

**Corporate Office** : Prestige Precinct, 3rd Floor, Almeida Road, Thane (West) - 400 601. INDIA.  
Tel.: 022-2598 5900 • Email: finance@nitincastings.com • Website : www.nitincastings.com

**September 04<sup>th</sup>, 2019**

To,  
The Manager  
Department of Corporate Services  
M/s. Bombay Stock Exchange Ltd.  
P.J. Towers, Dalal Street  
Mumbai - 400 001

**Scrip Code: 508875**

**Dear Sir/ Madam,**

**Sub: Notice of the 36<sup>th</sup> Annual General Meeting of Nitin Castings Ltd. for the Financial Year 2018-19, Intimation of Book Closure dates and e-voting.**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting (AGM) of Nitin Castings Limited ("the Company") will be held at **Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai - 400 080** on **Wednesday, the 30<sup>th</sup> September, 2019 at 3.00 p.m.** The copy of the notice is enclosed herewith.

Further, pursuant to section 91 of the Companies Act, 2013, the Company's Register of Members and share transfer books will remain closed from **24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 both days inclusive.**

In compliance with the provision of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services on all resolutions set forth in the Notice of AGM. The facility of casting votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by NSDL. The complete details and procedure for remote e-voting are provided on the Notice of AGM enclosed herewith.  
Please take the same on your record.

Thanking you,  
Yours faithfully,

**For Nitin Castings Limited**

  
Shruti Y. Laud  
Company Secretary & Compliance Officer  
Encl : a/a



## NOTICE

Notice is hereby given that the **Thirty Sixth Annual General Meeting** of Members of **NITIN CASTINGS LIMITED**, will be held at **Hotel Archana Residency, Next to R-Mall / Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080** on **Monday, the 30<sup>th</sup> day of September, 2019 at 03.00 p.m.**, to transact the following business:

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019** together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of **Re. 0.50/-** per equity share for the year ended 31<sup>st</sup> March, 2019.

### **SPECIAL BUSINESS:**

#### **3. Regularization of Ms. Barkharani Choudary as an Independent Director:**

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

**“Resolved that** Ms. Bharkha Rani Chodary (DIN 08531880) who was appointed as an Additional Director of the Company by the Board of Director on August 14, 2019 and who hold the office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company and in respect whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 of the act proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**“Resolve further that** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Bharkha Rani (DIN08531880) who meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation for a fix term of five years commencing from August 14, 2019 and is hereby approved.

**“Resolved further that,** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds, things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matter incidental thereto.”

#### **4. Ratification/Approval for transaction with Related Parties:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with rules made thereunder (‘the Rules’), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to ratify/approve the transactions entered into/proposed to be entered into contracts / arrangements /agreements/ transactions for sale, up to the limit given in table as set out in the Explanatory Statement annexed to the Notice convening this meeting, within the meaning of the aforesaid law and as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, in which the Directors of the Company, are interested.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, any Director and/ or the Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit.”

By Order of the Board of Directors  
**FOR NITIN CASTINGS LIMITED**

**Thane, 30<sup>th</sup> day of August, 2019**

**Shruti Y. Laud**  
**Company Secretary**

**Registered Office**

202, 2<sup>nd</sup> Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3,  
Sir M.V. Road, Andheri (East), Mumbai – 400 059

**Corporate Office**

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

**Notes:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 to 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/ re-appointment as Directors under Item Nos. 3 of the Notice, is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.
3. Proxies, in order to be effective must be received at the company's registered office not less than 48 hours before the meeting. proxies submitted on behalf of limited companies, societies, partnership firms etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors under Section 113 of the Act authorizing their representatives to attend and vote at the AGM.

Members who hold shares in dematerialised 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 on attendance slip while attending the Meeting.

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

The Company's Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 both days inclusive for the purpose of final dividend for the financial year ended 31<sup>st</sup> March, 2019 and the AGM.

All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A.M. and 1.00 P.M. on all working days up to the date of the Meeting.

Subject to the provision of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 23<sup>rd</sup> September, 2019. The final dividend is Rs. 0.50/- per equity share.

Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.

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 Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited.

The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.

