



# INVESTMENT & PRECISION CASTINGS LTD

You Design, We Cast

Corporate Identification No. (CIN) :  
L27100GJ1975PLC002692

REGD. OFFICE  
& WORKS  
TELEPHONE  
FAX  
E-MAIL  
WEBSITE

NARI ROAD, BHAVNAGAR  
GUJARAT, INDIA 364 006  
(91) (278) 252 3300 to 04  
(91) (278) 252 3500 to 02  
direct1@ipcl.in  
www.ipcl.in

ISO 9001 : 2008  
TS 16949 : 2009  
ISO 14001 : 2004  
EN 9100 : 2009  
OHSAS 18001 : 2007  
Certified Company

AC2914-AIII

July 12, 2018

**The GENERAL MANAGER**  
**DEPARTMENT OF CORPORATE SERVICES**  
The Bombay Stock Exchange Limited  
1st Floor, New Trading Ring  
Rotunda Building  
P. J. Tower, Dalal Street  
Fort, Mumbai 400 001.

Dear sir,

**Sub: Submission of NOTICE alongwith relevant annexures for 43rd Annual General Meeting of the members of the Company to be held on Thursday, August 9, 2018, at 16.30 Hrs. at Hotel Sarovar Portico, Parijat Banquet Hall, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002**

**Ref: Scrip Code No. 504786**

With reference to the above, we submit herewith NOTICE alongwith relevant annexures for 43<sup>rd</sup> Annual General Meeting of the members of the Company to be held on Thursday, August 9, 2018, at 16.30 Hrs. at Hotel Sarovar Portico, Parijat Banquet Hall, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002 duly certified and signed by the Chairman & Managing Director of the Company.

Please take the above information on record.

INVESTMENT & PRECISION CASTINGS LTD

(Girish V. Shah)  
CHIEF FINANCIAL OFFICER

Encl: As above.

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-THIRD ANNUAL GENERAL MEETING OF INVESTMENT & PRECISION CASTINGS LIMITED WILL BE HELD ON THURSDAY, 9<sup>TH</sup> AUGUST 2018, AT HOTEL SAROVAR PORTICO, PARIJAT BANQUET HALL, ISCON MEGA CITY, OPP. VICTORIA PARK, BHAVNAGAR GUJARAT INDIA 364 002, AT 1630 HOURS, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:
    - a. **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
    - b. **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To declare Dividend for the Financial Year 2017-2018.
3. To appoint a Director in place of Smt. Vishakha P. Tamboli (DIN 06600319) who retires by rotation, and being eligible, offers herself for re-appointment.
4. Appointment and Payment of Remuneration to the Cost Auditors:

To appoint Cost Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED that** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby appoint M/s. Parmaar Rajani & Associates, Cost Accountants (FRN 000414) Bhavnagar, as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2018-2019, at a remuneration of Rs. 35,000/- plus GST as applicable and actual out-of-pocket expenses payable to M/s. Parmaar Rajani & Associates, Cost Accountants (FRN 000414) Bhavnagar.

*P.P. Arora*





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## 5. Ratification of appointment of Statutory Auditors:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 139 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, the Company hereby ratifies the appointment of M/s. P A R K & Company, (Firm Registration No. 116825W), Chartered Accountants, Bhavnagar, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the forty-fourth AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

## SPECIAL BUSINESS:

6. To consider re-appointment of Shri Piyush I. Tamboli (DIN 00146033) as Chairman and Managing Director of the Company for a further period of five years effective from 1.6.2018 and in this regard to consider and if thought fit, to pass, with or without modifications(s) the following resolutions as **SPECIAL RESOLUTIONS:**

