

January 22, 2016

To,
The Manager,
Corporate Relationship Department,
✓ BSE Limited,
Dalal Street,
Mumbai.

To,
The Manager,
The National Stock Exchange of India Ltd.
Bandra Kurla Complex,
Mumbai.

Sub: Proceedings of AGM

Dear Sir,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the Annual General Meeting held on 30th December, 2015 at Pune. Please take this on record.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For ALICON CASTALLOY LTD.

Rawant

Authorized signatory

Encl: As Above

HELD AT..... ON..... TIME.....

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ALICON CASTALLOY LIMITED HELD AT 12.30 P.M. ON 30/12/2015 AT THE REGISTEED OFFICE OF THE COMPANY AT GAT NO. 1426, VILLAGE SHIKRAPUR, TALUKA SHIRUR, DIST. PUNE, MAHARASHTRA.

PRESENT : 1. Mr. S. Rai, Chairman & Managing Director
2. Mr. A.D. Harollikar, Chairman of Audit Committee
3. Mr. Vinay Panjabi, Director
4. Mrs. Pamela Rai, Director
4. Mr. R. Sikand, Chief Executive Officer
5. Mr. Vimal Gupta, Chief Financial Officer
6. Mr. P.S. Rao, Company Secretary
7. Mr. Sanjay Rane, Representative of Statutory Auditors
8. Mr. U. C. Shukla, Practicing Company Secretary
(By Invitation)

Members: 31 members including 7 representations.

1) **CHAIRMAN:**

Mr. S. Rai took the Chair.

- 2) At 12.30 p.m. the Chairman stated that since quorum was present, the meeting be proceeded. He welcomed the members and then introduced the Board. He informed that Statutory records including Auditors' Report and Secretarial Audit Report were kept open for inspection by members. He further informed that the Company had received one representation from Enkei Corpn., Japan, who are holding 11,00,000 Equity Shares and six representation from Indian promoters, representing in aggregate 76,73,971 Equity Shares.

The Chairman stated that as required under the provisions of the Companies Act, 2013, the Company had provided remote e-voting facility, which was open from 9.30 a.m. on 27th December, 2015 upto 5.00 p.m. on 29th December, 2015. He


CHAIRMAN'S INITIALS

HELD AT

ON

TIME

further stated that the Company has also arranged ballot system for shareholders, who have attended the meeting and not exercised their rights of e-voting and they may take the benefit of polling. Those who have already exercised their vote through e-voting need not vote again through ballot. Members were informed that Mr. Upendra Shukla, Practising Company Secretary, was appointed as Scrutinizer. The Scrutinizer will submit his report after the AGM and the results will be declared within three days. The results besides being notified to BSE Ltd., NSE and CDSL, shall be placed on the Company's website.

3) **NOTICE :**

The Chairman requested Mr. P.S. Rao, Company Secretary, to read out the notice convening the meeting. However, on request of the members present, the notice was taken as read.

4) **AUDITORS' REPORT :**

The Chairman stated that there was no qualification/adverse remarks in the Auditors' Report.

5) **ADOPTION OF ACCOUNTS :**

The Chairman requested Mr. P.S. Rao, Company Secretary, to read-out the resolution pertaining to adoption of audited statements of accounts. Accordingly, Mr. P.S. Rao, read-out the following resolution :

“RESOLVED THAT the audited Balance Sheet as on 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date as placed before the meeting along with the Directors' Report, Corporate Governance Report and the Auditors' Report thereon, be and are hereby adopted.”

The Chairman proposed the said resolution

Mr. A.D. Harollikar seconded the same.


CHAIRMAN'S INITIALS

HELD AT ON TIME

The Chairman requested the members to ask queries, if any.

The shareholders asked queries mainly on (i) business scenario, (ii) operation of second line made operational in the previous year, (iii) future of geo-textile, (iv) dividend, (v) proposed reduction of capital by cancellation of forfeited shares and its effect of promoters' shareholding.

