

Corporate Office : Prestige Precinct, 3rd Floor, Almeida Road, Thane (West) - 400 601. INDIA.
Tel.: 022-2598 5900 • Email: finance@nitincastings.com • Website : www.nitincastings.com

July 14th, 2018

To,
The Manager
Department of Corporate Services
M/s. Bombay Stock Exchange Ltd.
P.J. Towers, Dalal Street
Mumbai - 400 001

Scrip Code : 508875

Dear Sir/ Madam,

Sub: Notice of the 35th Annual General Meeting of Nitin Castings Ltd. for the Financial Year 2017-18 , Intimation of Book Closure dates and e-voting.

Notice is hereby given that the 35th Annual General Meeting (AGM) of Nitin Castings Limited ("the Company") will be held at **Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai - 400 080** on **Wednesday, the 8th August 2018 at 2.30 p.m.** The copy of the notice is enclosed herewith.

Further, pursuant to section 91 of the Companies Act, 2013, the Company's Register of Members and share transfer books will remain closed from **1st August, 2018 to 8th August, 2018 both days inclusive.**

In compliance with the provision of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services on all resolutions set forth in the Notice of AGM. The facility of casting votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by NSDL. The complete details and procedure for remote e-voting are provided on the Notice of AGM enclosed herewith.

Please take the same on your record.

Thanking you,
Yours faithfully,

For Nitin Castings Limited



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



NOTICE

Notice is hereby given that the **Thirty Fifth Annual General Meeting** of Members of **Nitin Castings Limited, (Formerly known as Nitin Alloys Global Limited)**, will be held at **Hotel Archana Residency, Next to R-Mall / Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080** on **Wednesday, the 8th day of August, 2018 at 2.30 p.m., to transact the following business:**

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018** together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of **Re. 1/-** per equity share for the year ended 31st March, 2018.
3. To appoint a Director in place of **Mr. S.L Agarwal (DIN: 00347757)** who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

4. **Approval of the limits for the Loans and Investment by the Company in terms of the Provisions of Section 186 of the Companies Act, 2013:**

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 Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 175 cr (Rupees One Hundred and Seventy Five Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. **Creation of security on the properties of the Company, both present and future, in favour of lenders under Section 180 (1) (a) of the Companies Act, 2013:**

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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security,

in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

6. Payment of Remuneration to Mr. Nitin Kedia, Executive Chairman and Managing Director of the Company for the period April 1, 2017 to March 31, 2020 :

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

“RESOLVED THAT further to the ordinary resolution passed by the members of the Company at their 34th Annual General Meeting held on August 8, 2017 according their consent for the appointment and remuneration of Mr. Nitin Kedia (DIN: 00050749) as Executive Chairman and Managing Director for 5 years with effect from May 27, 2017 and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment to Mr. Nitin Kedia (DIN: 00050749), Executive Chairman and Managing Director, such remuneration as approved in the said resolution (reproduced in the Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the three financial years commencing from April 1, 2017 to March 31, 2020.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

7. Payment of Remuneration to Mr. Nirmal Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020 :

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment to Mr. Nirmal Kedia (DIN: 00050769), Executive Director, such remuneration as approved in the said resolution (reproduced in the Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the three financial years commencing from April 1, 2017 to March 31, 2020.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

8. Payment of Remuneration to Mr. Nipun Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020 :

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment to Mr. Nipun Kedia (DIN: 02356010), Executive Director, such remuneration as approved in the said resolution (reproduced in the Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the three financial years commencing from April 1, 2017 to March 31, 2020.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Akshaykumar Rao
Company Secretary

Thane, 30th day of May, 2018

Registered Office

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

Corporate Office

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4,5,6,7 and 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/ re-appointment as Directors under Item Nos. 3 of the Notice, is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC., MUST BE BACKED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number on attendance slip while attending the Meeting.

In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The Company's Register of Members and Share Transfer Books will remain closed from 01st August, 2018 to 08th August, 2018 both days inclusive for the purpose of final dividend for the financial year ended 31st March, 2018 and the AGM.

All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A.M. and 1.00 P.M. on all working days up to the date of the Meeting.

Subject to the provision of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 01st August, 2018. The final dividend is Re. 1/- per equity share.

Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited.

The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.

