



LAMINA FOUNDRIES LIMITED

Registered Office : 574 110, Karkala Taluk, Udupi District.

LAMINA FOUNDRIES LIMITED

Registered Office - Nitte Village - 574 110, Karkala Taluk, Udipi

District Phone: 08258281930, 08242407364; Email id-
lafoundry47@hotmail.com; web: www.laminafoundries.com

CIN : U85110KA1981PLC004151

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Company will be held on the **27th November 2015** at 3.30 p.m at 8th Floor, Ramabhavan Complex, Kodialbail, Mangalore - 575 003 to transact the following special business :

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution :

RESOLVED THAT the erosion of more than 50% of the peak networth of the Company during the immediately preceding four financial years, by the accumulated losses, as per the duly finalised audited accounts of the Company for the financial year ended on 31st March, 2015 as also the causes for such erosion, as per the details provided in the Explanatory Statement annexed herewith, be and are hereby considered in compliance with the provisions of Section 23(1)(a)(ii) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA).

(BY ORDER OF THE BOARD)

Place: Mangalore
Date: 21.08.2015

Gopalkrishna Shenoy
Managing Director

LAMINA FOUNDRIES LIMITED

NOTES:

1. The Statement pursuant to section 102(1) of the Companies Act, 2013 relating to special business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of their bank account details to their respective Depository Participants immediately.
4. The Registers 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 EGM.
5. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
6. Members are requested to bring their copy of the Notice to the Meeting.
7. Members are requested to intimate the changes in their address, if any, and address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Desk No.6F - 065 ,6-Floor,Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist. ,Gachibowli, Nanakramguda, Seri Lingampally ,Hyderabad - 500 032 ,Telangana State, India.
8. A copy of the Notice of the Extraordinary General Meeting, stating the process and manner of e-voting at EGM has been sent by electronic mode to those members who have provided their e-mail ID and posted physical copies to those who have not provided e-mail ID at their registered address and also posted on the website of the Company.
9. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extraordinary General Meeting of the Company.
10. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)Rules, 2014, the Resolution proposed at this EGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the EGM) and also by ballot voting at the EGM, for which purpose, the Company has engaged the services of M/s Karvy Computershare Services Pvt Ltd. The Board of Directors of the Company has appointed Mr. S. Ananda SS Rao, Practising Company Secretary as scrutinizer.

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11. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members, facility to exercise their right to vote by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Karvy Computershare Private Limited.

Procedure/ Instructions for e-voting are as under :

- i) Open your web browser during the voting period and navigate to <http://evoting.karvy.com>
- ii) Enter the login credentials (i.e., user-id & password) which will be sent to you separately. Your folio/DP client ID will be your User-ID

User-id	For Members holding shares in Demat Form:- a) For NSDL:-8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password will be sent to you separately by courier/via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free no.1-800-3454-001 for any further clarifications.
- iv) Members can cast their vote online from 9.00 a.m. on Tuesday on 24th November, 2015 and will end it at 5.00 P.M. Thursday, on 26th November, 2015.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat /Physical form will now reach Password Change menu, wherein, they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare private limited e-voting plat form. System will prompt you to change your password and update any contact details like mobile #,e mail ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the Event i.e., 'company name'
- ix) If you are holding shares in Demat form and had logged on to <http://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in FOR and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A conformation 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Industrial Members (Corporate/FIS/FIIS/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of relevant Board resolution to the Scrutinizer through email to anandssrao@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

A. In case member receives physical copy of the notice of the EGM and Attendance Slip [for members whose email IDs are not registered with the company/ Depository Participants(s)] or requesting physical copy:

- (i) Initial password will be sent separately
 - (ii) Please follow all steps from SI. NO. (ii) to SI NO. (xii) above, to cast vote.
- (2) **Voting at EGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the EGM.

The company will make arrangements for poll papers in this regard at the EGM venue.

OTHER INSTRUCTIONS

- I. In case of queries, you may refer the Frequently Asked Questions (FAQS) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of "<http://evoting.karvy.com>. If you are already registered with Karvy for e-voting then you can use your existing USER ID AND PASSWORD/PIN for casting your vote.
- AI. 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)