The route map showing directions to reach the venue of the Thirty-Sixth Annual General Meeting is annexed to this notice.

**Information and instructions relating to E-voting are as under:**

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrar of the Company.

Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.

By Order of the Board of Directors  
**FOR NITIN CASTINGS LIMITED**

**Shruti Y. Laud**  
Company Secretary

**Thane, 30<sup>th</sup> day of August, 2019**

**Registered Office**

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3,  
Sir M.V. Road, Andheri (East), Mumbai – 400 059

**Corporate Office**

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

**SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 36<sup>th</sup> Annual General Meeting to be held on Monday, September 30, 2019, at 3:00 p.m. IST. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

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

The voting period begins on 27<sup>th</sup> September, 2019 at 10.00 a.m. and ends on 29<sup>th</sup> September, 2019 at 5.00 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 23<sup>rd</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**A detail on Step 1 is mentioned below:**

How to Log-into NSDL e-Voting website?

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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [agarwalkala@gmail.com](mailto:agarwalkala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**a) In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

i) Initial password is provided as below/at the bottom of the Ballot Form.

<b>EVEN</b> <b>(Remote e-voting Event Number)</b>	<b>User ID</b>	<b>Password/PIN</b>
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ii) Please follow all steps from Sl. No. (1) to Sl. No.(9) above, to cast vote.

iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990

iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2019.

vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com).

viii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

ix) 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 AGM.

x) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

xi) Ms. Kala Agarwal, Company Secretary (FCS No.5976) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

xii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

xiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



- xiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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.evoting.nsdl.com](http://www.evoting.nsdl.com), under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board of Directors  
**FOR NITIN CASTINGS LIMITED**

**Thane, 30<sup>th</sup> day of August, 2019**

**Shruti Y. Laud**  
**Company Secretary**

**Registered Office**

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3,  
Sir M.V. Road, Andheri (East), Mumbai – 400 059

**Corporate Office**

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

**ANNEXURE TO NOTICE:****Explanatory Statement****(Pursuant to Section 102 (1) of the Companies Act, 2013)**

The following explanatory statement sets out all material facts relating to various businesses including Special Business of the accompanying Notice of the Annual General Meeting to be held on September 30, 2019:

**Item 3:****Appointment of an Independent Director:**

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, appoints Ms. Barkha Rani Choudary, as an Additional Director of the company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from August 14, 2019 to August 13, 2023, subject to the approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and the Article of Association of the Company, Ms. Barkha Rani Choudary shall hold the office up to this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Ms. Barkha Rani Choudary to the effect that she meets the criteria of independence as provided in Section 14(6) of the Act and regulation 161(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). A declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority is also received by the Company.

In the opinion Ms. Barkha Rani Choudary fulfils the conditions specified in the Act and SEBI Listing Regulations for appointments as Independent Director and is independent of the management of the Company.

Considering her profile, the board has herewith suggested that Ms. Barkha Rani Choudary will be an asset to the Company and will definitely help in developing the business of the Company.

Except Ms. Barkha Rani, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

Brief resume of Ms. Barkha Rani Choudary pursuant to the Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards- 2 on the General Meeting is provided below.

Ms. Barkha Rani Choudary is the Chartered Accountant practicing in Pune and formerly in Mumbai. She is also pursuing LLB from Mumbai University and has graduated from the esteemed Narsee Monjee college of Commerce & Economics, Mumbai.

Ms. Choudary has an immense experience in the field of Corporate tax compliance and Statutory audits, with extensive focus on GST and Income Tax, having interest and Knack of learning in professional, she has also attended various conferences and regional seminars throughout India on GST and other topics. Currently Ms. Barkharani Choudary is working as a Tax Manager at R. V. Nevatia and Co. Pune.

Considering all the above the Board has herewith suggested that Ms. Choudary will be an asset to the Company and will definitely help in developing the business of the Company.

The Board recommends the Ordinary Resolution at the item no. 3 for approval of the Members.

**Item no. 4:****Ratification/Approval for transaction with Related Party:**

The Company has entered into/propose to enter into contracts / arrangements /agreements/ transactions with the related parties as per the terms and conditions mutually agreed from time to time, which are in the

ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee on quarterly basis.

