

# LAMINA FOUNDRIES LIMITED

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Registered Office : Nitte Village - 574 110, Karkala Taluk, Udupi District.

## NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting (AGM) of the members of Lamina Foundries Limited will be held on Friday, the 26th September 2014, at 12.05 p.m. 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 Balance Sheet as at 31.03.2014 and Profit and Loss Statement for the year ended 31.03.2014 and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri B S Baliga (DIN 00043194), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri M Rajendra ( DIN 00136307), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Mr. P Venugopal., Chartered Accountant, be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting in place of the retiring Auditors, M/s. Nithin J. Shetty & Co., Chartered Accountants, to audit the accounts of the Company for the financial year 2014-15 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors."

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the Company hereby approves the re-appointment of Sri Gopalkrishna Shenoy,(holding DIN 00043378) as the Managing Director of the Company for a period of 3 years w.e.f. 07.11.2014, on the remuneration and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT, notwithstanding anything hereinabove contained where, in any financial year during his tenure, the Company incurs loss or its profits are inadequate, the Company shall pay to Sri Gopalkrishna Shenoy, the remuneration by way of salary,

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perquisites and other allowances as aforesaid as a minimum remuneration, subject however to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including an authority to vary or modify the terms and conditions of the appointment.

6. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. N K Thingalaya (DIN 00019226), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 consecutive years upto March 31,2019

7. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri J Surendra Reddy (DIN 00109421), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 consecutive years upto March 31, 2019

8. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory

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modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri J M Nagaraj (DIN 00238633), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2103 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 consecutive years upto, March 31, 2019

9. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri M Raghava (DIN 02596882), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 consecutive years upto March 31, 2019

10. To consider and if thought fit, to pass with or without modification, 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 exceeding 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 20 Crores (Rupees Twenty crores).

By order of the Board of Directors of  
Lamina Foundries Limited

Mangalore  
29.07.2014

Shantheri Baliga  
Company Secretary

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### 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 IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND INSTEAD OF HIMSELF/HERSELF 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. A special notice in terms of Section 140(4)(i) of the Companies Act, 2013, has been received under section 115 of the Companies Act,2013 from a member proposing the appointment of Mr. P Venugopal, Chartered Accountant, as auditor of the Company in place of Mr. Nithin J Shetty & Co., Chartered Accountants, the retiring auditors of the company. The retiring auditors have informed the Company that they have no representation to make for notification to the members of the Company relating to special notice. The retiring auditors being eligible, have offered themselves for reappointment.
4. 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.
5. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS SHALL REMAIN CLOSED FROM 15th September 2014 to 26th September 2014 (BOTH DAYS INCLUSIVE)
6. 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 AGM.
7. 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.
8. Members are requested to bring their copy of the Annual Report to the Meeting.
9. 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, Plot No. 17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur 414, Hyderabad 500081, India.
10. A copy of the Annual Report 2014 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at 33rd 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.

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11. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act 2013 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 Annual General Meeting of the Company.
12. In compliance of Clause 35B of Listing Agreement entered into with Stock Exchange(s), the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions through the e-voting service facility of Karvy Computershare Private Ltd. In the following manner:

Voting through electronic means:

The Company is pleased to provide e-voting facility to the shareholders of the company through Karvy Computershare Private Limited to enable them to cast their votes electronically on the items mentioned in the notice. The Company has appointed S Ananda SS Rao, Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/ beneficiary owners shall be reckoned on the equity shares held by them as on 22nd August, 2014, being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. 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 is sent along with the notice / 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.

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- iii) Please contact the toll free No. 1-800-34-54-001 of M/s Karvy Computershare Private Limited for any further clarifications.
- iv) Members can cast their vote online from 9:00 am on Thursday 18th September, 2014 to 6.00 pm on Saturday 20th September, 2014.
- 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 #, 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 "https://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 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/FILs/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."
- xiv) Once you have cast your vote on a resolution by e-voting mode, you will not be allowed to withdraw or modify it subsequently.