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

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

Particulars	Mr. S.L Agarwal
Date of Birth	13/02/1950
Date of Appointment	16/06/2003
Qualifications	Graduate (B.com)
Expertise in specific functional area	Commercial
Shareholding in the Company	Nil
Directorships held in other bodies corporate as on 31st March 2018	Nil
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2018	-
Relationship with other Directors and Key Managerial Personnel	NA
Number of Board Meetings Attended during the year.	5
Remuneration Drawn	Rs. 4.80 Lakhs

Information and instructions relating to E-voting are as under:

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrar of the Company.

Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Akshaykumar Rao
Company Secretary

Thane, 30th day of May, 2018

Registered Office

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

Corporate Office

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

Annexure to the Notice dated 30th day of May, 2018

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

In respect of Item No. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 175 Cr (Rupees One Hundred and Seventy Five Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of Other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

In respect of Item No. 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporates or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Pursuant to section 180(1)(c) of the Companies Act, 2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. The Board recommends these resolutions for the approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

Item Nos. 6, 7 and 8

The Members of the Company at their Annual General Meeting held on August 8, 2017, had by way of an ordinary resolution approved the appointment of Mr. Nitin Kedia (DIN: 00050749) as Executive Chairman and Managing Director of the Company for a period of five years with effect from April 1, 2016 on the terms and conditions including payment of remuneration as mentioned therein.

The Members have had also appointed Mr. Nirmal Kedia and Mr. Nipun Kedia as the Executive Directors of the Company.

Where a company has inadequate profits, the company may, subject to certain conditions, including the passing

of a ordinary resolution, pay remuneration to its directors not exceeding the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013.

a. Given below are the details of proposed remuneration to be paid to Mr. Nitin Kedia, Managing Director, from April 1, 2017 to March 31, 2020.

A. Remuneration:

(i) Basic Salary: Rs. 2.50 Lakhs (Rupees Two Lakhs Fifty Thousand only) per month with such increase as the Board may decide from time to time

(ii) HRA – Rs.1.25 Lakhs (Rupees One Lakh Twenty Five Thousand Only) per month

(iii) Conveyance – Rs. 0.37 Lakhs (Rupees Thirty Seven thousand Five Hundred Only) per month

(iv) Child Education Allowance - Rs. 0.25 Lakhs(Rupees Twenty Five thousand Only) per month

(v) Medical Allowance – Rs. 0.38 Lakhs (Rupees Thirty Seven Thousand Five Hundred Only) per month

(vi) Other Allowance – Rs. 0.25 Lakhs (Rupees Twenty Five Thousand One Hundred Only) per month

b. Given below are the details of proposed remuneration to be paid to Mr. Nirmal Kedia, Executive Director, from April 1, 2017 to March 31, 2020.

A. Remuneration:

(i) Basic Salary: Rs. 2.50 Lakhs (Rupees Two Lakhs Fifty Thousand only) per month with such increase as the Board may decide from time to time

(ii) HRA – Rs.1.25 Lakhs (Rupees One Lakh Twenty Five Thousand Only) per month

(iii) Conveyance – Rs. 0.37 Lakhs (Rupees Thirty Seven thousand Five Hundred Only) per month

(iv) Child Education Allowance - Rs. 0.25 Lakhs(Rupees Twenty Five thousand Only) per month

(v) Medical Allowance – Rs. 0.38 Lakhs (Rupees Thirty Seven Thousand Five Hundred Only) per month

(vi) Other Allowance – Rs. 0.25 Lakhs (Rupees Twenty Five Thousand One Hundred Only) per month

c. Given below are the details of proposed remuneration to be paid to Mr. Nipun Kedia, Executive Director, from April 1, 2017 to March 31, 2020.

A. Remuneration:

(i) Basic Salary: Rs. 0.90 Lakhs (Rupees Ninety Thousand only) per month with such increase as the Board may decide from time to time

(ii) HRA – Rs. 0.45 Lakhs (Rupees Forty Five Thousand Only) per month

(iii) Conveyance – Rs. 0.04 Lakhs (Rupees four Thousand Only) per month

(iv) Child Education Allowance - Rs. 0.04 Lakhs (Rupees four Thousand Only) per month

(v) Medical Allowance –Rs. 0.04 Lakhs (Rupees four Thousand Only)per month

(vi) Other Allowance – Rs. 0.03 Lakhs (Rupees Three Thousand Only) per month

Pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay remuneration to the managerial personnel not exceeding the limits referred to earlier provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. While the remuneration paid / payable to Mr. Nitin Kedia in the present case of absence of profits / inadequacy of profits will not exceed the limits set out in Schedule V, approval of the members is once again sought since the notice calling the 34th Annual General Meeting held on 8th August, 2017, at which the earlier resolution was passed did not include a statement as specified in Section II of Part II of the aforesaid Schedule V.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May 30, 2018, subject to the approval of the members of the Company, accorded their approvals for payment of aforesaid remuneration to Mr. Nitin Kedia, Mr. Nirmal Kedia and Mr. Nipun Kedia in case of absence of profits/ inadequacy of profits and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Except for Mr. Nitin Kedia, Mr. Nirmal Kedia and Mr. Nipun Kedia, none of the Directors / Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 6,7,8 of the notice.