**"RESOLVED THAT** pursuant to sections 196, 197, 198 and 203 and all other applicable provisions, if any, and Chapter XIII of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, the Company hereby accords its approval to the re-appointment of Shri Piyush I. Tamboli as Chairman & Managing Director of the company for a further period of five years effective from 1.6.2018 at the remuneration and upon such terms and conditions as contained in the agreement to be entered into between the Company and Shri Piyush I. Tamboli, a draft whereof initialled by the Chairman of the meeting for the purpose of identification is placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter and vary the aforesaid remuneration payable to Whole Time Director of the Company so long as the same is in conformity with the aforesaid provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Shri Girish C. Shah and Shri Akshay R. Shah, Directors of the Company be and are hereby authorised severally to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company with Shri Piyush I. Tamboli and the common seal of the Company be affixed on the said agreement in the presence of any one of the above named Directors."

**RESOLVED FURTHER THAT** Shri Girish C. Shah and Shri Akshay R. Shah, Directors of the Company be and are hereby authorised severally to sign on behalf of the Company, necessary documents/forms to be filed with the Registrar of Companies, Ahmedabad concerning the aforesaid re-appointment of Shri Piyush I. Tamboli as Whole Time Director on the Board of Directors of the Company".

**RESOLVED FURTHER THAT** a copy of the forgoing resolutions duly certified by any one of the above named Directors Shri Girish C. Shah and Shri Akshay R. Shah, be furnished to relevant statutory authorities as may be required at a future date".

*P.P. Qareem*





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7. Appointment of Shri B. Pratpakumar as an Additional Director and Whole Time Director with the title "Assistant Vice President Operations "AVPOP" for a period of five years effective from 24 May 2018 and in this regard to consider and if thought fit, to pass, with or without modifications(s) the following resolutions as **SPECIAL RESOLUTIONS**:

**"RESOLVED THAT** Shri B. Pratapkumar be and is hereby appointed as Additional Director and Whole Time Director with the title "Assistant Vice President (Operations) AVPOP" of the Company effective from May 24, 2018.

**"FURTHER RESOLVED THAT** pursuant to sections 196, 197, 198 and 203 and all other applicable provisions, if any, and Chapter XIII of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, the Company hereby accords its approval to the appointment of Shri B. Pratapkumar as Additional Director and Whole Time Director with the title "Assistant Vice President (Operations) AVPOP" of the company for a period of five years effective from 24.5.2018 at the remuneration and upon such terms and conditions as contained in the agreement to be entered into between the Company and Shri B. Pratapkumar, a draft whereof initialled by the Chairman of the meeting for the purpose of identification is placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** Shri Piyush I. Tamboli, Chairman and Managing Director of the Company be and is hereby authorized on behalf of the Board of Directors to alter and vary the aforesaid remuneration payable to Whole Time Director of the Company so long as the same is in conformity with the aforesaid provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Shri Piyush I. Tamboli and Shri Akshay R. Shah Directors of the Company be and are hereby authorised severally to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company with Shri B. Pratapkumar and the common seal of the Company be affixed on the said agreement in the presence of any one of the above named Directors."

**RESOLVED FURTHER THAT** Shri Piyush I. Tamboli and Shri Akshay R. Shah Directors of the Company be and are hereby authorised severally to sign on behalf of the Company, necessary documents/forms to be filed with the Registrar of Companies, Ahmadabad concerning the aforesaid appointment of Shri B. Pratapkumar as Whole Time Director on the Board of Directors of the Company".

**RESOLVED FURTHER THAT** a copy of the forgoing resolutions duly certified by any one of the above named Directors Shri Piyush I. Tamboli and Shri Akshay R. Shah, be furnished to relevant statutory authorities as may be required at a future date".

