

## NOTICE

Notice is hereby given that the **Fortieth Annual General Meeting** of the Members of **LA TIM METAL & INDUSTRIES LIMITED** will be held at **301, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400056** on **24th September, 2016** at **11.00 a.m.** to transact the following business:-

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2016 together with the reports of the Directors and Auditors thereon.
2. To appoint Mr. Kartik Timbadia (DIN 00473057), Director of the Company retires by rotation as per Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
3. To ratify the Appointment of Auditors up to the conclusion of the ensuing Annual General Meeting and fix their remuneration.

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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Ravi Seth & Co. (Firm Registration No 108757W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Audit Committee of the Company and the Auditors.”

### SPECIAL BUSINESS:-

4. To regularize the appointment of Mrs. Karuna Desai (DIN: 07584734), who was appointed as an additional director of the Company.

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 provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made under (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mrs. Karuna Desai holding DIN (07584734), who was appointed as an Additional Director of the Company under Section 161 of the Companies act, 2013 with effect from 6th August, 2016 by the Board of Directors to hold office upto the date of Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of Five years and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.

For Latim Metal & Industries Limited

Sd/-

Rishika Gurudatta  
Company Secretary

### Registered Office:

201, Navkar Plaza, Bajaj Road,  
Vile Parle (West), Mumbai- 400 056  
CIN: L99999MH1974PLC017951  
Tel: (022)-26202299/26203434 Fax: (022)-26240540  
E-mail:account@latimmetal.com,  
Website: www.latimmetal.com  
Date: 6th August, 2016

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying

- voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before 24th September, 2016.
  5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
  6. 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.
  7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
  8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
  9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2016 to 24.09.2016 (both days inclusive).
  11. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Satellite Corporate Services Pvt. Ltd. quoting their folio and reference no. Members are also requested to send their email address to the Company's Registrar.
  12. As stipulated under Chapter V of SEBI (Listing Obligations and Disclosure Requirements), 2015, and the Listing Agreement with the Stock Exchanges in India a profile and brief resume of the directors seeking reappointment, their memberships/ chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Directors Report which forms part of the Annual Report.
  13. 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 Company.
  14. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
    1. Change in their residential status on return to India for permanent settlement.
    2. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  15. Shareholders who are still holding physical share certificate(s) are advised to Dematerialize their shareholding to avail the benefits of Dematerialization.
  16. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
  17. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.latimmetal.com](http://www.latimmetal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [accounts@drillcometal.com](mailto:accounts@drillcometal.com).

## 18. Voting through electronic means.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has signed an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

## I. The instructions for shareholders voting electronically are as under:

## A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:-

- (i) Open email and open PDF file viz; "La Tim e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Click on the EVEN for "LA TIM METAL & INDUSTRIES LIMITED" on which you choose to vote.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 [hiteshkotharics@gmail.com](mailto:hiteshkotharics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

(i) Initial password will be provided at the bottom of the Attendance Slip for the AGM

EVEN	User ID	Password

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as described above, to cast vote.

(iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-Voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

(iv) If you are already registered with NSDL for 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 email id in the user profile details of the folio which may be used for sending future communication(s).

19. The e-voting period commences on 21st September, 2016 (9:00 am) and ends on 23rd September, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. If Shareholders of the Company has not casted their vote electronically, may cast their vote at the AGM.

20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2016.



21. If a Member casts votes by e-voting and at the AGM also, then vote cast through e-voting shall prevail and vote cast at the AGM shall be treated as invalid. The members who have cast their vote by e-voting or at the AGM also form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
22. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
23. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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).
24. M/s. Kothari H. & associates, company secretaries have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions set out in the Notice of Annual General Meeting, allow voting for the Members who are present at the AGM but have not cast their votes by availing the e-voting facility.
26. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same .
27. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.latimmetal.com](http://www.latimmetal.com) and on the website of NSDL within two days of the passing of resolutions at the 40th AGM of the Company on 24th September, 2016, and communicated to the BSE Ltd. within the prescribed period.
28. Investor Grievance Redressal:-The Company has designated an exclusive e-mail id [accounts@drillcometal.com](mailto:accounts@drillcometal.com) to enable investors to register their complaints, if any.