The Board recommends the ordinary resolution set out at Item Nos. 6,7, 8 of the Notice for approval by the shareholders

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of both Mr. Nitin Kedia, Mr. Nirmal Kedia and Mr. Nipun Kedia

**ANNEXURE TO THE NOTICE
 STATEMENT PURSUANT TO PARAGRAPH (IV) OF THE SECOND PROVISOR OF
 PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT,
 2013 IN RESPECT OF ITEM NOS. 6, 7 AND 8 OF THE NOTICE**

I. GENERAL INFORMATION

1. Nature of Industry

The Company is engaged in the manufacturing of Steel Castings

2. Date or expected date of commencement of commercial production

Not applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus - Not applicable

4. Financial performance based on given indicators

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2018 Rs. in Lakhs	For the year ended 31st March 2017 Rs. in Lakhs
Total income	6,024.45	6,932.21
Profit / (Loss) before tax	88.90	173.17
Profit / (Loss) after tax	84.26	117.69

5. Foreign investments or collaborations, if any

NIL

II. INFORMATION ABOUT THE APPOINTEES

1. Mr. Nitin Kedia

a. Background details

Mr. Nitin Kedia is a B.E Mechanical by qualification. He has to his credit nearly 30 years of industrial experience. He is largely responsible for the efficient operations of the Company and its excellent financial performance.

b. Past Remuneration

The details of past remuneration drawn by Mr. Nitin Kedia is as under:

(Rs. in Lakhs)

Particulars	FY 2016-17
Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 41.01
Total	Rs. 41.01

d. Job profile and his suitability

Executive Chairman and Managing Director

e. Remuneration proposed

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f. Comparative remuneration with respect to industry, size of the company, profile of the position and person - The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any- Cousin Brother of Mr. Nirmal Kedia, Executive Director, Father of Mr. Nipun Kedia, Executive Director

2. Mr. Nirmal Kedia

a. Background details

Mr. Nirmal Kedia holds a Bachelor's degree in Commerce from University of Bombay. He has more than two decades of experience in the field of Management, Finance and Legal industry such as Castings, Engineering, Construction and Software Industry

b. Past Remuneration

The details of past remuneration drawn by Mr. Nirmal Kedia is as under:

(Rs. in Lakhs)

Particulars	FY 2016-17
Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 40.21
Total	Rs. 40.21

c. Recognition or awards

NA

d. Job profile and his suitability

Executive Director

e. Remuneration proposed

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f. Comparative remuneration with respect to industry, size of the company, profile of the position and person - The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any- Cousin Brother of Mr. Nitin Kedia, Executive Chairman and Managing Director, Uncle of Mr. Nipun Kedia, Executive Director

3. Mr. Nipun Kedia

a. Background details

Mr. Nipun Kedia holds a B.E Mechanical Degree from Carnegie Mellon University, U.S.A with major in Mechanical Engineering and Minor in Business Management. He has completed his internship from Motorola, USA and at present independently managing Nitin Alloys Global Limited, Silvassa unit and future expansions.

b. Past Remuneration

The details of past remuneration drawn by Mr. Nipun Kedia is as under:

(Rs. in Lakhs)

Particulars	FY 2016-17
Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.25.81
Total	Rs.25.81

c. Recognition or awards

NA

d. Job profile and his suitability

Executive Director

e. Remuneration proposed

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f. Comparative remuneration with respect to industry, size of the company, profile of the position and person - The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any- Son of Mr. Nitin Kedia, Executive Chairman and Managing Director, Nephew of Mr. Nirmal Kedia, Executive Director

By Order of the Board of Directors

FOR NITIN CASTINGS LIMITED

Thane, 30th day of May, 2018

Akshaykumar Rao
Company Secretary

Registered Office

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

Corporate Office

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 35th Annual General Meeting to be held on Wednesday, August 08, 2018, at 2:30 p.m. IST. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

The instructions for shareholders voting electronically are as under:

The voting period begins on 04th August, 2018 at 10.00 a.m. and ends on 07th August, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01st August, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of "NITIN CASTINGS LIMITED."