8. Approval of sponsorship to Shri J P Tamboli's expense of Education, of the MBA Programme, representing the college tuition fee, boarding & lodging thereof, medical, insurance, books and travelling expenses and in this regard to consider and if thought fit, to pass, with or without modifications(s) the following resolutions as **ORDINARY RESOLUTIONS**:

**"RESOLVED THAT** pursuant to provision of section 188 (1) (f) of the Companies Act, 2013, and rules made there under read with the MCA circular dated 24 August 2014 and also read with the Regulation 23 of the SEBI (LODR), Regulation, 2015, and pursuant to omnibus approval of the audit committee, the Company hereby accords its approval to sponsor Shri J P Tamboli's (son of Piyush Indulal Tamboli, Chairman and Managing Director of the Company) expenses of education, of the MBA Programme, representing the College Tuition Fee, Boarding & Lodging

P. P. Tamboli





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thereof, Medical, Insurance, Books and Travelling Expenses up to Rs. 75.00 lacs per annum for a period of 2 years."

**FURTHER RESOLVED THAT** the same be incurred by the Company for Shri J P Tamboli's education provided Shri J P Tamboli returns back to the company within a period of five years from the date of approval at this annual general meeting failing which Shri J P Tamboli shall return the same back to the Company.

**FURTHER RESOLVED THAT** any of the Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such bond, agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

Registered Office:  
Nari Road, Bhavnagar  
Gujarat 364 006, India  
Dated: May 24, 2018  
CIN: L27100GJ1975PLC002692  
E-mail: [direct1@ipcl.in](mailto:direct1@ipcl.in) [investor@ipcl.in](mailto:investor@ipcl.in)

BY ORDER OF BOARD OF DIRECTORS  
**Piyush I. Tamboli**  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00146033

## NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies/ bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
- 2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.**
- 4. Copies of all documents referred to in the Notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the meeting of the Company.**

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5. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the meeting.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Ltd. the RTA to the Company.
8. The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the aforesaid venue of the meeting.
9. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the **43<sup>rd</sup> Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the **43<sup>rd</sup> Annual General Meeting (AGM)** ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the **43<sup>rd</sup> Annual General Meeting (AGM)** and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the **43<sup>rd</sup> Annual General Meeting (AGM)** may also attend the **43<sup>rd</sup> Annual General Meeting (AGM)** but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on **6<sup>th</sup> August, 2018 MONDAY (9:00 am)** and ends on **8<sup>th</sup> August 2018 WEDNESDAY (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **2<sup>nd</sup> August, THURSDAY**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

*P. S. Sreenivas*





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V. The process and manner for remote e-voting are as under:

### How do I vote electronically using NSDL e-Voting system?

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.

Details on Step 1 is mentioned below:

### How to Log-in to 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*****.

P. P. Sareen





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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.

*P. P. Saew*







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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.

*PPS*





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## General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [welcome2pcs@gmail.com](mailto:welcome2pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- 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 **2<sup>nd</sup> August 2018, THURSDAY**.
- 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. **2<sup>nd</sup> August 2018, THURSDAY**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or **INVESTMENT & PRECISION CASTINGS LTD., BHAVNAGAR / RTA, MCS SHARE TRANSFER AGENT LTD., AHMEDABAD**.
- VIII. A member may participate in the **43<sup>rd</sup> Annual General Meeting (AGM)** even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the **43<sup>rd</sup> Annual General Meeting (AGM)**.
- IX. 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 **43<sup>rd</sup> Annual General Meeting (AGM)** through ballot paper.
- X. CS Alpesh Dhandhlya of M/s. Alpesh Dhandhlya & Associates, Company Secretaries, Ahmedabad has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the **43<sup>rd</sup> Annual General Meeting (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 "**Poling Paper**" for all those members who are present at the **43<sup>rd</sup> Annual General Meeting (AGM)** but have not cast their votes by availing the remote e-voting facility.