The Chairman replied all the queries to the satisfaction of the shareholders.

6) **DECLARATION OF DIVIDEND :**

On the request of the Chairman, Mr. U. C. Shukla read out the following resolution:

“RESOLVED THAT a dividend of 60% (Rs.3/- per Equity Share) be and is hereby declared and that the same be paid to those members whose names appear in the Register of Members as on the date of this meeting i.e. 30.12.2015 in case of shares held in physical form and to those members, whose names are provided by respective depositories in case of shares held in electronic mode.”

Mr. Divyesh Shah proposed and Mr. Rajeev Sikand seconded.

7) **RE-APPOINTMENT OF MRS. PAMELA RAI :**

As the Chairman was interested, he requested Mr. A.D. Harollikar to take Chair.

Mr. A.D. Harollikar took the Chair and informed that in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Pamela Rai, Director of the Company, had retired by rotation and being eligible, had offered herself for reappointment. He requested the members to consider re-appointment of Mrs. Pamela Rai as a Director, liable to retire by


CHAIRMAN'S INITIALS

HELD AT ON TIME

rotation. On his request Mr. P.S. Rao read out the following resolution:

“RESOLVED THAT Mrs. Pamela Rai (DIN: 00050999) be and is hereby re-appointed as Director of the Company.”

Mr. Ravindra Bonagir proposed and Mr. Shridhar Bhawe seconded the resolution.

Mr. A.D. Harolikar then requested Mr. S. Rai to take the Chair. Accordingly,

Mr. S. Rai took the Chair.

8) **APPOINTMENT OF AUDITORS :**

The Chairman requested the Company Secretary to read out the resolution on appointment of Statutory Auditors.

Mr. P.S. Rao, Company Secretary, read out the following resolution :

“RESOLVED THAT M/s. Asit Mehta & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such remuneration as may be agreed upon between the said Auditors and the Board of Directors of the Company.”

Mr. Dinesh Kotecha proposed and Mr. Devang Shah seconded.

9) **APPOINTMENT OF MR. AJAY NANAVATI :**

On request of the Chairman, the Company Secretary read out the resolution for appointment of Mr. Ajit Nanavati as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act,2013 and the rules made thereunder, Mr. Ajay Nanavati (DIN: 02370729), who was appointed

CHAIRMAN'S INITIALS

HELD AT ON TIME

as an Additional Director by the Board of Directors in its meeting held on 30th April, 2015 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ajay Nanavati as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto 29th April, 2020.”

Mr. Divyesh Shah proposed the resolution as an Ordinary Resolution and Mr. Ajay Kanakita seconded.

10) **RE-APPOINTMENT OF MANAGING DIRECTOR :**

The Chairman requested Mr. A.D. Harollikar to take the Chair as he was deemed to be interested in the next item of the agenda pertaining to his reappointment as M.D.

Mr. A.D. Harollikar to take the Chair and stated that it was proposed to reappoint Mr. S. Rai as Managing Director for a period of three years. He then requested the Company Secretary to read out the resolution.:

Mr. P.S. Rao read out the following resolution :

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions of the Companies Act,2013 (“the Act”) (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to approval of the Central Government required if any, the consent of the members of the Company be and is hereby accorded for the


CHAIRMAN'S INITIALS

HELD AT..... ON..... TIME

re-appointment of Mr. S. Rai (DIN 00050950) as the Managing Director of the Company for a period of three years with effect from 1st November, 2014 to 31st October, 2017 (both days inclusive) on such terms and conditions as set out below:

1. **Basic Salary:** In the scale of Rs.2,00,000/- per month and increase of Rs.50,000/- every year.
2. **Commission:** 0.5% of the profit before tax of the Company in every financial year in addition to salary, perquisites and allowances payable.
3. **Perquisites and allowances :**
 - a) In addition to the salary and commission payable, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance and house maintenance allowance in lieu thereof; together with reimbursement of medical/accident insurance, leave travel concession for himself and his family, club fees and such other perquisite and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director.
All such perquisites and allowances will be subject to a maximum of an amount equal to the annual salary.
 - b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the ceiling.
 - c) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the


CHAIRMAN'S INITIALS

HELD AT

ON

TIME

computation of limits for the remuneration or perquisites aforesaid.

