

# Notice of Annual General Meeting

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Alicon Castalloy Limited will be held at 12:30 p.m. on Friday, July 26, 2019 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:

### Item No. 1 a) - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

### Item No. 1 b) - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

### Item No. 2 - Declaration of Dividend

To confirm payment of interim dividend and to declare final dividend on Equity Share for the Financial Year ended March 31, 2019.

### Item No. 3 - Re-Appointment of a Director

To appoint a Director in the place of Mr. Junichi Suzuki (DIN: 02628162), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### Item No. 4 - Reclassification of the Shareholders from the Promoters' Group Category to Public Group Category.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time including any statutory modification(s) or re-enactment thereof (hereinafter referred to as "Listing Regulations"), for the time being in force and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby given for reclassification of Mrs. Vinita Chnadra and Mrs. Meenal Gidwani, collectively holding 40 (forty) Equity Shares in the Company, from "Promoter and Promoter Group" shareholding of the Company to the "Public" shareholding of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decision in this regard to give effect to the aforesaid resolution without requiring the Board to secure any further consent or approval of the Members of the Company."

By Order of the Board of Directors

**S. Rai**

Managing Director

DIN : 00050950

**Place:** Shikrapur, Pune

**Date:** April 19, 2019

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 proxy for any other person or Member.
3. The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders, who are higher in the order of the names, will be entitled to vote.
7. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
8. The Register of Members and Share Transfer Books of the Company will be closed from Monday, July 22, 2019 to Friday, July 26, 2019 (both days inclusive) for the purpose of Annual General Meeting and Dividend for Financial Year 2018-19.
9. If dividend on Equity Shares as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on and from August 20, 2019, as under:
  - i. In respect of Equity Shares held in physical form, to all those Members, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer

requests lodged with the Company on or before the close of business hours at 5:00 P.M. on Monday, July 22, 2019.

- ii. In respect of Equity Shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose.
10. Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of Dividend unclaimed or unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education & Protection Fund (IEPF) set up by Government of India.

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	Dividend of 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
September 22, 2018	2017- 2018	October 29, 2025
February 06, 2019	2018 - 2019	March 15, 2026

Members, who have not en-cashed their Dividend, are requested to make their claims to the Company immediately.

The Members are also requested to note that all Shares on which Dividend remains unclaimed for seven consecutive years or more shall be transferred to the IEPF account in compliance with Section 124 of the Companies Act, 2013 and the applicable Rules. In view of this, Members are requested to claim their Dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

11. Details as per Regulation 36(3) of Listing Regulations, 2015 in respect of the Directors seeking Re-appointment at the AGM, forms integral part of the Notice. Other details as required under Secretarial Standard – 2 are

included in the Corporate Governance Report, which forms part of the Annual Report. The Directors have furnished the requisite consents/ declarations for their re-appointment.

12. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 15 days before the ensuing AGM.
13. The Members, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
14. The Members holding shares in physical mode are requested to intimate to the Registrar and Share Transfer Agent, M/s Universal Capital Securities Pvt. Ltd. immediately, if there is any change in their registered address. Demat Members should inform the change of address to their respective Depository Participants.
15. The Board of Directors has appointed Mr. Upendra Shukla, a Practicing Company Secretary, Mumbai as the Scrutinizer for the e-voting process, and voting at the venue of the AGM in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the Meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website [www.alicongroup.co.in](http://www.alicongroup.co.in) and on the CDSL website [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the stock exchanges.

17. The Notice of AGM, Annual Report, Attendance Slip and instructions on e-voting are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same.

Physical copies of the aforesaid documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).

Members who have still not registered their e-mail addresses are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their depository participant and in respect of the shares held in physical mode, with the Company/ Universal Securities Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company.