*P.P. Pareek*





SINCE : 1975

# INVESTMENT & PRECISION CASTINGS LTD

You Design, We Cast

Corporate Identification No. (CIN) : L27100GJ1975PLC002692

REGD. OFFICE & WORKS : NARI ROAD, BHAVNAGAR GUJARAT, INDIA 364 006

TELEPHONE : (91) (278) 252 3300 to 04

FAX : (91) (278) 252 3500 to 02

E-MAIL : direct1@ipcl.in

WEBSITE : www.ipcl.in

ISO 9001 : 2008  
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 OHSAS 18001 : 2007  
 Certified Company

- XII. 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 three days of the conclusion of the **43<sup>rd</sup> Annual General Meeting (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.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ipcl.in](http://www.ipcl.in) 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, Mumbai.
10. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.
- 11 In case of the members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the members, the Chairman of the Company may order a poll on his own motion or on demand at the meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- 12 **Register of Members shall remain closed from 3.8.2018 (FRIDAY) to 9.8.2018 (THURSDAY), both days inclusive.**
- 13 Members desiring any information pursuant to an item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the meeting, to enable the Management to keep the information available at the meeting.
- 14 Members holding shares in dematerialised form are requested to bring their Client ID and DPID numbers and photo identity for easy identification of attendance at the meeting.
- 15 Under the provisions of Section 205-C of the Companies Act, 1956, dividends remaining unpaid/unclaimed for a period over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The members may write to the Company for claiming the amount if any, relating to following years before it is transferred to the IEPF.

Financial year Ended	Date of Declaration of dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP fund
2010-2011	12.8.2011	11.8.2018	11.9.2018
2011-2012	04.8.2012	03.8.2019	03.9.2019
2012-2013	07.8.2013	06.8.2020	06.9.2020
2013-2014	07.8.2014	06.8.2021	06.9.2021
2014-2015	11.8.2015	10.8.2022	10.9.2022
2015-2016	26.7.2016	25.7.2023	25.8.2023
2016-2017	11.7.2017	10.7.2024	10.8.2024

*P.P. P...*





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- 16 Dividend, if sanctioned at the meeting, will be payable to the members whose names appear on the Company's Register of Members on the **Record Date 2.8.2018 (THURSDAY)** and to those members who hold the shares in dematerialised form as per the record of Depositories, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), as on the close of the **2.8.2018 (THURSDAY)** before start of **Book Closure date from 3.8.2018 (FRIDAY) to 9.8.2018 (THURSDAY) both days inclusive.**
- 17 Members holding shares in dematerialised form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 18 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 Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Ltd. 201, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat 380 009. TELEPHONES: 079 26580461 to 63, E-MAIL: [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)
- 19 Payment of Dividend through Electronic Clearing Service (ECS) facility: Reserve Bank of India's Electronic Clearance Service (ECS) Facility provides investors an option to collect dividend directly through their bank accounts rather than receiving the same through post.  
  
The Company has already started making payment of Dividend to the members through the said Electronic Clearing Service (ECS) facility since F. Y. 2006-2007. Investors holding shares in physical form may send their ECS Mandate Form duly filled in, to the Company, R&TA. ECS Mandate Form is enclosed (Annexure A) for immediate use of investors. However, if shares are held in dematerialised form, ECS mandate has to be sent to the concerned Depository Participant (DP) directly in the format prescribed by the DP.
- 20 Members are requested to take note that copy of annual report will be sent to them as per their e-mail address registered with the R&TA of the Company.

Registered Office:  
Nari Road, Bhavnagar  
Gujarat 364 006, India  
Dated: May 24, 2018  
CIN: L27100GJ1975PLC002692  
E-mail: [direct1@ipcl.in](mailto:direct1@ipcl.in) [investor@ipcl.in](mailto:investor@ipcl.in)

BY ORDER OF BOARD OF DIRECTORS  
**Piyush I. Tamboli**  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00146033

*P. I. Tamboli*





SINCE : 1975

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## Annexure to the Notice pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following statement sets out all material facts relating the Special Business mentioned in the accompanying Notice:

### Item No. 6:

Shri Piyush I. Tamboli is proposed to be re-appointed for a further period of five years effective from 1.6.2018 as the Chairman and Managing Director according to the provisions of sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013

