



LATIM METAL & INDUSTRIES LTD.

(Formerly known as Drillco Metal Carbides Ltd.)

CIN : L99999MH1974PLC017951

Regd. Off. : 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400 056.

Tel : 26202299 / 26203434 Email : accounts@drillcometal.com Web : www.latimmetal.com
21st July, 2018

To,
The Secretary
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Notice of Annual General Meeting (“AGM”) of the Company
Ref: Scrip Code: 505693
Scrip ID: LATIMMETAL

Dear Sir/Madam,

Please find enclosed herewith Notice of AGM of the Company scheduled to be held on Monday, 13th August, 2018 at 11.30 a.m. at 401, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai 400056.

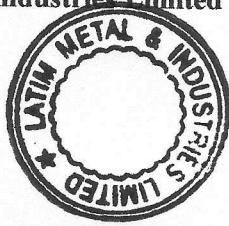
You are requested to kindly take a note of the same.

Thanking you,

Yours faithfully,

For La Tim Metal & Industries Limited

Mr. Rahul C. Patel
Company Secretary



Encl: as above

NOTICE

Notice is hereby given that the Forty Second Annual General Meeting of the Members of **LA TIM METAL & INDUSTRIES LIMITED** will be held at 401, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai-400056 on Monday, 13th August, 2018 at 11.30 a.m. to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March 2018 together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kartik M. Timbadia (DIN 00473057), who retires by rotation and being eligible, offers himself for reappointment.
3. Ratification of Appointment of Statutory Auditors 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Dhirubhai Shah & Doshi, Chartered Accountants, (FRN: 102511W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration and reimbursement of out of expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:-

4. Re-appointment of Mr. Ashok Kumar Deorah (DIN No. 00072919) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ashok Kumar Deorah (DIN No. 00072919), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further period of five years i.e. from April 1, 2019 to March 31,

2024, whose period of appointment shall not be liable to retire by rotation.

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

5. Re-appointment of Mr. Ramesh Khanna (DIN No. 00692373), as Director of the Company

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

RESOLVED THAT pursuant to the provisions of regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as and when applicable, the consent of the members be and is hereby accorded for continuing the Directorship of Mr. Ramesh Khanna (DIN 00692373), who has exceed the age of 75 years as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. Increase in Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to provisions of Section 61(1) (a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs) Preference shares of Rs. 10/- (Rupee Ten only) each to Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 95,00,000 (Ninety Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each and 5,00,000 (Five Lacs) Preference shares of Rs. 10/- (Rupee Ten only) each.

RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Mumbai, Maharashtra in order to give effect to the above resolution.”

7. Alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. “The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 95,00,000 (Ninety Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 9,50,00,000/- (Rupees Nine Crores Fifty Lacs) and 5,00,000 (Five Lacs) Preference shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 50,00,000/- (Rupees Fifty Lacs) with the right, privileges and condition attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the Shares in the capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges or condition as may be determined by or in accordance with the regulation of the company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Maharashtra, Mumbai in order to give effect to the above resolution.”

8. Approval for related party transaction under section 188 of the Companies Act, 2013 for Acquisition/ Purchase of land from the related parties.

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 188 of the Companies Act, 2013 and the rules and regulations read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and accordance with the Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any amendment/ re-enactment from the time being enforced) consent of the members of the company be and is hereby accorded to the Company for acquisition/ purchase of 960 Gunthas of Land at Nigudset Industrial Park Project at Village Nigudset, Taluka Tala, District Raigad in the State of Maharashtra for an aggregate value of Rs. 6,24,00,000; 332.34 Gunthas of Land at Hedvali Industrial Park Project at Village Hedvali, Taluka Sudhagad, District Raigad, in the State

of Maharashtra for an aggregate value of Rs. 3,98,80,800 and 251 Gunthas of Land at Ashre Industrial Park Project at Village Ashre, Taluka Sudhagad, District Raigad, in the State of Maharashtra for an aggregate value of Rs. 2,40,96,000 by discharging consideration payable to the Sellers partly by way of Cheque/ RTGS/ NEFT or any other permissible mode and partly by swapping of Equity Shares & CCPs as per Section 42, 62, 55 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and on other terms and conditions as set out under item no. 8 of the Explanatory Statement annexed to this notice and Agreement entered between the parties.

