

**NOTICE TO MEMBERS:**

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Magna Electro Castings Limited will be held at 3.30.P.M. on Wednesday, 19<sup>th</sup> September, 2018, at 'ARDRA' Conference Centre, North Huzur Road, Coimbatore- 641018, to transact the following businesses.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss, the Statement of Cash Flow and the Statement of Changes in Equity for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To declare dividend for the year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in the place of Sri.J.Vijayakumar (DIN 00002530), who retires by rotation and being eligible, offers himself for reappointment.
4. To consider modification in the terms of appointment of M/s. Srikishen & Co., Chartered Accountants (Firm Registration No.004009S) as the Statutory Auditors of the Company.

RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 15<sup>th</sup> September, 2016 and in accordance with the Section 139 (as amended) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force), the approval of the Members be and is hereby accorded to continue the appointment of M/s. Srikishen & Co., Chartered Accountants (Firm Registration No.004009S), Chartered Accountants, Coimbatore as the Statutory Auditors of the Company on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee, to hold office till the conclusion of the 31<sup>st</sup> Annual General Meeting and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

**SPECIAL BUSINESS:**

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the proposed related party transactions between the Company and M/s.Samrajyaa and Company for purchase, sale or supply of goods or materials and availing of services for a period of 3 years with effect from 01.04.2018 upto the maximum value of transactions of ₹ 2500 Lakhs per annum, as briefly mentioned in the explanatory statements to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. SBK & Associates (Firm Registration No: 000342), Cost Auditors, Chennai, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019, on a remuneration of ₹ 1,00,000 (Rupees One lakh only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by him for the purpose of audit be and are hereby ratified and confirmed.

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

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the regulations contained in the new set of Articles as placed on the Company's website [www.magnacast.com](http://www.magnacast.com) be and are hereby approved and adopted as the Articles of Association of the Company in place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 5**

M/s. Samrajyaa and Company, is a Partnership Firm in which the Directors of the Company are interested, is engaged in the business of machining of components as a job worker and they are fully equipped with the latest machinery capabilities. M/s. Samrajyaa and Company is "Related Party" within the meaning of Section 2 (76) of the Companies Act, 2013. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the following proposed transactions with M/s. Samrajyaa and Company is to be as

Material Related Party Transactions as the transactions will exceed 10% of the annual turn over of the Company

Name of the Related Party	M/s. Samrajyaa and Company	
Name of the Director/KMP who is related, if any	Partners of M/s. Samrajyaa and Company are related to Sri.N.Krishna Samaraj, Managing Director and Sri.J.Vijayakumar, Director of the Company	
Nature, Material Terms, monetary value and particulars of the contract or arrangement	Particulars of transaction	Value of Transaction not exceeding per financial year (₹In Lakhs)
	Machining Charges Payable	2000
	Availing/ rendering of any services or Sale/ Purchase of Components/ materials	500
Tenure of the contract	3 Years (w.e.f 01.04.2018)	
Any other information relevant or important for the members to take decision on the proposed resolution	Nil	

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all material related party transactions shall require approval of the Shareholders, notwithstanding such transactions have been done at arm's length basis and in the normal course of business. In the light of above Statutory requirement and based on the recommendation of the Audit Committee, your Directors place before the Members for the approval of the proposed transactions with the related party for three (3) financial years with effect from the financial year 2018-19.

The Board recommends the Ordinary Resolution as set out at Item No. 5 for the approval of the Shareholders. None of the Directors, Key Managerial Personnel or their relatives except Sri.N.Krishna Samaraj and Sri.J.Vijayakumar, Directors and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO: 6**

The Board of Directors of the Company based on the recommendations of the Audit Committee of the Company, appointed M/s. SBK & Associates, Cost Accountants, Chennai, to conduct the audit of the cost records of the Company for the financial year 2018-19 and fixed the remuneration of ₹ 1,00,000 (Rupees One Lakh only) along with the payment of applicable taxes and reimbursement of out-of-pocket expenses incurred by them during the course of the audit, payable to them.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors of the Company shall be recommended by the Audit Committee and approved by the Board of Directors and has to be ratified by the Members at the Annual General Meeting of the Company. Accordingly, the consent of the Members is being sought for the ratification of the remuneration to be paid to the Cost Auditors of the Company for the financial year 2018-19.

The Board recommends the resolution set out in Item No. 6 of the Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution as set out under Item no. 6

## **ITEM NO: 7**

The existing regulations of the Articles of Association of the Company were framed based on the provisions contained in the Companies Act, 1956. However, with the commencement of the Companies Act, 2013, most of the regulations contained in the existing Articles of Association of the Company are not in line with the provisions of the Companies Act, 2013.

Therefore, the Board of Directors of the Company at their meeting held on 30<sup>th</sup> May, 2018 has approved the proposal of replacement of the existing Regulations of the Articles of Association with a new set of Regulations which are in line with the provisions of the Companies Act, 2013.

Further, pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the Members by a special resolution.

The Board recommends the Special Resolution as set out in Item No.7 of the Notice for approval of the Members.

A copy of the draft Articles of Association of the Company is available in the website of the Company and can be viewed by the Members through the web-link “[www.magnacast.com](http://www.magnacast.com)”. Both the existing and the new set of Articles of Association of the Company are available for inspection at the registered office of the Company during business hours on any working day up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No.7 of the Notice.