The material terms of re-appointment and remuneration payable upon receipt of approval of the members are as follows:

- |     |                          |  |
|-----|--------------------------|--|
| 1.0 | Period of re-appointment | : Five years effective from 1.6.2018   |
| 2.0 | Nature of Duties         | : As assigned by the Board Of Directors from time to time.   |
| 2.1 | Title                    | : CHAIRMAN & MANAGING DIRECTOR   |
| 3.0 | Remuneration:            |  |
| 3.1 | Salary                   | : Rs. 8,00,000/- per month in the scale of Rs. 8,00,000/-50,000/-10,50,000/-with the future increments due on 1st April every year thereafter. |
| 3.2 | House Rent Allowance     | : Rs. 1,00,000/- per month.  |
| 3.3 | Commission               | : 3 % on Company's net profit.   |
| 3.4 | Perquisites and Benefits | : In addition to the salary and commission, perquisites in respect of the following will be allowed.   |

### CATEGORY A:

- |     |                             |   |
|-----|-----------------------------|---|
| I   | Conveyance allowance        | : Rs. 50,000/-- per month towards expenses incurred on conveyance in relation to Company's work.  |
| li  | Special Allowance           | : Rs. 50,000/- per month.   |
| li  | Medical Reimbursement       | : Reimbursement of medical expenses for self and family at actual as per Company's rules. (One month salary per annum i.e. 8.33 %)              |
| lii | Leave Travel Concession     | : As applicable to other Executives of the Company. (one month salary per year plus 50% of one month salary per year towards holiday allowance) |
| Iv  | Personal Accident Insurance | : Premium not exceeding Rs. 4,000/- per annum.  |

*P P Tamboli*





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For the purpose of this part, family means spouse, dependent children and parents.

## CATEGORY B:

- I Provident Fund : As applicable to other Executives of the Company. (12 % of salary per year)
- ii Gratuity Fund : As applicable to other Executives of the Company.
- lii Superannuation Fund : As applicable to other Executives of the Company (15 % of annual salary).

## CATEGORY C:

Telephone at residence will be provided. Personal long distance calls on telephone shall be billed by the Company.

## OTHER ALLOWANCES & BENEFITS:

This will be as applicable to Senior Executives of the Company.

Personal Allowance/Personal Travel: one month salary per year.

Shri Piyush I. Tamboli, and Smt. Vishakha P. Tamboli, wife of Shri Piyush I. Tamboli being interested and concerned in the above resolutions as it relates to the re-appointment of Shri Piyush I. Tamboli as the Chairman and Managing Director of the Company.

None of the other Directors present is interested in the aforesaid matter.

This explanatory statement is and should be treated as an abstracts of the agreement under the section(s) as applicable of the Companies Act, 2013, to be entered into between the Company and the Chairman and Managing Director, Shri Piyuh I Tamboli.

## **Item No. 7:**

Appointment of Shri B. Pratpakumar as an Additional Director and Whole Time Director with the title "Assistant Vice President Operations "AVPOP" for a period of five years effective from 24 May 2018.

Shri B. Pratapakumar's appointment as an additional director is up to the conclusion of this annual general meeting.

It is proposed to further re-appoint Shri B. Pratapakumar as Director of the Company and also proposed to appoint Shri B. Pratapakumar as Whole Time Director with the title "Assistant Vice President Operations "AVPOP" for a period of five years effective from 24 May 2018.

Shri B. Pratapakumar being interested and concerned in the above resolutions as it relates to his appointment as the Whole Time Director of the Company. None of the other Directors present is interested in the aforesaid matter.