The transactions entered into/proposed to be entered constitutes 'Professional fees' as per Related Party Transactions Policy of the Company and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders, in which the concerned related parties are required to abstain from voting.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Sr. No.	Particulars	Relationship	Nature of Transaction	Rs. In lakhs Current year	Rs. In lakhs Previous year
1.	Nitin Kedia	Director- KMP	Director Remuneration	56.01	60.01
2.	Nirmal Kedia	Director- KMP	Director Remuneration	60.01	55.01
3.	Nipun Kedia	Director – KMP	Director Remuneration	18.90	18.64
4.	Shyamlal Agarwal	Director	Director Remuneration	5.20	5.20
5.	Preethi Anand	Director	Director fees	0.50	0.50
6.	Ravi Nevatia	Director	Director fees	0.50	0.50
7.	Suman Kedia	Relative of	Rent Paid Director	44.15	44.15
8.	Suman Kedia	Relative of Director	Closing Balance of Rent Deposit paid	14.50	14.50
9.	Shalini Kedia	Relative of Director	Rent Paid	44.15	45.95
10.	Shalini Kedia	Relative of Director	Closing Balance of Rent Deposit paid	16.50	16.50
11.	Kedia Construction Co. Ltd	Significant control	Professional fees Paid	29.00	34.20
12.	Kirti Investments Limited	Significant control	Professional fees Paid	28.00	30.00
13.	Arvind Engineering Works	Significant control	Purchase of Spares & Machinery	1.90	0.00
14.	Arvind Engineering Works	Significant control	Service Charges Paid	69.58	133.67
15.	Rajshila Construction Pvt. Ltd.	Significant Control of KMP	Advance Given	367.72	0.00

The copy of respective documents entered/ to be entered containing broad terms and conditions are open for inspection during business hours between 11.00 a.m. to 1.00 pm on all days except Saturday(s), Sunday(s) and Public Holiday(s) at the Registered Office of the

Company up to and including the date of Annual General Meeting and same is also available for inspection by members at the Annual General Meeting.

No Directors, Key Managerial Personnel or their relatives, except Mr. Nitin Kedia and his relatives, are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

By Order of the Board of Directors  
**FOR NITIN CASTINGS LIMITED**

**Thane, 30<sup>th</sup> day of August, 2019**

**Shruti Y. Laud**  
**Company Secretary**

**Registered Office**

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3,  
Sir M.V. Road, Andheri (East), Mumbai – 400 059

**Corporate Office**

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

**NITIN CASTINGS LIMITED**

Regd. Office: 202, 2<sup>nd</sup> Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,  
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai - 400059  
CIN: L65990MH1982PLC028822

**ATTENDANCE SLIP**

**THIRTY SIXTH ANNUAL GENERAL MEETING**  
Monday, September, 30, 2019 at 3.00 p.m.

<b>DP ID - Client ID / : Folio No.</b>	
<b>Name &amp; Address : of Sole Member</b>	
<b>Name of Joint Holder (S)</b>	
<b>No. of Shares Held :</b>	

I/We hereby record my/our presence at the Thirty Sixth Annual General Meeting held at Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai - 400 080.