- d) One month's leave with full pay and allowance for every eleven months of service. However, leave accumulated but not availed of will be allowed to be encashed.
- e) Benefits under loan and other schemes in accordance with the practice, rules and regulations in force from time to time.
- f) Such other benefits as may be provided by the Company to other senior officers of the Company from time to time.
- g) Managing Director shall be entitled to reimbursement of entertainment and all other expense incurred in course of the Company's business.
- h) Managing Director shall not be paid any sitting fees for attending the meeting of Board of Directors or Committee thereof."

"RESOLVED FURTHER THAT in case of loss or inadequacy of profit in any financial year of the Company, the payment of salary, perquisites and other allowance shall be governed by the limits prescribed under Schedule V of the Act."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required from time to time to give effect to the aforesaid resolution."

Mr. Amit Doshi proposed the following resolution and Mr. Kishan R. Choksey seconded.

11) **ESOP 2015 :**

Mr. A.D. Harollikar requested Mr. S. Rai to take Chair. Accordingly, Mr. S. Rai took the Chair.

The Chairman requested Mr. P.S. Rao, Company Secretary, to read out the


CHAIRMAN'S INITIALS

HELD AT..... ON..... TIME.....

resolution pertaining to issue of ESOP.

The Company Secretary read out the following resolution :

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the "SEBI SBEB Regulations") and such other applicable Regulations/guidelines which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the Company do hereby accord its consent and approval to introduce and implement the **Alicon Castalloy Limited Employee Stock Option Scheme 2015 ('ESOS 2015')** and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company and its subsidiary companies, including Director(s) of the Company and its subsidiary companies, (hereinafter collectively referred to as the "Employees") (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), not exceeding

✓
CHAIRMAN'S INITIALS

HELD AT ON TIME


612,800 (Six Lakh Twelve Thousand Eight Hundred Only) Options, each Option giving the right but not obligation to the holder, to subscribe to one fully paid Equity Share of Rs. 5/- (five) each of the Company at such price, in such manner, during such period, in one or more tranches, and on such other terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the applicable provisions of the laws, guidelines or regulations issued by the relevant authority(ies).”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

“RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of Options from time to time in accordance with the ESOS 2015 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Employee including any Director of the Company, in any financial year and in aggregate under the ESOS 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 612,800 (Six Lakh Twelve Thousand


CHAIRMAN'S INITIALS

HELD AT ON TIME

Eight Hundred Only) Employee Stock Options and Equity Shares respectively shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value per Equity Share bears to the revised face value of the Equity

Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Company and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2015 and to do all other things incidental and ancillary thereof.”

✓

CHAIRMAN'S INITIALS

HELD AT ON TIME

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2015.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOS 2015 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

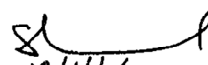
“RESOLVED FURTHER THAT the ESOS 2015 shall be under the control, administration and superintendence of the Nomination & Remuneration Committee, which shall frame suitable policies and procedures to ensure that there is no violation of the securities laws, as amended from time to time, by the either the Company or any of its employees, as applicable.

“RESOLVED FURTHER THAT the Board may delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

Mr. Kishan R. Choksey proposed the resolution as a Special Resolution and Mr. U.C. Shukla seconded.

12) **VOTE OF THANKS:**

Mr. Rajeev Sikand proposed the vote of thanks.


17/4/16
N

Chairman declared the meeting terminated at 2.00 p.m.

CHAIRMAN'S INITIALS