*PPS*





SINCE : 1975

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## Item No. 8:

Approval of sponsorship to Shri J P Tamboli's expense of Education of the MBA Programme, representing the college tuition fee, boarding & lodging thereof, medical, insurance, books and travelling expenses:

This item relates to the matter of sponsorship of Shri J P Tamboli's (Son of Chairman and Managing Director Shri Piyush I. Tamboli and Director Smt. Vishakha P. Tamboli) expense of education of the MBA Programme, representing the College Tuition Fee, Boarding & Lodging thereof, Medical, Insurance, Books and Travelling Expenses. The Board is of the opinion that this transaction will not involve section 185 of the Companies Act, 2013 because this is not in the nature of the loan to Director or other interested persons. The nature and purpose of transaction is completely different therefore the ambit of the section 185 will not attract here. Moreover, purpose of the section 185 is also not violated because the transaction is in turn benefited to the Company.

Therefore, sponsoring the education to the Director's Son would attract the section 188(1)(f) of the Companies Act, 2013 which inter alia attracts the related party transactions which is also governed by the Regulation 23 of the SEBI (LODR), Regulation, 2015 and therefore is proposed for the approval of the Members in this General Meeting.

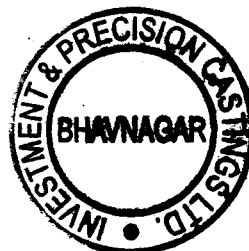
Shri Piyush I. Tamboli, and Smt. Vishakha P. Tamboli, being interested and concerned in the above resolutions as it relates to the sponsorship of their son's, Shri Jainam P. Tamboli's expense of education as aforesaid.

None of the other Directors present is interested in the aforesaid matter.

Registered Office:  
Nari Road, Bhavnagar  
Gujarat 364 006, India  
Dated: May 24, 2018  
CIN: L27100GJ1975PLC002692  
E-mail: [direct1@ipcl.in](mailto:direct1@ipcl.in) [investor@ipcl.in](mailto:investor@ipcl.in)

BY ORDER OF BOARD OF DIRECTORS  
**Piyush I. Tamboli**  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00146033

*P. P. Tamboli*





SINCE : 1975

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## INVESTMENT & PRECISION CASTINGS LIMITED

Reg. Office: Nari Road, Bhavnagar, Gujarat, India 364 006.

CIN: L27100GJ1975PLC002692

### 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 Meeting

DP ID*		Folio No.	
Client ID*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the 43<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held on Thursday, 9<sup>th</sup> August, 2018 at 4.30 p.m. at AT HOTEL SAROVAR PORTICO PARIJAT BANQUET HALL, ISCON MEGA CITY, OPP. VICTORIA PARK, BHAVNAGAR GUJARAT INDIA 364 002

\* Applicable for investors holding shares in electronic form

*PS P...*



Signature of Shareholder / Proxy



Form No. MGT-12  
 Ballot Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of  
 the Companies (Management and Administration) Rules, 2014]

Name of the Company	: INVESTMENT & PRECISION CASTINGS LTD (CIN: L27100GJ1975PLC002692)
Registered office	: Nari Road, Bhavnagar, Gujarat 364 006.

**POLL PAPER**

S No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. Applicable to investors holding shares in dematerialized form)	
4	Class of Share	EQUITY SHARE

I hereby exercise my vote in respect of Ordinary resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1(a)	Ordinary Resolution for approval of Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.			
1(b)	Ordinary Resolution for approval of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.			
2	Ordinary Resolution for declaration of Dividend for the Financial Year 2017-2018.			
3	Ordinary Resolution for re-appointment of Director Smt. Vishakha P. Tamboli(DIN 06600319)			
4	Ordinary Resolution for appointment of Cost Auditors			
5	Ordinary Resolution for Ratification of appointment of Statutory Auditors			
6	Special Resolution for re-appointment of Shri Piyush I. Tamboli (DIN 00146033) as Chairman and Managing Director of the Company for a further period of five years effective from 1.6.2018			
7	Special Resolution for appointment of Shri B. Pratpakumar as an Additional Director and Whole Time Director with the title "Assistant Vice President Operations "AVPOP" for a period of five years effective from 24 May 2018			
8	Ordinary Resolution for Approval of sponsorship to Shri J P Tamboli's expense of Education, of the MBA Programme, representing the college tuition fee, boarding & lodging thereof, medical, insurance, books and travelling expenses			