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13. The Portal will remain open for voting from: 9.00 a.m. on 18<sup>th</sup> September 2014 to 6.0 p.m. on 20<sup>th</sup> September, 2014 (both days inclusive).
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Private Limited on 040 44655000 or on 1800 345 4001 (toll free).
15. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
16. The results of e-voting will be announced by the Company in its website and also informed to the stock exchanges.  
Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

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

#### ITEM 5

The term of appointment of Sri Gopalkrishna Shenoy , who was appointed as Managing Director for a period of 3 years w.e.f 07.11.2011, expires on 06.11.2014. The Board of Directors, considering that his continued services are not only necessary but also are in the interest of the Company, have re-appointed him as a Managing Director at their meeting held on 29.07.2014 for a further period of 3 years w.e.f 07.11.2014 on the following remuneration and terms and conditions:

- a) Salary : Rs. 93,000 per month. He shall be entitled to an increment of Rs.1250 at the end of each year .

#### Perquisites:

#### Category "A"

This will comprise house rent allowance, leave travel concession, medical reimbursement, fee on clubs and personal accident insurance. These may be provided as under:

#### House Rent Allowance

The appointee shall be entitled to House Rent Allowance calculated at the rate of 30% on the basic salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income-Tax Rules, 1962.

#### Medical Reimbursement:

Expenses incurred for the appointee and the family subject to a ceiling of one month's salary in a year.

#### Leave Travel Concession:

For the appointee and his family, once in a year incurred in accordance with any rules specified by the company.

#### Club Fees:

Fee of the clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

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Personal Accident Insurance:

Premium not to exceed Rs.4000/- per annum.

Category "B":

Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the income tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service. Shall be eligible for bonus as applicable to other Executives of the Company.

Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Category "C":

Provision of car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

The Managing Director shall be entitled to reimbursement by the company of entertainment and all other out of pocket expenses that may be incurred by him for the business of the company in the course of discharge of his day to day duties as Managing Director of the Company on actual basis.

ITEM NOS. 6,7, 8 & 9

Dr. N K Thingalaya, Sri J Surendra Reddy, Sri J M Nagaraj and Sri M Raghava are Independent Directors of the Company appointed pursuant to the provisions of Companies Act 1956/Clause 49 of the Listing Agreement, liable retire by rotation and have held their office as such for more than 5 years.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of each of Dr. N K Thingalaya, Sri J Surendra Reddy, Sri J M Nagaraj and Sri M Raghava, for the office of directors of the Company.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956 and are now proposed to be appointed as Independent Directors pursuant to Section 149, 152 and other applicable provisions read with schedule IV of Companies Act 2013 for a term of 5 consecutive years upto March 31, 2019, not liable to retire by rotation.

The Company has also received from each of them (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-

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section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, each of these Directors fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for their appointment as Independent Directors of the Company and they are independent of the management

The brief resumes of the Directors proposed to be appointed ,nature of their expertise, the names of companies in which they hold directorships and or membership of committees, share holding and inter se relationship, if any, as required to be furnished under Clause 49 of the Listing Agreement are furnished in the Annexure . Copy of draft agreement of appointment of each Independent Director proposed above, setting out the terms and conditions, is available for inspection by the members at the Registered Office of the Company on all working days during office hours.

No other directors or key managerial personnel or their relatives, except Dr. N.K Thingalaya, Sri J Surendra Reddy, Sri J M Nagaraj and Sri M Raghava to whom the resolutions relate, are interested or concerned in the resolution.

The Board of Directors commend the resolutions under Items Nos. 6, 7, 8 & 9 for appointment of Dr. N K Thingalaya, Sri J Surendra Reddy, Sri J M Nagaraj and Sri M Raghava as Independent Directors of the Company for approval by the shareholders.

Item No. 10

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow monies 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 monies in excess of the aggregate of the paid up share capital and free reserves of the Company. Hence, the approval of members is sought to borrow monies exceeding the paid up share capital and free reserves of the Company, upto 20 Crores (Rupees Twenty crores).