RESOLVED FURTHER THAT if the consideration payable to the Sellers for acquisition/ purchase of land is higher than the consideration as mentioned above, the Company will make the balance payment to the sellers by way of Cheque/ RTGS/ NEFT or any other permissible mode.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

9. Issue of Equity Shares and Compulsory Convertible Preference Shares (CCPs) on Preferential basis

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 42, 55, 62, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations, 2009”), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015 and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions

as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 23,88,055 (Twenty Three Lacs Eighty Eight Thousand and Fifty Five) Equity Shares of Face value Rs. 10/- (Rupees Ten only) at a premium of Rs. 25/- (Rupees Twenty Five only) to Promoter/ Promoter Group and Non Promoters aggregating to Rs. 8,35,81,925

and 2,49,000 (Two Lacs Forty Nine Thousand) Compulsory Convertible Preference Shares (“CCPSs”) of Face value Rs. 10/- (Rupees Ten only) at a premium of Rs. 25/- (Rupees Twenty Five only) to Promoter/ Promoter Group aggregating to Rs. 87,15,000, on preferential allotment basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 for consideration other than cash (“Non Cash Consideration”) in lieu of proposed assets to be acquired through an Agreement for discharging the consideration payable to the Sellers (Proposed Allottees) and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following Proposed Allottees as mentioned below:

| Sr. No. | Name of the Proposed Allottees | No. of Equity Shares proposed to be allotted | No. of CCPSs proposed to be allotted | Name of the Ultimate Beneficiaries/ Owners |
|---------|--------------------------------|--|--------------------------------------|--|
| | Promoter/ Promoter Group | | | |
| 1. | Almitra Timbadia | 2,75,714 | 1,70,000 | Almitra Timbadia |
| 2. | Parth Timbadia | 1,85,000 | 79,000 | Parth Timbadia |
| 3. | Karna Timbadia | 2,64,000 | 0 | Karna Timbadia |
| 4. | Jalpa K.Timbadia | 83,451 | 0 | Jalpa K.Timbadia |
| | Total (A) | 8,08,165 | 2,49,000 | |
| | Non Promoters | | | |
| 1. | Kashish Gupta | 3,12,000 | 0 | Kashish Gupta |
| 2. | Diksha Gupta | 3,12,000 | 0 | Diksha Gupta |
| 3. | Malu Gupta | 2,67,430 | 0 | Malu Gupta |
| 4. | Biharisaran Khandelwal | 6,88,460 | 0 | Biharisaran Khandelwal |
| | Total (B) | 15,79,890 | 0 | |
| | Grand Total (A) + (B) | 23,88,055 | 2,49,000 | |

RESOLVED FURTHER THAT:

- The Proposed Allottees shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 75 of the SEBI ICDR Regulations;
- The ‘Relevant Date’ under Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) for the purpose of pricing of the Equity Shares and pricing of the Equity Shares upon conversion of the CCPSs shall be 13th July, 2018 being the 30 days prior to 13th August, 2018 i.e. the date of this Annual General Meeting (“Relevant Date”) and the conversion price for the CCPSs has been arrived at on the basis of the said the Relevant Date, as required under the SEBI (ICDR) Regulations;
- Subject to the approval of all applicable regulatory authorities, as and when the Proposed Allottees exercises the option of conversion, in one or more tranches, which shall not be later than the period specified in Regulation 75 of the SEBI (ICDR) Regulations, each CCPSs shall be compulsorily convertible into 1 (one) Equity Share at a price of Rs. 35 per CCPSs (“CCPSs Conversion Price”), determined on the Relevant Date, as per and in accordance the SEBI (ICDR) Regulations.
- The Equity Shares and CCPSs shall be locked in from the date of trading approval granted by the stock exchange for such periods as prescribed in Regulation 78 of SEBI (ICDR) Regulations.
- The price of each resultant Equity Share shall be Rs. 35 per share; the price being not less than the price arrived in accordance SEBI (ICDR) Regulations.
- The CCPSs shall be eligible to dividend (if declared by Company);
- The terms of CCPSs do not confer to the Proposed Allottee any rights similar to that of the Equity shareholders of the Company unless converted into resultant Equity Shares.
- The CCPSs shall not carry voting rights.
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of CCPSs and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to compliance

with the Listing Regulations with the Stock Exchange, and applicable guidelines, notifications, rules and regulations in this regard and requisite shareholder and / or Proposed Allottees approval (if applicable).