Place: Bhavnagar  
 Date: 9.8.2018

*P.P. Tamboli*



(Signature of the shareholder / proxy)

(P.T.O. for instruction for use of Poll Paper)

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Instructions for use of Ballot Paper at 43rd AGM to be held on 9.8.2018 in Bhavnagar

1. This Poll paper is for the Members who have not voted through e-voting facility. A member can opt for only one mode of voting i.e. either through e-voting or by Poll paper. If a Member casts votes in both the modes, then vote cast through e-voting shall prevail and poll paper shall be treated as invalid.
2. The vote should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent. Poll paper bearing tick marks in both the columns will be treated as invalid. Please do not use Pencil.
3. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/Depository. In case of joint holding, this form should be completed and signed by the first named member.
4. The voting rights of the Members shall be in proportion of the shares held by them in the paid-up equity share capital of the Company i.e. one share is equal to one vote. The Members are free to vote any number within their entitlement, in 'for' or 'against' any resolution by writing the number of votes.
5. There will be only one Polling Paper for every Folio/ DP ID & Client ID irrespective of the number of joint members.
6. Any cutting/overwriting on this poll paper should be signed by the shareholder/Proxy holder.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Poll paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the Poll paper and any other related matter shall be final.
9. The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast through Poll paper to declare the final result for each of the Resolutions enumerated above.
10. The Results shall be declared on or after the date of 43<sup>rd</sup> AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.ipcl.in](http://www.ipcl.in) within two days of passing of the resolutions at the 43<sup>rd</sup> AGM of the Company and communicated to BSE Limited.

P.P. Pareek





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## INVESTMENT & PRECISION CASTINGS LIMITED

Reg. Office: Nari Road, Bhavnagar, Gujarat, India 364 006.

CIN: L27100GJ1975PLC002692

### FORM OF PROXY (Form MGT-11)

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the Company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, 9<sup>th</sup> August, 2018 at 4.30 p.m. HOTEL SAROVAR PORTICO PARIJAT BANQUET HALL, ISCON MEGA CITY, OPP. VICTORIA PARK, BHAVNAGAR GUJARAT INDIA 364 002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
1(a)	Ordinary Resolution for approval of Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.		
1(b)	Ordinary Resolution for approval of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.		
2	Ordinary Resolution for declaration of Dividend for the Financial Year 2017-2018.		
3	Ordinary Resolution for re-appointment of Director Smt. Vishakha P. Tamboli(DIN 06600319)		
4	Ordinary Resolution for appointment of Cost Auditors		
5	Ordinary Resolution for Ratification of appointment of Statutory Auditors		
6	Special Resolution for re-appointment of Shri Piyush I. Tamboli (DIN 00146033) as Chairman and Managing Director of the Company for a further period of five years effective from 1.6.2018		

*P. P. Tamboli*





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Resolution No.	Resolution	Optional*	
		For	Against
7	Special Resolution for appointment of Shri B. Pratpakumar as an Additional Director and Whole Time Director with the title "Assistant Vice President Operations "AVPOP" for a period of five years effective from 24 May 2018		
8	Ordinary Resolution for Approval of sponsorship to Shri J P Tamboli's expense of Education, of the MBA Programme, representing the college tuition fee, boarding & lodging thereof, medical, insurance, books and travelling expenses		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

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

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue  
Stamp not less  
than Re. 0.15

**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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 42<sup>nd</sup> Annual General Meeting.
3. It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Proxy need not be a Member of the Company.
5. Please complete all details including details of member(s) in above box before submission.
6. The Company reserves the right to ask for identification of the Proxy.

*09/09/2018*

