

## NOTICE

Notice is hereby given that the 61<sup>st</sup> 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 Saturday, December 5, 2020 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, 2020 along with the Directors' Report, Auditor's Report thereon.
2. To appoint a Director in place of Ms. Kritika Ravindra Mestry (DIN: 08311425), who retires by rotation and being eligible offers herself 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:**

**"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 31<sup>st</sup> 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."

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to an aggregate sum of Rs. 800.00 crs (Rupees eight hundred crores only) from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

Place: Mumbai  
Date:09-09-2020

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**

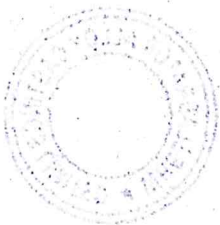
**Company has already taken Depository connectivity for its equity shares with National Securities Depositories Limited and Central Depository Services (India) Limited (ISIN: INE891Q01010)**

**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**

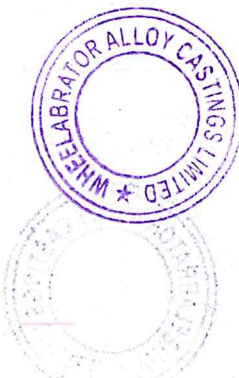
The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s N. Ritesh & Associates, Cost Accountants (Registration No.R100675) of the Company for the financial year ending on 31<sup>st</sup> March 2021, to conduct audit of cost accounting records of the Company as may 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.

**Item No. 4**

The Company is expected to render support for the business requirements of other companies in the group. from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act. 2013. the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives thereof have any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice



**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 61<sup>st</sup> Annual General Meeting of the Company to be held at Lal Bahadur Shastri Marg, Bhandup (West), Mumbai-400078 at 4.30 p.m. on Saturday, the 5<sup>th</sup> December, 2020 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
<b>Ordinary Business</b>					
1.	Adoption of Annual Accounts of the company for the year ended March 31, 2020 along with the Directors' Report, Auditor's Report thereon.	Ordinary			
2.	Re-appointment of Ms. Kritika Ravindra Mestry, who retires by rotation	Ordinary			
<b>Special Business</b>					
3.	Ratification of remuneration of Cost Auditor	Ordinary			
4.	Approval u/s 185 of the Companies Act 2013	Special			

Signed this..... day of .....2020

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**

**61<sup>st</sup> Annual General Meeting, Saturday, 5<sup>th</sup> December 2020 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 60<sup>th</sup> Annual General Meeting of the Company on Saturday, 5<sup>th</sup> December, 2020 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**