- j. As per the SEBI (ICDR) Regulations, the allotment of the Equity Shares and CCPSS shall be made within 15 (Fifteen) days from the date of approval of this resolution, provided that where the allotment is pending on account of pendency of any regulatory authorities, Stock Exchange or Government of India (GOI) or other statutory approval(s) (including but not limited to the approval of the competition authorities, namely the Competition Commission of India and the stock exchanges where the equity shares of the Company are listed) to the extent required under applicable laws, the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s);
- k. the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the Equity Shares to be allotted and Equity Shares to be allotted on conversion of CCPSS in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Equity Shares and CCPSS to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but

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.

subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Equity Shares and CCPSS of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares and CCPSS of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

For La Tim Metal & Industries Limited

Sd/-
Rahul C. Patel
 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:accounts@drillcometal.com,
 Website: www.latimmetal.com
 Date: July 18, 2018

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 11th August, 2018.
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 07.08.2018 to 13.08.18 (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 42nd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website 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. For any communication, the shareholders may also send requests to the Company's investor email id: 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 42nd 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)]:-

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.nsd.com/>

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with

the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?”(If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 hiteshkotharics@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request atevoting@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 or call on toll free no.: 1800-222-990.
- (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 10th August, 2018 (9:00 am) and ends on 12th August, 2018 (5:00pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 06.08.2018, 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 06.08.2018.
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. 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.
24. M/s. Kothari H. & Associates, company secretaries have been appointed as the scrutinizer to scrutinize the e-voting and poll process in affair 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 and on the website of NSDL within two days of the passing of resolutions at the 42nd AGM of the Company on 13th August, 2018, 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 to enable investors to register their complaints, if any.

For La Tim Metal & Industries Limited

Sd/-

Rahul C. Patel

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:accounts@drillcometal.com,
Website: www.latimmetal.com
Date: July 18, 2018

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) atforthcoming AGM

| | |
|--|------------------------|
| Name of the Director | Kartik M. 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 | 4,89,085 Equity Shares |
| 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 |

| | |
|--|---|
| Name of the Director | Ashok Kumar |
| Deorah Director Identification Number (DIN) | 00072919 |
| Date of Birth | 5th February, 1952 |
| Nationality | Indian |
| Date of Appointment on Board | 11th April, 2013 |
| Qualification | Chartered Accountant |
| 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 | Chairman of Audit Committee & Members of nomination and remuneration committee and Stakeholders' Relationship Committees of the company |

| | |
|--|---|
| Name of the Director | Shri. Ramesh Khanna |
| Director Identification Number (DIN) | 00692373 |
| Date of Birth | 11th January, 1941 |
| Nationality | Indian |
| Date of Appointment on Board | 13th May, 2006 |
| Qualification | Chartered Accountant |
| 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 | Member of Audit Committee and Nomination and Remuneration Committee. of the Company |

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

Item No. 4:-

Shri. Ashok Kumar Deorah (DIN No. 00072919) was appointed as an Independent Director of the Company in the 38th Annual General Meeting of the Company held on September 27, 2014. The current term of Shri Ashok Kumar Deorah as an independent Director will expire on March 31, 2019. As per Section 149(10) of the Companies Act, 2013 ("The Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

In line with the aforesaid provisions of the Act and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Shri Ashok Kumar Deorah, it is proposed to re-appoint him as an Independent Director on the Board of the Company for a period of five years commencing from April 1, 2019.

In the opinion of the Board, Shri Ashok Kumar Deorah fulfils the conditions specified in the Act and he is independent of the management.

The Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Save and except Shri Ashok Kumar Deorah, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 5:

Pursuant to the Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as and when applicable No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri. Ramesh Khanna (DIN: 00692373) who was appointed as a Non-Executive Director of the Company w.e.f. 13th May, 2006 has attained more than 75 years of age. Pursuant to the Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, his appointment is subject to the approval of shareholders in ensuing Annual General Meeting.

Shri Ramesh Khanna is a qualified Chartered Accountant. He is also an Associate Member of the Institute of Company Secretaries of India. He is having a rich and varied experience in Metal Industries, Finance and Capital Market. Considering the qualification, positive attributes, expertise and independence, the Board of Directors considers continuing his association for the immense benefit of the Company

Further, the Nomination and Remuneration Committee and Board of Directors of the Company recommend the Special Resolution for Item No. 5 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Ramesh Khanna are interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

Item No. 6 & 7:

Your Board at its meeting held on 18th July, 2018 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores only) to Rs. 10,00,00,000 (Rupees Ten Crores only).