\_\_\_\_\_  
Member's/Proxy's Signature

------(Cut Here)-----

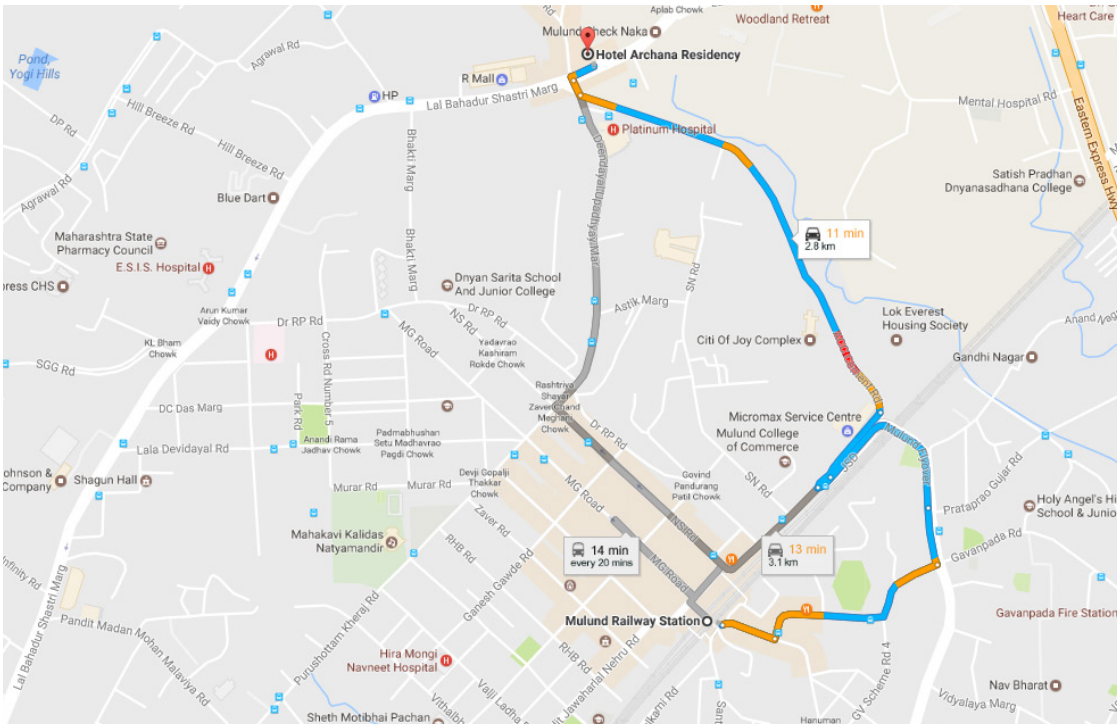
**Electronic-Voting Particulars**

<b>EVEN (Remote e-voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN)</b>

**NOTE:**

Please read the complete instructions annexed to the Notice (SHAREHOLDER INSTRUCTIONS FOR E-VOTING). The voting time starts from 27th September, 2019 from 10.00 a.m. and ends on 29th September, 2019 at 3.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

Route Map from Mulund Railway Station to the Venue





**NITIN CASTINGS LIMITED**

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,  
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059  
CIN: L65990MH1982PLC028822

**Form No. MGT-11**

**Proxy form**

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

CIN
Name of the Company
Registered Office
Name of the member (s):
Registered address:
E-mail ID:
Folio No./ Client ID:
DP ID:

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: ....., or failing him \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: ....., or failing him \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: .....

as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 3.00 p.m. at Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2.	To declare final dividend of Re. 0.50/- per equity share for the year ended 31st March, 2019.
<b>Special Business</b>	
3.	Regularization of Ms. Barkharani Choudary as an Independent director of the Company
4.	Ratification /Approval of the Related Party Transaction

Signed this ..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re. 1.00 Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd., Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059 not less than 48 hours before the Commencement of the Meeting.

A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member



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**BALLOT FORM**

1. Name(s) of Member(s) :

(Including joint-holders, if any)

2. Address of Member(s) :

3. Registered Folio No/

DPID No./ Client ID No.\* :

(\*Applicable to Members holding shares  
in dematerialized form)

4. No. of shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s), as specified in the Notice of AGM of the Company dated August 30, 2019, to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below :

Sr. No.	Description	No. of Shares	Vote	
			For	Against
1	Consideration and Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon			
2	Declaration of Dividend on Equity Shares			
3.	Regularization of Ms. Barkharani Choudary as an Independent Director of the Company.			
4.	Ratification /Approval for the Related Party Transaction			

Place: Thane

Date: 30th Day of August, 2019

(Signature of the Shareholder)

**INSTRUCTIONS**

1. A Member desiring to exercise vote by ballot form may complete this ballot form by entering the number of shares FOR or AGAINST the particular resolution and send it to Ms. Kala Agarwal, a Practicing Company Secretary, the Scrutinizer appointed by the Company.
2. Duly completed ballot form should reach the Scrutinizer on or before 5.00 p.m. on Sunday, September 29, 2019.
3. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board resolution/ Authority Letter.
4. Unsigned ballot forms will be rejected.
5. The Scrutinizer's decision on the validity of the ballot form will be final.