For Latim Metal & Industries Limited

Sd/-

Rishika Gurudatta  
Company Secretary

**Registered Office:**

201, Navkar Plaza, Bajaj Road,  
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E-mail:[account@latimmetal.com](mailto:account@latimmetal.com),  
Website: [www.latimmetal.com](http://www.latimmetal.com)  
Date: 6th August, 2016

### ANNEXURE TO THE NOTICE

Particulars with regard to the Appointment / Re-appointment of Directors pursuant to Standard 1.2.5. of the Secretarial Standard -2 issued by The Institute of Company Secretaries of India (ICSI) at forthcoming AGM

Name of the Director	Kartik Timbadia
Director Identification Number (DIN)	00473057
Date of Birth	24th November 1952
Nationality	Indian
Date of Appointment on Board	10th May 2010
Qualification	Commerce Graduate
Shareholding in Company	140210
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	He holds directorship in other 3 Companies:- <ol style="list-style-type: none"> <li>1. M/s. La Tim Lifestyle &amp; Resorts Limited</li> <li>2. M/s. Saj Hotels Pvt. Ltd.</li> <li>3. M/s. Latim Sourcing (India) Pvt. Ltd.</li> </ol>
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

Name of the Director	Karuna Mehul Desai
Director Identification Number (DIN)	07584734
Date of Birth	29th September 1964
Nationality	Indian
Date of Appointment on Board	6th August 2016
Qualification	Arts Graduate
Shareholding in Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil



**ITEM 4:- EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The Board of Directors appoints Mrs. Karuna Desai as an Additional Independent Director of the Company and also as an Independent Director of the Company w.e.f 6th August, 2016. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mrs. Karuna Desai shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of upto 5 years. The Company has received notice under section 160 of the Companies Act, 2013 from Mrs. Karuna Desai signifying his candidature as an Independent Director of the Company.

A brief profile of Mrs. Karuna Desai including nature of her expertise is provided in the Annexure to this notice.

Mrs. Karuna Desai is an Arts Graduate from Mumbai University .She is working with Airline Industry and has a total experience of Thirty years in this Industry. She is married to Mr. Mehul Desai who is a Chartered Accountant. She is also keenly interested in cultural activities.

The Company received a declaration of independence from Mrs. Karuna Desai. In the opinion of the Board Mrs. Karuna Desai fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for

inspection at registered office of the Company during business hours on any working days and is also available on the website of the Company.

A copy of draft letter of appointment of Mrs. Karuna Desai, as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days between 10.00 a.m. to 6.00 p.m. till the date of the Meeting.

The Notice and this statement may also be regarded as disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mrs. Karuna Desai is, any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**For Latim Metal & Industries Limited**

**Sd/-**

**Rishika Gurudatta  
Company Secretary**

**Registered Office:**

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E-mail:account@latimmetal.com,  
Website: www.latimmetal.com  
Date: 6th August, 2016



## LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400 056  
CIN - L99999MH1974PLC017951 Website: - www.latimmetal.com Tel No. +91-22-26202299

### ATTENDANCE SLIP

Please Fill attendance slip and hand it over at the Entrance of the Meeting Hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Folio No.	
Client Id*	No. of Shares	
Name of the Shareholder Address of the Shareholder		

I hereby record my presence at the 40th Annual General Meeting of the Company held on Saturday, 24th September, 2016 at 11 a.m. at 301, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400056.

Signature of Shareholder / proxy \_\_\_\_\_

EVEN	User ID	Password

\*Applicable for investors holding shares in electronic form.





## LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400 056  
CIN - L99999MH1974PLC017951 Website: - www.latimmetal.com Tel No. +91-22-26202299

### PROXY FORM

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

Name of the member(s) :		Email-id :	
Registered address :		Folio No. / *Client id :	
		*DP id :	

I / We being the member(s) of \_\_\_\_\_ shares of **La tim Metal & Industries Limited** hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 40th Annual General Meeting of the Company, to be held on Saturday, 24th September, 2016 at 11a.m. at 301, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400056 and at any adjournments thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
1.	Consideration and adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Kartik Timbadia who retires by rotation at this AGM		
3.	To ratify the Appointment of Auditors and fixation of their remuneration		
4.	Regularize the appointment of Mrs. Karuna Desai, who was appointed as an additional director of the Company.		

\*Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016 \_\_\_\_\_

Signature of shareholder \_\_\_\_\_

Signature of first proxy holder \_\_\_\_\_

Signature of Second proxy holder \_\_\_\_\_

Signature of third proxy holder \_\_\_\_\_

Affix 15 paise Revenue Stamp
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#### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.
4. \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.