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

Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agarwalkala@gmail.com with a copy marked to evoting@nsdl.co.in

- b) In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
 - i) Initial password is provided as below/at the bottom of the Ballot Form.

EVEN (Remote e-voting Event Number)	User ID	Password/PIN
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- ii) Please follow all steps from Sl. No. (iii) to Sl. No.(xiii) above, to cast vote.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

- iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st August, 2018.
- vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 01st August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sharexindia@vsnl.com.
- viii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- ix) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- x) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xi) Ms. Kala Agarwal, Company Secretary (FCS No.5976) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- xii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to evoting@nsdl.co.in.

By Order of the Board of Directors
FOR NITIN CASTINGS LIMITED

Akshaykumar Rao
Company Secretary

Thane, 30th day of May, 2018

Registered Office

202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

Corporate Office

Prestige Precinct, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

NITIN CASTINGS LIMITED

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
 Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
 CIN: L65990MH1982PLC028822

ATTENDANCE SLIP

THIRTY FIFTH ANNUAL GENERAL MEETING

Wednesday, August, 08, 2018 at 2.30 p.m.

DP ID – Client ID / : Folio No.	
Name & Address : of Sole Member	
Name of Joint Holder (S)	
No. of Shares Held :	

I/We hereby record my/our presence at the Thirty Fifth Annual General Meeting held at Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080.

