

NOTICE

Notice is hereby given that the 64th 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, 29th September 2023 at 11.30 am to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2023 along with the Directors' Report, Auditor's Report thereon.
2. To appoint a director in place of Ms. Lucy Roychoudhury (DIN: 08079237), who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

3. To appoint Mr. Deveesh Suresh Anand (DIN: 00914247), as Independent Director of the Company for a period of 5 years.

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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded, to appoint Mr. Deveesh Suresh Anand (DIN: 00914247) as Non-Executive Independent Director on the Board of the Company w.e.f. conclusion of this Annual General Meeting to hold office till the conclusion of the 69th Annual General Meeting."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

4. To appoint Mr. Mehul Hasmukh Shah (DIN: 00085014), as Independent Director of the Company for a period of 5 years

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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded, to appoint Mr. Mehul Hasmukh Shah (DIN: 00085014), as Non-Executive Independent Director on the Board of the Company w.e.f. conclusion of this Annual General Meeting to hold office till the conclusion of the 69th Annual General Meeting."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024:

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

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the

Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

Place: Mumbai
Date: 23-08-2023

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

Sd/-
(Kritika Dinesh Dsouza)
Director
DIN: 08311425

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. 3

Mr. Deveesh Suresh Anand is a Commerce Graduate from Mumbai University and holds more than 30 years of experience in digital marketing, content designing and manufacturing industry. He is serving many companies as Director. He has promoted various business in the field of Manufacturing, Media, Entertainments and events etc. He is experts in Account & Finance, Marketing, Administration and General business management.

On recommendation of Nomination and Remuneration Committee, the Board of Director at their meeting dated 23rd August 2023 approved and recommended the appointment of Mr. Deveesh Suresh Anand (DIN: 00914247) as Non-executive Independent Director of the Company effective from conclusion of 64th Annual General Meeting till the conclusion of 69th Annual General Meeting.

As recommended by the Nomination and Remuneration Committee and considering his strong background, business acumen and vast experience, it is desirable to appoint him as an Independent Director on the Board.

None of the Directors, Key Managerial Personnel and their relatives thereof have any concern or interest, financial or otherwise, in resolution as set out at Item No. 3 of this Notice.

Item No. 4

Mr. Mehul Hasmukh Shah is a Commerce Graduate from Mumbai University. He is having a vast and diverse experience of over 2 decades of Accounts, Business Managements and Sales & Marketing. He heads the administration functioning of Aarya24KT India Pvt Ltd and Supreme Gems Pvt Ltd.

Mr. Mehul Hasmukh Shah is presently serving on the Board of Aarya24KT India Pvt Ltd and Supreme Gems Pvt Ltd. He is well known in the Gems and Jewelry Industry and having good exposure of developing luxury lifestyle products.

On recommendation of Nomination and Remuneration Committee, the Board of Director at their meeting dated 23rd August 2023 approved and recommended the appointment of Mr. Mehul Hasmukh Shah (DIN: 00085014), as Non-executive Independent Director of the Company effective from conclusion of 64th Annual General Meeting till the conclusion of 69th Annual General Meeting.

As recommended by the Nomination and Remuneration Committee and considering his strong background and vast experience, it is desirable to appoint him as an Independent Director on the Board.

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

Item No. 5

As recommended by the Audit Committee, the Board of Directors has appointed M/s. V. J. Talati & Co. as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2024. However, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration of Rs. 50,000/- plus taxes payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives thereof have any concern or interest, financial or otherwise, in the resolution set out at Item No. 5 of this Notice.

Place: Mumbai
Date: 23-08-2023

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

Sd/-
(Kritika Dinesh Dsouza)
Director
DIN: 08311425

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 64th 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 29th September, 2023 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 Financial Statements of the Company for the financial year ended March 31, 2023 along with the Directors' Report, Auditor's Report thereon.	Ordinary			
2.	Re-appointment of Ms. Lucy Roychoudhury (DIN: 08079237, who retires by rotation	Ordinary			
Special Business					
3.	Appointment of as Mr. Deveesh Suresh Anand Non-executive Independent Director of the Company	Ordinary			
4.	Appointment of as Mr. Mehul Hasmukh Shah Non-Executive Independent Director of the Company	Ordinary			
5.	ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024	Ordinary			

Signed this _____

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

64th Annual General Meeting, Friday, 29th September, 2023 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 64th 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 29th September, 2023

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