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. 10

By order of the Board of Directors of  
Lamina Foundries Limited

Mangalore  
29.07.2014

Shantheri Baliga  
Company Secretary

## LAMINA FOUNDRIES LIMITED

### ANNEXURE TO AGM NOTICE

Information pursuant to clause 49 of the Listing Agreement regarding appointment  
of a new Director or re-appointment of a Director and  
Managing Director

Name of Director	B S Baliga	M Rajendra	Gopalkrishna Shenoy	Dr N K Thingalaya	J Surendra Reddy	J M Nagaraj	M Raghava
Date of Birth	1 <sup>st</sup> December 1945	27 <sup>th</sup> January 1951	28 <sup>th</sup> March 1973	4 <sup>th</sup> November 1937	28 <sup>th</sup> June 1938	27 <sup>th</sup> July 1937	16 <sup>th</sup> July 1937
Date of appointment	5 <sup>th</sup> December 1988	5 <sup>th</sup> December 1988	1 <sup>st</sup> November 2003	10 <sup>th</sup> June 2003	10 <sup>th</sup> June 2003	30 <sup>th</sup> January 2004	27 <sup>th</sup> April 2009
Qualifications/ Experience	B.E (Electrical)	B Com.; ACA	B.E.(Mechanical); MBA (Marketing)	Ph.d. Economics	Worked in Germany during 1967-68. Took training in Kanaxwerk, Cantorode manuf. Of bolts and nuts	B.E.	B.E., MIE.
Directorships of the Companies as on 31.03.2014	1.Lamina Leasing and Finance Ltd.- Managing Director 2. Lamina Suspension Products Ltd - Director	1. Lamina Leasing and Finance Ltd- Director 2. Padmashree Hospital and Research Centre Pvt. Ltd.-Director 3. Manmet Engineering Products Pvt Ltd- Director 4. Lamina Suspension Products Ltd - Director	Lamina Investments Pvt. Ltd- Director	1.Uniflex Cables Ltd - Director 2. Apar Industries Ltd- Director	1. Promac Engineering Ind. Ltd. 2. Jaykeycem Ltd. 3. Bangalore Foundries Ltd.	Nil	N A
Chairman/Member of Committees of the Companies on which he is a Director as on 31.03.2014	Shareholders Grievance Committee- Lamina Foundries Ltd	Audit Committee- Lamina Foundries Ltd	-	Audit Committee and Remuneration Committee - Lamina Foundries	Remuneration Committee - Lamina Foundries Ltd.	1.Remuneration Committee - Lamina Foundries Ltd. 2.Shareholders Grievance Committee- Lamina Foundries Ltd.	Audit Committee- Lamina Foundries Ltd

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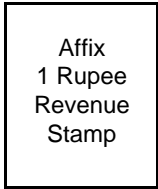
PROXY

I/We ..... of ..... in the district of ..... being a member(s) of the above named Company hereby appoint Mr/Ms. .... of ..... in the district of ..... or failing him/ her, Mr/Ms..... in the district of ..... as my/our Proxy to attend for me/us on my/our behalf at the Annual General Meeting of the Company to be held at K S Hegde Institute of Management Auditorium, Nitte, on 26<sup>th</sup> September 2014, at 12.05 p.m. or at/on any adjournment thereof.

.....Signedthis .....dayof 2014.

FULL NAME(S)

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- NOTES : 1. The proxy to be valid should be deposited at the Registered Office of the Company atleast 48 hours before the meeting.
2. The proxy should be executed on 1 Rupee Revenue Stamp.

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 K.S.HEGDE INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110

NAME OF THE MEMBER FOLIO
NO.

I hereby record my presence at the ANNUAL GENERAL MEETING TO BE HELD AT K.S. HEDGE INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110 on 26th September 2014

SIGNATURE OF THE MEMBER OR PROXY