

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

July 14th, 2017

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 34th Annual General Meeting of Nitin Castings Ltd. for the Financial Year 2016-17, Intimation of Book Closure dates and e-voting.

Notice is hereby given that the 34th 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 **Tuesday, the 8th August 2017 at 1.00 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 **1st August, 2017 to 8th August, 2017 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



Akshaykumar Rao
Company Secretary & Compliance Officer
Encl : a/a



NOTICE

Notice is hereby given that the **Thirty Fourth 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 **Tuesday, the 8th day of August, 2017 at 1.00 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 31st March, 2017** together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of **Re. 1/-** per equity share for the year ended 31st March, 2017.
3. To appoint a Director in place of **Mr. Shyamlal Agarwal** (DIN: 00347757) who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ratification of Appointment of Auditors,**

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

“RESOLVED THAT, pursuant to proviso to Section 139(8) of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for time being in force, the Company hereby ratifies the appointment of **M/s. Sandeep Rathi & Associates, Chartered Accountant, Mumbai, (FRN # 113728W)** as the Statutory Auditors of the Company, appointed till the year 2019-20, to hold the office from the conclusion of the this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the Financial year 2017-18 on such remuneration as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. **Regularization of Appointment of Additional Director, Mr. Ravi Nevatia :**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Ravi Nevatia, who was appointed as an Additional Director with effect from 1st November, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 89 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT he shall not be liable to retire by rotation.”

6. **Appointment of Executive Chairman and Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors

(hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of **Mr. Nitin Kedia** as Chairman and Managing Director of the Company for a period of five years with effect from May 27, 2017, on the terms and conditions set out by the management.

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Akshaykumar Rao
Company Secretary

Thane, 10th day of June, 2017

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

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 6 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, 5 and 6 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. 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.

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 01st August, 2017 to 08th August, 2017 both days inclusive for the purpose of final dividend for the financial year ended 31st March, 2017 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 01st August, 2017. The final dividend is Re. 1/- 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 2016-17 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 2016-17 are being sent by the permitted mode.

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
(As required to be furnished under Regulations 36(3) of SEBI (LODR) Regulations 2015):**

Particulars	Mr. Shyamlal Agarwal	Mr. Nitin Kedia	Mr. Ravi Nevatia
Date of Birth	13/02/1950	17/12/1960	25/12/1962
Date of Appointment	16/06/2003	10/11/2008	01/11/2016
Qualifications	Graduate (B.com)	B.E (Mechanical)	Chartered Accountant
Expertise in specific functional area	Commercial	Technical	Finance & Accounts
Shareholding in the Company	Nil	2,75,111	Nil
Directorships held in other bodies corporate as on 31st March 2017	Nil	1. Kedia Construction Company Limited 2. Kisan Phosphates Private Limited 3. Rajshila Fertilisers Private Limited 4. Rajshila Construction Private Limited 5. Moonlink Tradcomm Private Limited 6. Rajshila Mercantile Private Limited 7. Rajshila Realtors Private Limited	1. Western India Shipyard Limited 2. Kedia Construction Company Limited 3. ABG Shipyard Ltd 4. Kirti Investments Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	-	Memberships - a) Stake Holder Relationship Committee - i) Kedia Construction Company Ltd.	Memberships - a) Audit Committee - (i) Kirti Investments Ltd. Chairmanships a) Audit Committee - i) Kirti Investments Ltd
Relationship with other Directors and Key Managerial Personnel	NA	Father of Mr. Nipun Kedia – Executive Director	NA
Number of Board Meetings Attended during the year.	8	8	2
Remuneration Drawn	₹4,80,000/-	₹42,01,200/-	₹50,000/-

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.

Annexure to the Notice dated **10th day of June, 2017**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (ACT)

In respect of Item No. 5

Mr. Ravi Nevatia was appointed as an Additional Director w.e.f. November 1, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 89 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Ravi Nevatia candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 for a term of upto five years and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Ravi Nevatia on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

The Company has received a declaration of independence from Mr. Ravi Nevatia. In the opinion of the Board, Mr. Ravi Nevatia fulfills the condition specified in the Companies Act, 2013 for appointment as Independent Director of the Company.

None of the Directors, except Mr. Ravi Nevatia and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

In respect of Item No. 6

Mr. Nitin Kedia was first inducted to the Board at the Board Meeting held on 10th November, 2008. He was appointed as Executive Director. Mr. Nitin Kedia is a B.E Mechanical by qualification. He has to his credit nearly 30 years of industrial experience. He is largely responsible for the efficient operations of the Company and its excellent financial performance. At this crucial juncture, the continued services of Mr. Nitin Kedia are considered essential for successful execution of the business operations and achieve smooth functioning thereafter. It is also essential for the Company to have his continued services for its future growth. The Board of Directors, at their Meeting held on May 27, 2017 considered and decided to entrust Mr. Nitin Kedia with increased role and responsibility by elevating him as Chairman and Managing Director of the Company. Accordingly Mr. Nirmal Kedia shall cease to be the Chairman of the Company but would continue as the Executive Director of the Company. The term of his appointment as Managing Director will be for a period of Five years from May 27, 2017 to May 26, 2022.

The remuneration package for Mr. Nitin Kedia as determined by the Remuneration Committee of the Board and approved by the Board of Directors at the Board Meeting held on May 27, 2017 is forming part of the Resolution under Item 6 of the Agenda for this Meeting. Mr. Nitin Kedia's appointment as Director on the Board of the Company was on the basis of his being liable to retire by rotation. He will continue to be the Director of the Company till his turn comes for retirement by rotation. He is eligible to seek reelection at the Annual General Meeting in which he retires by rotation.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. Nitin Kedia as Chairman and Managing Director of the Company. The Board recommend the resolution as set out in item no. 6 for approval of the members as an ordinary resolution. A copy of the Board Resolution and the appointment letter issued to Mr. Nitin Kedia, Chairman and Managing Director will be available for inspection between 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday) at the Corporate Office of the Company.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

None of the directors of the Company except Mr. Nitin Kedia is concerned or interested in the proposed resolution.

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Akshaykumar Rao
Company Secretary

Thane, 10th day of June, 2017

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 34th Annual General Meeting to be held on Tuesday, August 08, 2017, at 1:00 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 04th August, 2017 at 10.00 a.m. and ends on 07th August, 2017 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 01st August, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

- i) Open email and open PDF file viz; "remote 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) Select “EVEN” of “NITIN CASTINGS LIMITED.”

Now you are ready for e-voting as Cast Vote page opens. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted 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 with a copy marked to evoting@nsdl.co.in

b) 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.

EVEN (Remote e-voting Event Number)	User ID	Password/PIN
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- ii) Please follow all steps from Sl. No. (iii) to Sl. No.(xiii) 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 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 **1st August, 2017**.
- 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. 01st August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 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, under help section or write an email to evoting@nsdl.co.in.

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Thane, 10th day of June, 2017

Akshaykumar Rao
Company Secretary

Registered Office

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3,
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