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- Bl. The Members, whose names appear in the register of members/ list of Beneficial Owners as on Friday, 20.11.2015, are entitled to vote on the resolution set forth in this Notice by way of remote e-voting and poll.
- IV. The remote e-voting period will commence at 9.00 a.m on Tuesday, 24th November 2015 and will end it at 5.00 p.m on Thursday ,26th November 2015. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 20-11-2015, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder shall not be allowed to change it subsequently.
- V. 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 20.11.2015 for both remote e-voting and poll.
- VI. Any person, who acquires shares of the company and becomes member of the company after dispatch of notice and holding shares as of the cut-off date of 20.11.2015 may obtain the login id and password by sending an email to lafoundry47@hotmail.com or evoting@karvy.com by mentioning their Folio NO/DP /ID and Client ID No. however , if you are already registered with karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on <http://evoting@karvy.com>.
- VII. Pursuant to section107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, voting through polling paper shall also made available to those members who attends the Extraordinary General Meeting and have not already cast their vote by e-voting.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. MR. S ANAND SS RAO, practising company secretary, has been appointed as the scrutinizer to scrutinize the e-voting process and ballot/poll in fair and transparent manner.
- XI. The scrutinizer shall, immediately after the conclusion of voting at Extra Ordinary General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizer Report shall be placed on the website of the Company and on the website of M/s. Karvy Computershare Private Limited.

ANNEXURE

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

REPORT TO MEMBERS

EROSION

The Company has become potentially sick as on 31.03.2015 under the provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, in view of its accumulated losses of Rs.262.26 lacs as on 31.03.2015, eroding more than 50% of its peak networth of Rs.329.14 lacs.

CAUSES OF EROSION

1. The relevant financial indicators for the immediately preceding three financial years are as follows :

(Rs.in lacs)

Item	2012-13	2013-14	2014-15
Saleable prodn (MT)	7251	6331	6415
Sales (MT)	7059	6388	6193
Sales (Rs. in lacs)	5246	5124	4952
Sales realisation/MT (Rs.)	74316	80213	79961
Cost of Prodn/MT (Rs.)	58843	62742	63856
Total revenue	4982.31	4806.35	4633.99
Total expenses	4915.41	4816.61	4753.92
Tax	10.55	1.14	6.22
Net Profit (Loss) after tax	56.35	(11.40)	(126.15)
Accumulated Losses c/f	124.72	136.11	262.26

2. (i) The accumulated losses of the Company, which were at Rs.124.72 lacs as on 31.03.2013, increased by a marginal net loss of Rs.11.40 lacs during the F.Y. 2013-14, resulting in the accumulated losses at Rs.136.11 lacs as on 31.03.2014.
(ii) As result of the substantial net loss of Rs.126.15 lacs suffered during the F.Y. 2014-15, the accumulated losses of the Company increased to Rs.262.26 lacs as on 31.03.2015.
(iii) The heavy loss for the year ended 31.03.2015 occurred on account of :-
 - (a) decline in the total sales,
 - (b) increase in the per ton production cost coupled with a decrease in the per ton realisation,

(P.T.O)

- (c) increase in the employee cost, depreciation and other expenses, and
 - (d) loss of production and sales during the period from 21.11.2014 to 19.01.2015 on account of the workers' strike and the consequent lockout by the Company.
- (iv) The accumulated losses of Rs.262.26 lacs as on 31.03.2015 have, therefore, resulted in the erosion of more than 50% of the peak networth of Rs.329.14 lacs of the Company, making the Company potentially sick as on 31.03.2015 under the provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985.

(BY ORDER OF THE BOARD)

Place: Mangalore
Date: 21.08.2015

Gopalkrishna Shenoy
Managing Director

CIN: U85110KA1981PLC004151
Name of the company: Lamina Foundries Ltd
Registered office:

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]*

Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client Id :
DP ID :

I/We, being the member (s)
of shares of the above named company, hereby appoint :

1.
Name : Address :
..

E-mail Id :

Signature :
..... , or failing him

2.
Name : Address :
...

E-mail Id :

Signature :
..... , or failing him

2.
Name : Address :
...

E-mail Id :

Signature : , or failing
..... him

(P T O)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the 27th day of November, 2015 at 3.30 p. m. at 8th Floor, Rama Bhavan Complex, Kodialbail, Mangalore-575003, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution :

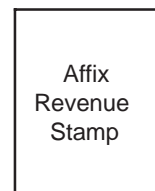
RESOLVED THAT the erosion of more than 50% of the peak networth of the Company during the immediately preceding four financial years, by the accumulated losses, as per the duly finalised audited accounts of the Company for the financial year ended on 31st March, 2015 as also the causes for such erosion, as per the details provided in the Explanatory Statement annexed herewith, be and are hereby considered in compliance with the provisions of Section 23(1)(a)(ii) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA).

Signed this..... day of..... 2015.

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.



Lamina Foundries Limited

Registered Office : NITTE, UDUPI DIST., KARNATAKA - 574 110

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF 8TH FLOOR, RAMABHAVAN COMPLEX, KODIALBAIL, MANGALORE - 575 003.

NAME OF THE MEMBER
FOLIO NO.

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING TO BE HELD AT 8TH FLOOR, RAMABHAVAN COMPLEX, KODIALBAIL, MANGALORE - 575 003.

ON 27TH NOVEMBER 2015.

SIGNATURE OF THE MEMBER OR PROXY
