

NOTICE

Notice is hereby given that the 60th Annual General Meeting of the members of Wheelabrator Alloy Castings Limited will be held at the registered office of the company situated at Lal Bahadur Shastri Marg, Bhandup (West), Mumbai - 400078 on Monday, September 30, 2019 at 4.30 PM to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the audited annual accounts of the company for the year ended March 31, 2019 along with the Directors' Report, Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ashutosh Navare (DIN: 08086858), who retires by rotation and being eligible offers himself for re-appointment

Special Business:

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

Regularization of appointment of Ms. Kritika Ravindra Mestry as Director of the Company

“RESOLVED THAT Ms. Kritika Ravindra Mestry holding **DIN 08311425**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **03/01/2019**, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company whose office is subject to retire by rotation.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Re-appointment of Mr. Krishna Dattatraya Lad (DIN: 05352505) as a Whole-time Director

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Krishna Dattatraya Lad (DIN: 05352505) as a Whole-time Director of the Company, for a further period of 3 (three) years from the expiry of his present term of office, that is, with effect from April 1, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Ratification of remuneration of Cost Auditor

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being

in force), payment of remuneration of Rs. 50,000/- to M/s N. Ritesh & Associates, Cost Accountants (Registration No.R100675) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020, be and is hereby approved.

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

Place: Mumbai

Date: 31st August, 2019

For and on behalf of the Board of Directors of

Wheelabrator Alloy Castings Ltd.

Sd/-

(Krishna D. Lad)

Whole Time Director

DIN: 05352505

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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. PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING. A PROXY FORM IS ENCLOSED FOR THIS PURPOSE.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
3. **Attention of the Members are invited to Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 which mandates issue and transfer of all securities by all unlisted Public companies in dematerialized form ONLY**

Company has already taken Depository connectivity for its equity shares with National Securities Depositories Limited and Central Depository Services (India) Limited (ISIN: INE891Q01010)

Members are requested to ensure that their entire holding is in Demat form and can forward dematerialization requests and other related correspondence directly to the Company for speedy response.

RTA:

Link Intime India Private Limited

C-101, 247, Park, LBS Marg, Vikhroli (West), Mumbai-400083

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013.

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL
BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

Item No. 3

Regularization of Additional Director

Ms. Kritika Ravindra Mestry DIN: 08311425 was appointed as the Additional Director in the company and holds office upto the date of this Annual General Meeting.

Being eligible for appointment, may be considered to be appointed as the Director of the company.

None of the Directors except Ms. Kritika Ravindra Mestry in any way is concerned or interested in the resolution.

Item No. 4

The Board of Directors in their meeting held on 01.04.2019 subject to approval of members, re-appointed Mr. Krishna Dattatraya Lad (DIN: 05352505) as Whole-time Director of the company w.e.f 01.04.2019 for a further period of 3 (three) years from the expiry of his present term, that is w.e.f. 01.04.2019 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Krishna Dattatraya Lad as a Whole time Director, of the Company, in terms of the applicable provisions of the Act.

Keeping in view of the requirement of Section 203 of the Companies Act 2013, and also the past experience of Mr. Krishna Dattatraya Lad as Director of the Company, it is recommended to approve the attach resolution re-appointing Mr. Krishna Dattatraya Lad as Whole-time Director of the Company for a period of three years. Since Mr. Krishna Dattatraya Lad shall be attaining the age of 70 years during the subsistence of his proposed tenure of three years, members approval by way of special resolution is sought under provisions of Part I of Schedule V the Companies Act, 2013

Except Mr. Krishna Dattatraya Lad none of the other Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

A statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is annexed hereto:

