

NOTICE

Notice is hereby given that the 63rd Annual General Meeting of the members of Wheelabrator Alloy Castings Limited will be held at the corporate office of the Company situated 04th Floor, Runwal & Omkar Esquare, Off. Eastern Express Highway, Opp. Sion Chunabhatti Signal. Sion (E), Mumbai 400022 on Friday, 30th September, 2022 at 11.30 am 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, 2022 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.
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 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W) be and is hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditor M/s S. M. Gupta & Co., Chartered Accountants (Firm Registration No. 310015E) for term of 5 years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the AGM to be held in 2027 at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:

4. To re-appoint Mrs. Lucy Roychoudhury (DIN: 08079237), who was appointed as Additional Director of the Company by the Board and her term of appointment is expiring at this Annual General Meeting.
5. 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 31st March 2023, be and is hereby approved.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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: 05-09-2022

For and on behalf of the Board of Directors of
Wheelabrator Alloy Castings Ltd.

(Ahustosh Arvind Navare)

Whole Time Director
DIN: 08086858

Note:

A. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.** The instrument appointing the proxy(ies) in order to be effective should be completed and deposited at the Registered Office of the Company not less than **48 hours** before the commencement of the meeting either in person or through post/courier.

B. A person appointed as proxy, shall act as a proxy for not more than 50 Members and holding in aggregate not more than 10% of the total paid up share capital of the Company. A Member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other Member.

C. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business is annexed hereto and forms part of this Notice.

D. Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorising their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.

E. 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. 4

On recommendation of Nomination and Remuneration Committee, the Board of Director at their meeting dated 28th March, 2022 appointed Mrs. Lucy Roychoudhury (DIN:08079237) as additional Director of the Company w.e.f. 01st April, 2022 till the conclusion of this Annual General Meeting.

Considering his experience and inputs for the growth of the business of the Company the of Nomination and Remuneration Committee and the Board has recommended her further appointment as Director of the Company. Pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 a Director other than Directors provided in Section 161 of the Act shall be appointed by the members at general meeting. Hence, appointment of Mrs. Lucy Roychoudhury (DIN:08079237) as Director of the Company is recommended to the members by the Committee and Board as Ordinary resolution.

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

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 2023, 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.

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. 5 of this Notice

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 63rd Annual General Meeting of the Company to be held at corporate office of the Company situated 04th Floor, Runwal & Omkar Esquare, Off. Eastern Express Highway, Opp. Sion Chunabhatti Signal. Sion (E), Mumbai 400022 at 11.30 am. on Friday, the 30th September, 2022 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, 2022 along with the Directors' Report, Auditor's Report thereon.	Ordinary			
2.	Re-appointment of Ms. Kritika Ravindra Mestry, who retires by rotation	Ordinary			
3.	Re-appoint Mrs. Lucy Roychoudhury (DIN: 08079237), who was appointed as Additional Director of the Company	Ordinary			
4.	Appointment of Statutory Auditor of the Company	Ordinary			
	Special Business				
3.	Ratification of remuneration of Cost Auditor	Ordinary			

Signed this 05th day September, 2022

Affix Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of Shareholder

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

ATTENDANCE SLIP

63rd Annual General Meeting, Friday, 30th September 2022 at 11:30 AM

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 63rd Annual General Meeting of the Company to be held at corporate office of the Company situated 04th Floor, Runwal & Omkar Esquare, Off. Eastern Express Highway, Opp. Sion Chunabhatti Signal. Sion (E), Mumbai 400022 at 11.30 a.m. on Friday, the 30th September, 2022

Member's/Proxy's name in Block Letters
Signature

Member's/Proxy's

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.

Route map for AGM Venue



