

M. D. INDUCTO CAST LIMITED

CIN:- L28112GJ2010PLC062324

Regd. Office:- "M.D.House" , Plot No. 2715/A Near Central Salt, Waghawadi Road,
Bhavnagar Gujarat 364001, India.

Website:-www.rudratmx.com, **E-mail:-** info@mdgroup.in, **Cell No.:-** +91 278 2570133

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that sixth Annual General Meeting of **M.D. Inducto Cast Limited** will be held on Friday 30th September, 2016 at 11.00 AM at "Shiv Shakti Hall", 564/A, Sir Pattani Road, Crescent Circle, Bhavnagar, Gujarat 364001, India inter alia to transact following business;

Ordinary Business:-

1. Adoption of Financial Statement;

To Receive, Consider, Approve and Adopt the Audited Financial Statement for the financial year ended 31st March, 2016 and Report of Board of Directors and Auditors thereon and in this regard pass the following resolution:

(Balance Sheet as on 31st March, 2016, Statement of the Profit and Loss Account for the year ended on 31st March, 2016, Report of Auditor and Report of Directors.)

"RESOLVED THAT the audited financial statement of the company for the financial year ended 31st March, 2016 and report of Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and approved."

2. Appointment of Auditor;

To Ratify the Appointment of Auditor (**M/s. P. D. Goplani & Associates**) of the Company **appointed from the Financial Year 2014-2015 to 2018-2019** and fix their remuneration and to pass following resolution;

"RESOLVED THAT, appointment of **M/s. P. D. Goplani & Associates**, Chartered Accountant (Registration No. 118023W) be and is here by ratified, who were appointed as a statutory auditor of the company at the Annual General Meeting held on 30th day of September, 2014 for Five Financial year (i.e. from FY 2014-15 to FY 2018-19) pursuant to sub section 1 of section 139 of Companies Act, 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014 and Board of Directors is be and hereby authorised to fix the remuneration payable to them."

3. To appoint a director in place of **Mr. Ashokkumar Gupta (DIN:-00175862)**, who retires by rotation and being eligible to offers himself for re- appointment.

"Resolved that, Mr. Ashokkumar Gupta(DIN:- 00175862), director of the Company who retires by rotation at this meeting pursuant to section 152 of Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:-

4. Ratification of the borrowing Powers of the Company;

To consider and if thought fit, with or without modification(s), to pass the following resolution as an ordinary resolution;

"RESOLVED THAT, following resolution was passed in the extra ordinary general meeting of the company held on 15th day of May, 2015 be and is hereby ratified."

"RESOLVED THAT, pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; to the Board of Directors of the Company to borrowing from time to time in excess of aggregate of paid up capital and free reserve of the company provided that total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the company's banker in the ordinary course of business shall not be in excess of Rs. 300 Crore (Rupees Three Hundred Crore) over and above the aggregate of paid up share capital and free reserve of the company."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

5. Approval of limits for loans, guarantee, security and investment:

To consider and if thought fit, with or without modification(s), to pass the following resolution as an ordinary resolution;

"RESOLVED THAT, following resolution was passed in the extra ordinary general meeting of the company held on 15th day of May, 2015 be and is hereby ratified."

"RESOLVED THAT, pursuant to section 186 and other applicable provisions, of the Companies Act, 2013 and rules made thereunder if any the board of directors of the company be and hereby authorised:

- i) To make loan / loans from time to time on such terms and conditions as it may deem expedient, to any person or body corporate;
- ii) To give on behalf of company any guarantee, or provide security in connection with loan made by any other person to, to any other person by, any body corporate; and
- iii) To acquire by way of subscription, purchase or otherwise securities of any other body corporate for such an amount that the aggregate of loans and investments so far made, the amount for which guarantee or securities so far provided to or in all other body corporate, along with investment, loan, guarantee or security proposed to be made or given by board may exceed 60 per cent of its paid up share capital and free reserves or 100 per cent of its free reserve, whichever is more, but not exceeding Rs. 300 Crore (Rupees Three Hundred Crore only)"

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

6. Ratification of Cost Auditor's Remuneration;

To consider and if thought fit, with or without modification(s), the following resolution as an ordinary resolution;

"RESOLVED THAT, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the board of directors of the company has appointed M/s. Mihir Vyas & Associates, Cost Accountants and Company hereby ratifies the action of board of directors in respect of remuneration of cost auditor which shall not exceed Rs. 0.50 lac per Annum plus out-of- pocket expenses to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2017."



By order of the Board
M.D. INDUCTO CAST LIMITED

Vimal Dattani

Company Secretary & Compliance Officer

Date: 23rd August, 2016
Place: Bhavnagar

Note:-

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The record date for the purpose of determining eligibility of Members to attend the Sixth Annual General Meeting of the Company will be 08th September, 2016.
3. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. 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 representatives to attend and vote on their behalf at the Meeting.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted in the Meeting is annexed hereto.
6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
7. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same.
8. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least 10 days before the AGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032.**
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
13. Notice of Annual General Meeting was sent to those shareholders / beneficial owners, whose names were, appearing in the register of the members / list of beneficiaries received from the depositories as on 1st September 2016.
14. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: cs@mdgroup.in
15. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:-

The BSE SME Platform
25th Floor, P. J. Towers,
Dalal Street, Fort, Mumbai- 400 001

Place: Bhavnagar
Date: 23rd August, 2016



By order of the Board
M.D. INDUCTO CAST LIMITED

V. B. Dattani

Vimal Dattani
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER FROM TIME TO TIME;

Point No. 4:- Increasing borrowing Power of the Company:

On 15th day of May, 2015 company had passed a special resolution authorising Board of Directors to borrow money not exceeding Rs. 300 Crore. At that time, company was unlisted private company, thereafter company got listed on 16th July, 2015 on **BSE SME Platform**. Hence, for the best governance, transparency, accountability and credibility Board hereby approaches to the members to ratify the said resolution.

Your Directors recommend to ratify the said Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Point No. 5:- Approval of limits for loans, guarantee, security and investment as per Section 186 of Companies Act, 2013:

Board of Directors were authorised to provide loan, guarantee, and provide security in connection with loan made by any other person to, to any other person by body corporate and purchase by way of subscription shares of any body corporate not exceeding Rs. 300 Crore in the meeting of members of the company held on 15th day of May, 2015 by way of special resolution.

At that time, company was unlisted private company, thereafter company got listed on 16th July, 2015 on **BSE SME Platform**. Hence, for the best governance, transparency, accountability and credibility Board hereby approaches to the members to ratify the said resolution.

Your Directors recommend to ratify the said Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Point No. 6:- Ratification of Cost Auditor's Remuneration;

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mihir Vyas & Associates, the Cost Auditors to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31 March, 2017, at a remuneration not exceeding of Rs. 0.50 lacs plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Your Directors recommend to ratify the said Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.



By order of the Board
M.D. INDUCTO CAST LIMITED

N.B. Dattani

Place: Bhavnagar
Date: 23rd August 2016

Vimal Dattani
Company Secretary & Compliance Officer