I. General Information:																	
(1) Nature of industry.	Infrastructure and Housing																
(2) Date or expected date of commencement of commercial production	Not Applicable																
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable																
(4) Financial performance based on given indicators.	<i>(figures in Rs crs)</i>																
	<table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">18-19</th> <th style="text-align: center;">17-18</th> <th style="text-align: center;">16-17*</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations :</td> <td style="text-align: center;">-</td> <td style="text-align: center;">355.14</td> <td style="text-align: center;">257.60</td> </tr> <tr> <td>PBT :</td> <td style="text-align: center;">2.10</td> <td style="text-align: center;">39.58</td> <td style="text-align: center;">24.83</td> </tr> <tr> <td>PAT :</td> <td style="text-align: center;">1.56</td> <td style="text-align: center;">27.65</td> <td style="text-align: center;">17.20</td> </tr> </tbody> </table>		18-19	17-18	16-17*	Revenue from Operations :	-	355.14	257.60	PBT :	2.10	39.58	24.83	PAT :	1.56	27.65	17.20
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PBT :	2.10	39.58	24.83														
PAT :	1.56	27.65	17.20														
	<i>*Restated</i>																
(5) Export performance and net foreign exchange collaborations.	Company is not engaged in the business of exports																
(6) Foreign investments or collaborators, if any.	NIL																
II. Information about the appointee:																	
(1) Background details.	The present appointment term of three year of Krishna Dattatraya Lad (DIN: 05352505) as the Whole Time Director was completed on 31.03.2019. Therefore, the Company has sought approval of members by way of special resolution for re-appointment of Mr. Krishna Dattatraya as Whole -time Director w.e.f. 01.04.2019.																
(2) Past remuneration	Rs. 1,28,079/- p.m. excluding other allowances, incentives and reimbursement of expenses as per the company's policy.																
(3) Recognition or awards	Krishna Dattatraya Lad is being associated with the Group's real estate vertical and in the past was spearheading the Construction and business promotion activities of its real estate products.																
(4) Job profile and his suitability.	Being Whole-Time Director of the Company, subject to general superintendence, control and Directions of the Board of Directors, Mr. Krishna Dattatraya Lad shall be managing substantially the whole of the affairs of the Company and shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise and do except that he will not exercise any power or do any act or thing which is required under Memorandum and Articles of Association of the Company, or under Companies Act or any other law for the time being in force, exclusively to be exercised by the Board of Directors or Company in general meeting. Mr. Krishna Dattatraya Lad, is having valuable experience of more than 40 yrs. Your Directors are																

	of the opinion that his continued association with the Company and his rich experience will be beneficial to the Company.
(5) Remuneration proposed	Total emoluments of Rs 1,36,670/- per month, excluding incentive(s)/ reimbursement of expenses (on actual basis) if any, as per company's policy from time to time with liberty to the Board of Directors to alter and vary the terms and conditions as it may deem fit All other perquisites, if any, including Provident Fund, Leave Encashment, Gratuity, and normal annual increments, with its effect on allowances etc., shall be applicable as per the rules of the Company.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid is in consonance with remunerations of Managerial Personnel of other companies in same line of activities and keeping in view the job profile, the size, operations and complexity of the business of the Company
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.	Apart from the remuneration as above, there is no pecuniary relationship directly or indirectly with the Company
III. Other information:	
(1) Reasons of loss or inadequate profits.	Loss / inadequate profits in the operations is due to constant slump in the Real estate sector globally and continuous sluggish Market conditions prevailing in the overall economy of the country
(2) Steps taken or proposed to be taken for improvement.	The Company has been taking various initiatives of and steps to improve the operational efficiencies to lower cost of construction.
(3) Expected increase in productivity and profits in measurable terms.	It is difficult to forecast the productivity and profitability in measurable terms keeping in view of the sector in which company works. However, the Company expects that the productivity and profitability may improve in future and it would be comparable with the industry average.

Additional Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding fixation of remuneration of Whole-time Director

