

LAMINA FOUNDRIES LIMITED

NOTICE

Notice is hereby given that the **Thirty Seventh Annual General Meeting (AGM)** of the members of Lamina Foundries Limited will be held on **Thursday, 27th September 2018** at **12.00 noon** at **Justice K S Hegde Institute of Management Auditorium, Nitte-574110**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2018 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N V Hegde (DIN 00043080), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. T R Shenoy (DIN 00053932), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M Raghava (DIN 02596882), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Mr. P Venugopal (M. No. 020119), as the Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eighth Annual General Meeting, be and is hereby ratified".

Resolved further that the Board of Directors, be and is hereby authorised to fix the remuneration payable to the auditor in consultation with him.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass the following resolution as Special Resolution:
RESOLVED THAT, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

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

Resolved that pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, the existing 20,000 (Twenty thousand) Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred) be and are hereby cancelled and reclassified into equity shares so as to make the Authorised Share Capital consisting of 50,00,000 (Fifty lakhs) Equity shares of Rs. 10 (Rupees Ten each)

RESOLVED FURTHER THAT, the Authorised Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000 (Rupees Five Crores) to Rs. 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- each and also that the new Equity Shares shall rank pari passu with the existing shares.

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

Resolved that pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 and rules made there under, clause V of the Memorandum of Association of the Company be and is hereby altered and the same be substituted by the following in its place and read :

"V. The Authorised share capital of the Company is Rs. 6 Crores (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each :"

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

RESOLVED THAT, the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and be substituted by the following in its place and read :

"The authorised Share Capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company and the company may in general meeting from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

By order of the Board of Directors of
Lamina Foundries Limited

Mangalore
22.08.2018

Shantheri Baliga
Company Secretary

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NOTES:

1. 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.
2. 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.
3. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. 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 AGM.
5. Members are requested to bring their copy of the Annual Report to the Meeting.
6. 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, 6th Floor, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032, Telangana State, India.
7. A copy of the Annual Report 2017-18 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at 37th AGM 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.
8. 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 Tuesdays upto and including the date of the Annual General Meeting of the Company.
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also voting by ballot at the AGM, for which purpose the Company has engaged the services of **M/s Karvy Computershare Pvt. Ltd.** The Board of Directors of the Company has appointed Mr. S. S. Ananda Rao, Practising Company Secretary as scrutinizer.

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Matter to be included in the notice of AGM in respect of 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 at the Annual General Meeting (AGM) 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 the toll free No. 1800-3454-001. for any further clarifications.
- iv) Members can cast their vote online from 9:00 am on **Sunday on 23rd September, 2018 and will end it at 5.00 pm on Tuesday 25th September, 2018.**
- 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 platform**. System will prompt you to change your password and update any contact details like mobile, #,

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email 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.

- 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 existing 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 want to cast, select 'ABSTAIN'
- xi) After selecting the resolution, if you have decided to vote on, click on "SUBMIT" and 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIS/FIIS/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail 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 AGM 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 Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (2) **Voting at AGM** : The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM.
The company will make arrangements of poll papers in this regard at the AGM 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.
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- II. 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)
 - III. **The Members, whose names appear in the register of members/list of Beneficial Owners as on Friday, 21st September 2018, 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 AM on Sunday, 23rd September 2018 and will end at 5-00 PM on Tuesday, 25th 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 of **Friday, 21st September 2018**, 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, he/she 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 **Friday, 21st September 2018** 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 **21-09-2018** 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. **The facility for voting through polling paper (Ballot) will also be made available to those members who attends the Annual 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 Annual 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.
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STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013

ITEM 6

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto 50 Crores (Rupees Fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors of the Company and their relatives is concerned or interested. Financial or otherwise, in the resolution set out at Item No. 6

ITEM NO. 7, 8 & 9

The Authorised Capital of your Company as on date is Rs. 5,00,00,000 consisting of 48,00,000 Equity Shares of Rs. 10/- each and 20,000 Redeemable Preference shares of Rs. 10/- each. Further, the Paid-up Equity Share Capital of Company is Rs. 3,04,00,000 consisting of 30,40,000 equity shares of Rs. 10 each and 20,000 Redeemable Preference shares of Rs. 100/- each, aggregating Rs. 20,00,000, are unissued.

In view of substantial erosion in its net worth, the Company may be required to increase its paid up capital by further issue of shares. Any substantial increase in the paid up capital would exceed the present Authorized capital of the Company. Therefore the Board considers expedient to increase the Authorized Capital of the Company to facilitate any such future issues and accordingly proposes to increase the authorized capital of the Company to Rs. 6 crore from the present Authorized Capital of Rs. 5 crore The Board also proposes to re classify the unissued preference shares of 20,000 of Rs. 100 each into 2,00,000 equity shares of Rs. 10 each. The Article 4 of Articles of Association of the Company is also proposed to be altered by substitution of new clause.

Therefore the capital clause of the Memorandum of Association and Articles of Association of the Company is required to be altered accordingly.

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The alteration of capital clause of Memorandum & Articles of Association requires approval of the shareholders by ordinary/special resolution pursuant to section 13, 14,61 and other applicable provisions of the Companies Act 2013 and the rules made under, and accordingly the resolutions seek such approval of the share holders.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7, 8 & 9.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the members during the office hours at the Registered office of the Company till the date of Annual General Meeting.

By order of the Board of Directors of
Lamina Foundries Limited

Mangalore
22.08.2018

Shantheri Baliga
Company Secretary