The Proposed resolution under this item No. 6 seeks to obtain Members' approval to alter Capital Clause as mentioned in the Memorandum of Association of the Company. Pursuant to section 61 of the Companies Act, 2013, if authorized Share Capital of the Company is to be increased, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 6 and recommends Special Resolution for your approval as set out under item No. 7 of the Notice of Annual General Meeting.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company up to the date of this Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Ordinary Resolution except to the extent of their shareholding.

Item No.8:

The Board of Directors of the Company, at its meeting held on 18th July, 2018 has approved a proposal for expansion of the business of the Company by acquisition/ purchase of the Land at Nigudset Industrial Park Project, Hedvali Industrial Park Project and Ashre Industrial Park Project for development of Industrial Park in D+ Zone of Maharashtra at an aggregate value amounting to Rs. 12,63,76,800.

Further, the Board has approved to discharge consideration payable to the Sellers partly by way of Cheque/ RTGS/ NEFT or any other permissible mode and partly by swapping of Equity Shares & CCPs as per Section 42, 62, 55 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Accordingly, the Company has proposed to issue and allot:

- i. 23,88,055 equity shares at a price of Rs. 35/- per Equity Share (including Premium of Rs. 25/- per share) to Promoter/ Promoter Group and Non Promoters (Proposed allottees/ Sellers) in lieu of Land to be acquired through an Agreement for discharging the consideration payable to the Sellers amounting to Rs. 8,35,81,940/-;
- ii. 2,49,000 Compulsory Convertible Preference Shares at a price

of Rs. 35/- per Equity Share (including Premium of Rs. 25/- per share) to Promoter/ Promoter Group (Proposed allottees/ Sellers) in lieu of Land to be acquired through an Agreement for discharging the consideration payable to the Sellers amounting to Rs. 87,15,000/-;

Balance consideration of Rs. 3,40,80,000 for acquisition of Land by the Company shall be paid by the way of Cheque/ RTGS/ NEFT or any other permissible mode to the Sellers.

Further, the Company undertakes that they shall re-compute the cost of land, if required to do so and also undertakes that if the total cost of acquisition of Land is higher than the total cost of acquisition of the land as mentioned above, the Company will make the balance payment to the sellers by way of Cheque/ RTGS/ NEFT or any other permissible mode to the Sellers.

The main terms of the agreement for acquisition/ purchase of the Land with sellers are as under:

1. Nigudset Industrial Park Project

| | | | | |
|--|--|-------------------|-------------------------------|-------------------|
| Seller of Land | i. Almitra Timbadia (belonging to Promoter/ Promoter Group) ii. Kashish Gupta (Non Promoter) iii. Diksha Gupta (Non Promoter) iv. Malu Gupta (Non Promoter) | | | |
| Location | Village Nigudset, Taluka Tala, District Raigad in the State of Maharashtra | | | |
| Total Land Area | 960 Gunthas | | | |
| | Name of the Party | Survey No. | Total Areas in Gunthas | Total rate |
| | Almitra Timbadia | 178 | 672 | 43680000 |
| | Kashish Gupta | | | |
| | Diksha Gupta | | | |
| | Almitra Timbadia | 199/1 | 81 | 5265000 |
| | Malu Gupta | | | |
| | Almitra Timbadia | 199/2 | 104 | 6760000 |
| | Malu Gupta | | | |
| | Almitra Timbadia | 218 | 103 | 6695000 |
| | Malu Gupta | | | |
| | TOTAL | | 960 | 62400000 |
| Land Value | Rs. 6,24,00,000 as determined by the Registered Valuer. | | | |
| Consideration Payable | Partly by way of Cheque/ RTGS/ NEFT or any other permissible mode and partly by swapping of Equity Shares & CCPs in ratio of their holding of Land per Guntha. | | | |
| Stamp Duty and Registration Charges | It shall be payable by the Company as a purchaser which will be approximately 6% of the Consideration. | | | |