## NOTES

1. **A member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.**

**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.**

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking re-appointment at the Annual General Meeting is furnished and forms a part of the notice.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed during the period from 13<sup>th</sup> September, 2018 to 19<sup>th</sup> September, 2018 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the meeting.
6. Dividend when approved will be paid to such of the members whose names appear in the Register of Members of the Company as on 12<sup>th</sup> September, 2018. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on 12<sup>th</sup> September, 2018.
7. The dividend proposed to be declared at the Annual General Meeting will be made payable on or before 18<sup>th</sup> October, 2018 to those members whose name appear on the Register of Members of the Company on 12<sup>th</sup> September, 2018
8. Members holding shares in physical form are requested to notify any change in their address/ mandate / bank details to the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to notify any change in their address / mandate / bank details to their respective Depository Participant(s).
9. The Company has paid the annual listing fees for the period 2018-19 to the Stock Exchange, BSE Limited, Mumbai.

10. Those members who have not encashed dividend warrants of earlier years may return the time barred dividend warrants to the Company or its Registrars and Share transfer Agents for issue of fresh Demand drafts.
11. Members who wish to claim dividends, which remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund. The details of unpaid dividend can be viewed on the Company's website [www.magnacast.com](http://www.magnacast.com)

As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring unclaimed shares on which the beneficial owner has not encashed any dividend warrant continuously for seven years to the IEPF Account as identified by the IEPF Authority. Details of shares transferred during the year 2017-18 are available at the Company's website [www.magnacast.com](http://www.magnacast.com).

The shareholders, whose unclaimed shares or unpaid amount has been transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF-5 along with requisite documents.

12. We invite all our members to visit our website at [www.magnacast.com](http://www.magnacast.com) for a virtual tour of our factory and a review of our products and services.
13. Members are requested to bring along with their Annual Report their Client ID and DP ID Numbers for easy identification of attendance at the Annual General Meeting.
14. Shareholders holding shares in Demat form and who have not yet registered their e-mail address are requested to register their email address with their respective Depository Participant (DP) immediately. Shareholders holding shares in physical form are requested to register their email address with our Registrars & Share Transfer Agents, SKDC Consultants Ltd., Kanapathy Towers, 3rd Floor, 139/1A, Sathy Road, Ganapathy, Coimbatore-641 006; email id: [green@skdc-consultants.com](mailto:green@skdc-consultants.com).
15. 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 account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agent.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
17. 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.

18. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
19. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares.
20. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends by filling the ECS Mandate Form as annexed at the end this Annual Report.
21. Members holding shares in electronic form may please note that as per the regulations of National Security Depository Services Limited(NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the Dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their respective Depository Participants (DPs) and furnish the particulars of any changes desired by them.
22. Members are requested to forward their share related queries and communications directly to the Registrars and Share Transfer Agents of the Company – SKDC Consultants Ltd., Kanapathy Towers, 3rdFloor,139/1A,SathyRoad,Ganapathy,Coimbatore-641006;email id:info@skdc-consultants.com or the Company Secretary of the Company; email id: investorscell@magnacast .com
23. Members are requested to note that the venue of the 28<sup>th</sup> Annual General Meeting at '**ARDRA**' **Conference Center, North Huzur Road, Coimbatore – 641018** and the route map containing the complete particulars of the venue is attached to this Notice
24. The Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report for the year ended 31<sup>st</sup> of March, 2018 will be made available on the Company's website www.magnacast.com for members to download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

## **25. VOTING THROUGH ELECTRONIC MEANS**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote may exercise their voting through polling paper at the Annual General Meeting.

- III. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again

The instructions for Members for voting electronically are as under:-

- (i) The voting period begins at 9.00 A.M. on 16<sup>th</sup> September, 2018 and ends at 5.00 P.M. on 18<sup>th</sup> September, 2018. 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 12<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The share holders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letter of their name and the digit of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digit enter the applicable Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.



<p>Dividend Bank Details</p>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN –Magna Electro Castings Limited -on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- IV.** 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 , viz. 12<sup>th</sup> September, 2018.
- V.** Mr.B.Krishnamoorthi, Chartered Accountant in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI.** The Scrutinizer shall immediately after the conclusion of the Annual General Meeting 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 (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII.** The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.magnacast.com](http://www.magnacast.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

**Additional Information on Directors recommended for appointment/ re-appointment as required under Regulation 36(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI.**

<b>Name</b>	Sri.J. Vijayakumar
<b>DIN</b>	00002530
<b>Date of Birth/Age</b>	09.12.1952 / 65 Years
<b>Nationality</b>	Indian
<b>Year of induction to the Board</b>	1990
<b>Qualification</b>	B.Com, MBA (USA)
<b>Expertise in functional areas</b>	General Administration and Finance
<b>Shareholding</b>	10,100 Equity Shares
<b>Relationship</b>	Not related to any of the other Directors of the Company
<b>Terms of Appointment/ Re-appointment</b>	Liable to retire by rotation.
<b>Remuneration sought to be paid</b>	Sitting fees only
<b>Remuneration last drawn</b>	₹ 1,15,000/-
<b>No. of Board Meetings attended</b>	3
<b>List of Directorships held in other Companies</b>	Veejay Terry Products Limited
<b>Other Companies Committee Details</b>	Veejay Terry Products Limited -Stakeholders Relationship Committee (Member)

By order of the Board  
For **MAGNA ELECTRO CASTINGS LIMITED**

**N. Krishna Samaraj**  
Managing Director  
DIN: 00048547

Place : Coimbatore  
Date : 30<sup>th</sup> May, 2018

# ROUTE - MAP