18. In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to Members holding shares as on July 19, 2019, being the Cut-off date fixed for determining voting rights of Members are entitled to participate in the remote e-voting process, through the e-voting platform provided by Central Depository Services (India) Limited (CDSL) or to vote at the AGM pursuant to Rule 20(4)(vii) of Companies (Management & Administration) Rules, 2014.
19. The Company has arrange transport facility for attending AGM for Shareholders from Pune Railway Station till the AGM Venue/ Registered Office of Shikrapur.
20. The person, who is not the Member of the Company, will not be allowed to enter the AGM venue.
21. Members should not accompany with their kids since entry of kids strictly prohibited.

**The instructions for Members voting electronically are as under:**

**A. For Members who receive Notice of AGM through e-mail:**

- (i) The voting period begins on Monday July 22, 2019 (9 a.m. IST) and ends on Thursday July 25, 2019 (5:00 p.m. IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday July 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Members / Shareholders
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the ALICON CASTALLOY LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.

(xviii) **Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Members and Custodians**

- Non-Individual Members (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 Corporates.
- 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 mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

(xx) 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.

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

**B. For Members who receive the Notice of AGM in physical form:**

Members holding shares either in Demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, please follow steps from Sr. No. (i) to (xx) under heading A above to vote through e-voting platform.

**C. Voting facility at AGM:**

- (i) In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, through polling paper system and Members attending the Meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the Meeting.
- (ii) Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting, but shall not be entitled to cast their vote again.

By Order of the Board of Directors

**S. Rai**

Managing Director  
DIN : 00050950

**Place:** Shikrapur, Pune

**Date:** April 19, 2019

**Brief Details of Directors Seeking Appointment/ Re-Appointment as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	Mr. Junichi Suzuki
Date of Birth	25/01/1948
Date of Appointment	29/10/2002
Qualification	Engineer
Brief Profile	Mr. J. Suzuki is the Chairman of the Enkei Group of Japan. He has wide experience in engineering particularly in manufacturing of aluminum alloy castings and wheels used for two, three & four wheelers.  He has more than five decades experience in management.
Directorship held in other Public Companies (excluding Section 25 and foreign Companies)	Enkei Wheel (India) Ltd.
Memberships/Chairmanship of committees of other companies (includes only Audit & Members/ Investors Grievance/Stakeholders Relationship Committee)	Nil
Shareholding in the Company (Equity)	Nil

**EXPLANATORY STATEMENT:**

**Pursuant to Section 102 of the Companies Act, 2013.**

**Item No. 4**

The Company had received letters from Mrs. Vinita Chandra and Mrs. Meenal Gidwani, shareholders, who falls under the category of Promoters and Promoter Group of the Company, requesting to be reclassified under public category. Both Mrs. Vinita Chandra and Mrs. Gidwani are collectively holding 40 Equity Shares of ₹ 5/- each, which is very insignificant.

The aforesaid person do not exercise any control over the Company and not engaged in the Management of the Company. The Company has also not entered into any shareholders Agreement with them.

Further none of them has got any veto rights as to voting power or control of the Company. They do not even have any Special Information Rights.

They have requested the Company to reclassify them from being a "Promoter Shareholder" to Public Shareholder" of the Company vide their letter dated April 19, 2019.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at their meeting held on April 19, 2019 has approved both the applications received by the Company as above, for reclassification from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

Mr. S. Rai being brother of Mrs. Vinita Chandra and Mrs. Meenal Gidwani, be deemed to be interested in the resolution to the extend of his shareholding in the capital of the Company. None of the Directors, Key Managerial Person or their relatives is concerned or interested financially or otherwise in the proposed resolution.

The Board of Directors re-commends the resolution as set-out in item no. 4 of the notice convening the meeting, for approval as an Ordinary Resolution.

The relevant documents as referred to in the notice and explanatory statements are available for inspection between 11:00 A.M. to 1:00 P.M. on all working days till the date of the Annual General Meeting i.e. July 26, 2019 at the Registered Office of the Company.

By Order of the Board of Directors

**S. Rai**

Managing Director

DIN : 00050950

**Place:** Shikrapur, Pune

**Date:** April 19, 2019