2. Hedvali Industrial Park Project

| | |
|-----------------------|--|
| Seller of Land | i. Parth Timbadia (belonging to Promoter/ Promoter Group) |
| | ii. Karna Timbadia (belonging to Promoter/ Promoter Group) |
| | iii. Jalpa Timbadia (belonging to Promoter/ Promoter Group) |
| | iv. Biharisaran Khandelwal (Non Promoter) |
| Location | Village Hedvali, Taluka Sudhagad, District Raigad, in the State of Maharashtra |

| | | | | |
|-------------------------------------|--|-------------------|-------------------------------|-------------------|
| Total Land Area | 332.34 Gunthas | | | |
| | Name of the Party | Survey No. | Total Areas in Gunthas | Total rate |
| | Parth Timbadia | 203 | 154 | 18480000 |
| | Karna Timbadia | | | |
| | Jalpa Timbadia | 202 | 24.34 | 2920800 |
| | Biharisaran Khandelwal | 203 | 154 | 18480000 |
| TOTAL | | 332.34 | 39880800 | |
| Land Value | Rs. 3,98,80,800 as determined by the Registered Valuer. | | | |
| Consideration Payable | Partly by way of Cheque/ RTGS/ NEFT or any other permissible mode and partly by swapping of Equity Shares & CCPs in ratio of their holding of Land per Guntha. | | | |
| Stamp Duty and Registration Charges | It shall be payable by the Company as a purchaser which will be approximately 6% of the Consideration. | | | |

3. Ashre Industrial Park Project

| | | | | |
|-------------------------------------|--|-------------------|-------------------------------|-------------------|
| Seller of Land | Biharisaran Khandelwal (Non Promoter) | | | |
| Location | Village Ashre, Taluka Sudhagad, District Raigad, in the State of Maharashtra | | | |
| Total Land Area | 251 Gunthas | | | |
| | Name of the Party | Survey No. | Total Areas in Gunthas | Total rate |
| | Biharisaran Khandelwal | 109 | 28 | 24,096,000 |
| | | 153 | 16 | |
| | | 193 | 9 | |
| | | 146 | 5 | |
| | | 152 | 186 | |
| 127 | | 7 | | |
| TOTAL | | 251 | 24,096,000 | |
| Land Value | Rs. 2,40,96,000 as determined by the Registered Valuer. | | | |
| Consideration Payable | By swapping of Equity Shares in ratio of his holding of Land per Guntha. | | | |
| Stamp Duty and Registration Charges | It shall be payable by the Company as a purchaser which will be approximately 6% of the Consideration. | | | |

The said acquisition is subject to the approval of the shareholders of the Company.

Since the some of the Sellers of the above land belongs to Promoter and Promoter Group of the Company, the transactions fall under Related Party Transactions in terms of Section 188 of the Companies Act, 2013 and applicable rules thereunder and hence require approval of the Shareholders of the Company in the General Meeting. Further, in terms of Section 188 of the Companies Act, 2013, all the Persons belonging to Promoter / Promoter Group of the Company as on date being interested will not vote on this resolution as shareholders of the Company.

Mr. Rahul M. Timbadia, the Promoter and Managing Director of the Company and he is the father of Parth R. Timbadia (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

Mr. Kartik M. Timbadia, the Promoter and Director of the Company

and he is the father of Karna K. Timbadia (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

Mrs. Jalpa K. Timbadia and Mrs. Almitra P. Timbadia, belonging to the Promoter/ Promoter Group of the Company are connected with Mr. Rahul M. Timbadia and Mr. Kartik M. Timbadia, the Directors of the Company, are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

None of other Directors, Key Managerial Personnel and their relatives is interested or concerned in the proposed Resolution as set out under Item No. 8 except to the extent of their shareholding.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed acquisition/ purchase of Land as set out in the resolution.

The Board of Directors recommends the said Special Resolution for your approval.

Item No.9:

As per Section 42, 55, 62, 188 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of Equity Shares and CCPs on preferential basis and hence the resolution is placed before the Shareholders.

The Board of Directors at their meeting held on 18th July, 2018 has considered the proposal of business expansion and as a measure of diversification; it is proposed to develop an Industrial Park in D+ zone of Maharashtra through acquisition of Assets/Land from some of the Promoters of the Company and Non Promoters. Presently, the Company is mainly engaged in the business of manufacturing and trading of color coated coils and profile sheets. As per the Valuation of the Assets and Agreement mutually entered into by the Company and the Sellers of the Land, the total consideration payable by the Company to the Sellers for land is Rs. 12,63,76,800/-. However, it is proposed that the consideration for the Proposed acquisition of Land shall be discharged partly by swapping of Equity Shares & CCPs and partly by way of Cheque/ RTGS/ NEFT or any other permissible mode.