 Member's/Proxy's Signature

------(Cut Here)-----

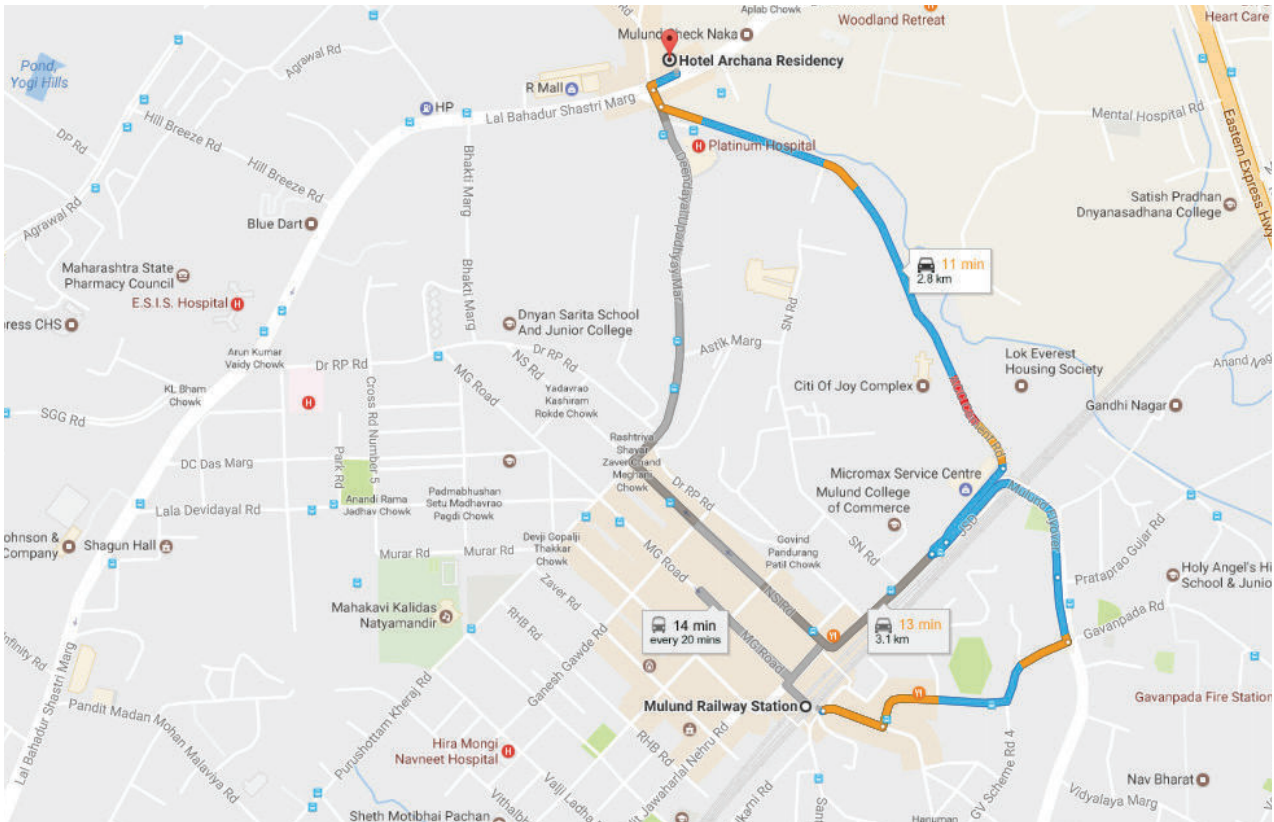
Electronic-Voting Particulars

EVEN (Remote e-voting Event Number)	User ID	Password / PIN)

NOTE:

Please read the complete instructions annexed to the Notice (SHAREHOLDER INSTRUCTIONS FOR E-VOTING). The voting time starts from 04th August, 2018 from 10.00 a.m. and ends on 07th August, 2018 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

Route Map from Mulund Railway Station to the Venue



NITIN CASTINGS LIMITED

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Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
CIN: L65990MH1982PLC028822

Form No. MGT-11

Proxy form

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

CIN: L65990MH1982PLC028822
Name of the Company: NITIN CASTINGS LIMITED
Registered office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059

Name of the Member(s):

Address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature:, or failing him _____

2. Name: _____

Address: _____

E-mail Id: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of members of the Company, to be held on Wednesday, 8th August, 2018 at 2.30 p.m. at Hotel Archana Residency, Next to R-Mall/Big Bazar, L.B.S. Marg, Mulund (West), Mumbai – 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of Re. 1/- per equity share for the year ended 31st March, 2018.
3. To appoint a Director in place of Mr. S.L Agarwal (DIN: 00347757) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Approval of the limits for the Loans and Investment by the Company in terms of the Provisions of Section 186 of the Companies Act, 2013
5. Creation of security on the properties of the Company, both present and future, in favour of lenders under Section 180 (1) (a) of the Companies Act, 2013

6. Payment of Remuneration to Mr. Nitin Kedia, Executive Chairman and Managing Director of the Company for the period April 1, 2017 to March 31, 2020
7. Payment of Remuneration to Mr. Nirmal Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020
8. Payment of Remuneration to Mr. Nipun Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020

Signed this day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re. 1.00 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd., Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059 not less than 48 hours before the Commencement of the Meeting.

A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member

NITIN CASTINGS LIMITED

Regd. Office: 202, 2nd Floor, Rahul Mittal Industrial Premises Co-Op. Soc. Ltd.,
 Sanjay Building No. 3, Sir M. V. Road, Andheri (East), Mumbai – 400059
 CIN: L65990MH1982PLC028822

BALLOT FORM

Sr. No. :

Name and Registered Address :

Of the Sole / First Named Shareholder :

Name of the Joint Holders :

If any

Registered Folio No. / DP ID No. :

and Client ID No. *

* (Applicable to Investors holding shares in dematerialized form) Number of Ordinary Shares held :

I/ We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (√) mark in the appropriate column.

Sr. No.	Description	No. of Shares	Vote	
			For	Against
1	Consideration and Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon			
2	Declaration of Dividend on Equity Shares			
3	Re-appointment of Mr. S.L Agarwal as Director, retiring by rotation			
4	Approval of the limits for the Loans and Investment by the Company in terms of the Provisions of Section 186 of the Companies Act, 2013			
5	Creation of security on the properties of the Company, both present and future, in favour of lenders under Section 180 (1) (a) of the Companies Act, 2013			
6	Payment of Remuneration to Mr. Nitin Kedia, Executive Chairman and Managing Director of the Company for the period April 1, 2017 to March 31, 2020			
7	Payment of Remuneration to Mr. Nirmal Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020			

8	Payment of Remuneration to Mr. Nipun Kedia, Executive Director of the Company for the period April 1, 2017 to March 31, 2020			
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Place: Thane

Date: 30th Day of May, 2018

(Signature of the Shareholder)

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form by entering the number of shares FOR or AGAINST the particular resolution and send it to Ms. Kala Agarwal, a Practicing Company Secretary, the Scrutinizer appointed by the Company.
2. Duly completed ballot form should reach the Scrutinizer on or before 5.00 p.m. on Wednesday, August 7, 2018.
3. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board resolution/ Authority Letter.
4. Unsigned ballot forms will be rejected.
5. The Scrutinizer's decision on the validity of the ballot form will be final.