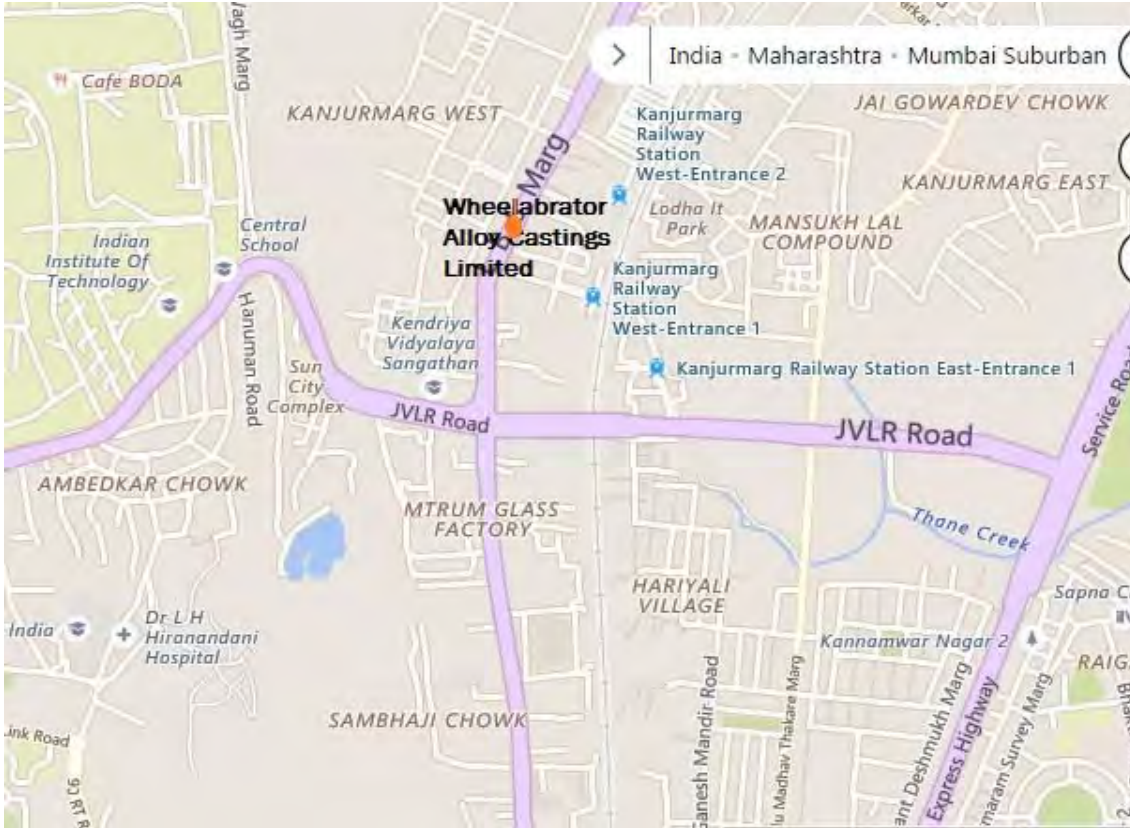
Age	69 yrs
Qualifications	B.Sc., M.L.S.
Experience	Over 40 yrs
Terms and conditions of appointment or reappointment	Re-appointed as Whole time Director; Details of revised remuneration as per Explanatory statement above
Last drawn remuneration	Rs. 1,28,079/- p.m. excluding other allowances, incentives and reimbursement of expenses as per the company's policy.
Date of first appointment on the Board	01/08/2012
No. of share held	NIL
Relationship with Directors, Managers & KMP	Not Related
Number of Board Meeting attended during FY 2018-19	Ten
Other Directorships	Runwal Real Estates Private Limited
Chairman/ Member of the Committees of Boards of other companies	NIL

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s N. Ritesh & Associates, Cost Accountants (Registration No.R100675) of the Company for the financial year ending on 31st March 2020, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 50,000/-, applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Route map for AGM Venue



Wheelabrator Alloy Castings Limited
CIN:U99999MH1959PLC011472
Registered Office: Lal Bahadur Shastri Marg, Bhandup (West), Mumbai-400078
Tel. No.: (91 22) 61162000
Website: www.runwal.com **E-mail Id:** company.secretaries@runwal.com
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) holding shares of the above named Company, hereby appoint

1. Name: Address:

E-mail Id: Signature:, or failing him / her

2. Name: Address:

E-mail Id: Signature:, or failing him / her

3. Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company to be held at Lal Bahadur Shastri Marg, Bhandup (West), Mumbai-400078 at 4.30 p.m. on Monday, the 30th day of September, 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Sr.No	Resolutions	Type of resolution	For	Against	Abstain
	Ordinary Business				
1.	Adoption of Annual Accounts of the company for the year ended March 31, 2019 along with the Directors' Report, Auditor's Report thereon.	Ordinary			
2.	Re-appointment of Mr. Ashutosh Navare, who retires by rotation	Ordinary			
	Special Business				
3.	Regularization of Ms. Kritika Mestry as Director of the Company	Ordinary			
	Re-appointment of Mr. Krishna Dattatraya Lad (DIN: 05352505) as a Whole-time Director	Special			
4.	Ratification of remuneration of Cost Auditor	Ordinary			

Signed this..... day of2019

Affix
 Revenue
 Stamp

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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.

ATTENDANCE SLIP

60th Annual General Meeting, Monday, 30th September, 2019 at 4:30 PM

Regd. Folio No. _____ /DP ID _____ Client ID/Ben. A/c _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 60th Annual General Meeting of the Company on **Monday, 30th September 2019 at 4:30 PM** at Lal Bahadur Shastri Marg, Bhandup (West), Mumbai-400078

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route map for AGM Venue



