9. Corporate member, intending to send their authorised representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
10. The shareholders, who still hold share certificates in physical form, are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which includes easy liquidity since the trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
11. The dividend on equity shares as recommended by the Board of Director, if declared, at the Annual General Meeting, will be paid to those shareholders, whose names stand on the Register of Members of the Company as on 22.09.2018 in case of physical shares and to those members as per the beneficiary position given by NSDL/CDSL. Members are requested to notify promptly any change in their registered address.
12. Electronic copy of the Annual Report for 2017-18 is being sent to all the members, whose e-mail IDs are

registered with the Company/depository participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail address, physical copies of the Annual Report for 2017-18 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year to the member to registered his e-mail address and any change therein. In compliance with the same, we request the members, who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is also offering remote e-voting facility to the members to enable them to cast their votes electronically. Please note, remote e-voting is optional and not mandatory. Remote e-voting facility would remain open only from 19th September, 2018 (9.00 a.m.) to 21th September, 2018 (upto 5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 16, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholders, the shareholder shall not be allowed to change it subsequently. Necessary arrangements have been made by the Company with the Central Depository Services Ltd. (CDSL) to facilitate e-voting.

The Instructions for shareholders for voting electronically are as under:

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on 'Shareholders' tab.
- iii) Now, enter your Use ID :
  - a. For CDSL – 16 digits beneficiary ID,
  - b. For NSDL – 8 character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the image verification as displayed and click on Login.
- v) If you are holding shares in Demat form and had logged on [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

vi) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and for Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Compay/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no. affixed on Annual Report in the PAN filed.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.</li> </ul>
Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or the Company, please enter the member ID/Folio Number in the Dividend/Bank details fields as mentioned in instruction (ii)</p>

vii) After entering these details appropriately, click on 'SUBMIT' tab.

viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 also to be 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

x) Click on the EVSN for the relevant ALICON CASTALLOY LIMITED on which you choose to vote.

xi) 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.

xii) Click on the 'Resolution File Link' if you wish to view the entire Resolutions.

xiii) 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.

xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take out a print of the voting done by you by clicking on 'Click here to print' option on the voting page.

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

xvii) Shareholders can also cast their votes using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2018. Please follow the instructions as prompted by the mobile app, while voting on your mobile.

xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 Attorney (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.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Other Instructions:**

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19.09.2018.
- b) Mr. Upendra Shukla, Practising Company Secretary, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members, who do not have access to the e-voting process) in a fair and transparent manner.
- c) The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within a period not exceeding 48 hours from the conclusion of the Annual General Meeting. The final results alongwith the Scrutinizer’s report shall be placed on the Company’s website www.alincongrouppco.in and on the website of CDSL www.evotingindia.com.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through

e-voting shall prevail and physical ballot shall be treated as invalid.

- e) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.alincongrouppco.in and on the website on CDSL www.evotingindia.com within two days of the passing of the resolutions at the 26th AGM and communicated to BSE Ltd. and the National Stock Exchange of India, where the shares of the Company are listed.

By Order of the Board of Directors

**(S. Rai)**

Managing Director  
DIN : 00050950

**Place:** Shikrapur  
**Date:** July 23, 2018

Registered Office :  
Gat No.1426, Village Shikrapur, Taluka Shirur,  
Dist, Pune, Maharashtra.

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

**Item No:4**

The members of the Company in their Extra-Ordinary General Meeting (‘EGM’) held on June 8, 2017 had approved the Alicon Castalloy – Employee Stock Option Scheme 2017 (“ESOS 2017”) by way of a Special Resolution. As per the Clause 7.1 (a) of the said ESOS 2017 scheme, the exercise price of the Option was fixed at Rs.5/- per share. Inadvertently, in explanatory statement annexed to the notice convening the said EGM, the exercise price was prescribed as book value derived from the latest financial statement immediately prior to the date of grant of the Options. To rectify this anomaly, it is proposed to seek shareholders’ approval by way of a special resolution. The Nomination and Remuneration Committee and the Board of Directors has recommended passing of this resolution.

Chief Executive Officer and Chief Financial Officer (Key Managerial Personnel) of the Company and their respective relatives may be deemed to be interested in the proposed resolution to the extent of the Options they are entitled to exercise. None of the other Key Managerial Personnel and their relatives and none of the Directors are in any way concerned or interested in this resolution.

**(S. Rai)**

Managing Director  
DIN : 00050950

**Place:** Shikrapur  
**Date:** July 23, 2018

Registered Office :  
Gat No.1426, Village Shikrapur, Taluka Shirur,  
Dist, Pune, Maharashtra.

**Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on Saturday, the 22nd September, 2018 as required under under Secretarial Standard on General Meetings [SS-2] and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of the Director</b>	<b>Mrs. Pamela Rai</b>
Date of Birth	28.07.1956
Date of Appointment	29/09/2014
Qualification	B.A. (Psychology)
Brief Profile	She has vast experience in H.R. and CSR activities.
Directorship held in other Public Companies (excluding Section 25 and foreign Companies)	Atlas Castalloy Ltd. Silicon Meadows Engineering Services Ltd.
Memberships/Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/Stakeholders Relationship Committee)	Nil
Shareholding in the Company (Equity)	Nil