Accordingly, the Company has proposed to issue and allot:

- i. 23,88,055 equity shares at a price of Rs. 35/- per Equity Share (including Premium of Rs. 25/- per share) to Promoter/ Promoter Group and Non Promoters (Proposed allottees/ Sellers) in lieu of Land to be acquired through an Agreement for discharging the consideration payable to the Sellers amounting to Rs. 8,35,81,940/-;
- ii. 2,49,000 Compulsory Convertible Preference Shares at a price of Rs. 35/- per Equity Share (including Premium of Rs. 25/- per share) to Promoter/ Promoter Group (Proposed allottees/ Sellers) in lieu of Land to be acquired through an Agreement for discharging the consideration payable to the Sellers amounting to Rs. 87,15,000/-;

Balance consideration of Rs. 3,40,80,000 for acquisition of Land by the Company shall be paid by the way of Cheque/ RTGS/ NEFT or any other permissible mode to the Sellers.

The proposed preferential issue for consideration other than cash will be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Chapter VII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations), as amended from time to time, Listing Regulations, Memorandum and Articles of your Company and other applicable rules, Regulations of SEBI and other appropriate authorities.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:

1. List of Allottees:

| Sr. No. | Name of the Proposed Allottees | No. of Equity Shares proposed to be allotted | No. of CCPs proposed to be allotted | Name of the Ultimate Beneficiaries/ Owners |
|---------|---------------------------------|--|-------------------------------------|--|
| | Promoter/ Promoter Group | | | |
| 1. | Almitra Timbadia | 2,75,714 | 1,70,000 | Almitra Timbadia |
| 2. | Parth Timbadia | 1,85,000 | 79,000 | Parth Timbadia |
| 3. | Karna Timbadia | 2,64,000 | 0 | Karna Timbadia |
| 4. | Jalpa K.Timbadia | 83,451 | 0 | Jalpa K.Timbadia |
| | Total (A) | 8,08,165 | 2,49,000 | |
| | Non Promoters | | | |
| 5. | Kashish Gupta | 3,12,000 | 0 | Kashish Gupta |
| 6. | Diksha Gupta | 3,12,000 | 0 | Diksha Gupta |
| 7. | Malu Gupta | 2,67,430 | 0 | Malu Gupta |
| 8. | Biharisaran Khandelwal | 6,88,460 | 0 | Biharisaran Khandelwal |
| | Total (B) | 15,79,890 | 0 | |
| | Grand Total (A) + (B) | 23,88,055 | 2,49,000 | |

2. Object/s of the issue:

The proposed preferential allotment of Equity Shares and CCPs is made to partly settle the acquisition of Land from the Sellers (belonging to Promoter/ Promoter Group and Non Promoters) and develop Industrial Park in D+ zone of Maharashtra.

3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

4. Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the allotment of Equity Shares and CCPs is as under:
(As on 30th June, 2018)

| Category of Shareholders | Pre Shareholding | | Post Shareholding (including assuming conversion of CCPs and Pending 10,66,875 Convertible Warrants) | |
|---------------------------------|------------------|---------------|--|---------------|
| | No. of Shares | % | No. of Shares | % |
| Promoter and Promoter Group (A) | 33,73,210 | 65.79 | 54,97,250 | 62.25 |
| Public Shareholding (B) | 17,54,290 | 34.21 | 33,34,180 | 37.75 |
| Total (A) + (B) | 51,27,500 | 100.00 | 88,31,430 | 100.00 |

6. Proposed time within which the allotment shall be completed:

The Board proposes to allot Equity Shares and CCPs within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to conversion of CCPs will be made within a reasonable time after exercise of such option.

5. Consequential Changes in the Voting Rights :

Voting rights will change according to the change in the shareholding pattern mentioned above.

7. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

| Identity | Pre Preferential Shareholding | | No. of Pending Convertible warrants to be converted into Equity Shares | No. of Equity Shares to be issued under present resolution | No. of CCPs to be issued under present resolution | Post Preferential Shareholding (including assuming conversion of CCPs and Pending 10,66,875 Convertible Warrants into Equity Shares) | |
|------------------------|-------------------------------|-------|--|--|---|--|------|
| | No. of Shares | %age | | | | No. of Shares | %age |
| Proposed Allottees | | | No. of Warrants | | | | |
| Parth R. Timbadia | 319375 | 6.23 | 239500 | 185000 | 79000 | 822875 | 9.32 |
| Amita Timbadia | 256375 | 5.00 | 143625 | 0 | 0 | 400000 | 4.53 |
| Almitra Timbadia | 252000 | 4.91 | 148000 | 275714 | 170000 | 845714 | 9.58 |
| Radhika Timbadia | 255500 | 4.98 | 144500 | 0 | 0 | 400000 | 4.53 |
| Kartik M. Timbadia | 489085 | 9.54 | 51125 | 0 | 0 | 540210 | 6.12 |
| Jalpa K. Timbadia | 537625 | 10.49 | 51125 | 83451 | 0 | 672201 | 7.61 |
| Karna Timbadia | 255500 | 4.98 | 144500 | 264000 | 0 | 664000 | 7.52 |
| Suchita Timbadia | 255500 | 4.98 | 144500 | 0 | 0 | 400000 | 4.53 |
| Kashish Gupta | 0 | 0.00 | N.A. | 312000 | 0 | 312000 | 3.53 |
| Diksha Gupta | 0 | 0.00 | N.A. | 312000 | 0 | 312000 | 3.53 |
| Malu Gupta | 0 | 0.00 | N.A. | 267430 | 0 | 267430 | 3.03 |
| Biharisaran Khandelwal | 0 | 0.00 | N.A. | 688460 | 0 | 688460 | 7.80 |

Assumptions:

All Pending Warrants allotted on 23rd February, 2017 has been converted into Equity Shares and CCPs issued pursuant to the aforesaid resolution have been fully subscribed, allotted and converted into Equity Shares.

8. Lock in Period:

The aforesaid allotment of Equity Shares and CCPs shall be locked in as per Regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

9. Change in Management:

The proposed preferential allotment of Equity Shares and CCPs shall not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

10. Pricing of the issue:

The issue of Equity Shares and CCPs on preferential basis shall be at a price of Rs. 35/- each (Rs. 10/- face value + Rs. 25/- premium). The price is determined in compliance with SEBI (ICDR) Regulations, 2009 for Preferential Issue.

11. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the shareholders at their proposed Annual General Meeting.

12. Payment and Conversion Terms:

The consideration for the proposed acquisition of Land shall be discharged by the Company partly by swapping of Equity Shares & CCPs and partly by way of Cheque/ RTGS/ NEFT or any other permissible mode to the Proposed Allottees/ Sellers. The CCPs shall be converted by the Proposed Allottees at any time within 18 months from the date of allotment as specified in Regulation 75 of the SEBI (ICDR) Regulations.

13. Undertakings:

- I. The Issuer Company undertakes that they shall re-compute the price of the Equity shares and CCPs in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares and CCPs shall continue to be locked-in till the time such amount is paid by the allottees.

14. Interest of Promoters/ Directors

Mr. Rahul M. Timbadia, the Promoter and Managing Director of the Company and he is the father of Parth R. Timbadia (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

Mr. Kartik M. Timbadia, the Promoter and Director of the Company and he is the father of Karna K. Timbadia (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

Mrs. Jalpa K. Timbadia and Mrs. Almitra P. Timbadia, belonging to the Promoter/ Promoter Group of the Company are connected with Mr. Rahul M. Timbadia and Mr. Kartik M. Timbadia, the Directors of the Company, are deemed to be person acting in concert and therefore concerned or interested in the above resolution.

None of other Directors, Key Managerial Personnel and their relatives is interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/ or preferential issue as set out in the special resolution.

The Board of Directors recommends the said Special Resolution for your approval.

For La Tim Metal & Industries Limited

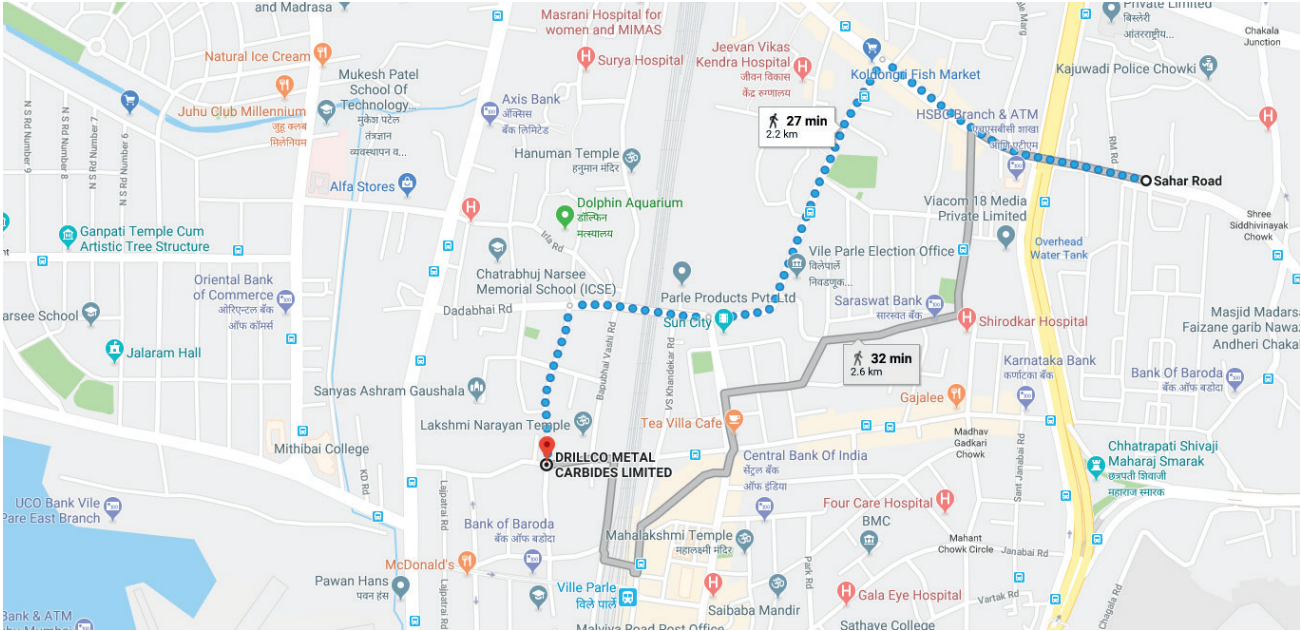
Sd/-
Rahul C. Patel
Company Secretary

Registered Office:

201, Navkar Plaza, Bajaj Road,
 Vile Parle (West), Mumbai- 400 056
 CIN: L99999MH1974PLC017951
 Tel: (022)-26202299/26203434 Fax: (022)-26240540
 E-mail: accounts@drillcometal.com,
 Website: www.latimmetal.com
 Date: July 18, 2018

Route Map

Sahar Road, Mumbai, Maharashtra 400047 To La tim Metal & Industries Limited Walk 2.2km, 27 min



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 42nd Annual General Meeting of the Company held on Monday, 13th August, 2018 at 11.30 a.m. at 401, 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 (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 42nd Annual General Meeting of the Company, to be held on Monday, 13th August, 2018 at 11.30 a.m. at 401, 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. | To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March 2018 together with the reports of the Directors and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mr. Kartik M. Timbadia (DIN 00473057), who retires by rotation and being eligible, offers himself for reappointment. | | |
| 3. | Ratification of Appointment of Statutory Auditors of the Company | | |
| 4. | Re-appointment of Mr. Ashok Kumar Deorah (DIN No. 00072919) as an Independent Director of the Company | | |
| 5. | Re-appointment of Mr. Ramesh Khanna (DIN No. 00692373), as Director of the Company | | |
| 6. | Increase in Authorized Share Capital of the Company | | |
| 7. | Alteration of Capital Clause of Memorandum of Association of the Company | | |
| 8. | Approval for related party transaction under section 188 of the Companies Act, 2013 for Acquisition/ Purchase of land from the related parties. | | |
| 9. | Issue of Equity Shares and Compulsory Convertible Preference Shares (CCPSs) on Preferential basis | | |

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2018 _____

Signature of shareholder _____

Signature of first proxy holder _____

Signature of Second proxy holder _____

Signature of third proxy holder _____

Affix 15
paise Reve-
nue Stamp

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.

