

BHAGWATI AUTOCAST LIMITED

NOTICE

NOTICE is hereby given to **37TH ANNUAL GENERAL MEETING (AGM)** of the members of **BHAGWATI AUTOCAST LIMITED** will be held at the Registered Office of the Company at Survey No. 816, Village-Rajoda, Near Bavla, Dist. Ahmedabad-382220, Gujarat, India on Wednesday, the 21st day of August, 2019 at 11:00 AM to transact the following business.

Ordinary Business :

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the report of the Board of Directors and Auditors thereon.
- To declare dividend on equity shares for the financial year ended March 31, 2019.
- To appoint director in place of Dr. Pravin N. Bhagwati (DIN:00096799), who retires by rotation and being eligible offered himself for re-appointment.

Special Business:

- To re-appoint Mr. Padmin H. Buch (DIN:03411816) as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Padmin H. Buch (DIN:03411816) who has been appointed as an Independent Director and who holds office of the Independent Director upto September 23, 2019 and being eligible for re-appointment and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from September 24, 2019 to September 23, 2024 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

- To re-appoint Mr. Rajendraprasad J. Shah (DIN:01982424) as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Rajendraprasad J. Shah (DIN:01982424) who has been appointed as an Independent Director and who holds office of the Independent Director upto September 23, 2019 and being eligible for re-appointment and

who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from September 24, 2019 to September 23, 2024 on the Board of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rajendraprasad J. Shah on attaining the age of 75 (seventy five) years on December 16, 2023, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years upto September 23, 2024 on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in said Amended Regulations, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

- To give permission/ power to Board of Directors for related party transaction

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals, consents, sanctions, and permissions of any other authorities, if required, the Consent of Members of the Company be and is hereby accorded to the Board of directors to enter/ to be entered into various related party transactions for the period of 5 (five) years with effect from 1st April, 2020 to 31st March, 2025 upto maximum amount per annum as prescribe below:

Name of Related Party	Type of Transactions	Maximum Amount per annum
Bhagwati Spherocast Private Limited	- Sale, Purchase or Supply of Capital goods - Sale, Purchase or Supply of Raw Material/ Spares - Availing or rendering of any services	Rs. 500/- lakhs (exclusive of taxes / charges)

RESOLVED FURTHER THAT the Board of directors and/or committee thereof be and is hereby authorized to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To approve and ratify the remuneration of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the Members of the Company be and is hereby accorded for payment of remuneration of Rs. 75,000/- (Rupees seventy five thousand only) (exclusive of taxes/ charges) plus reimbursement of out of pocket expense incurred on behalf of the Company, if any for the financial year ending on March 31, 2020 to M/s. Kiran J. Mehta & Co., Cost Accountants (FRN: 000025), who are appointed as the Cost Auditors of the Company by the

Board of directors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2020.”

Place : Ahmedabad
Date : 29/05/2019

By order of the Board of Directors
For, Bhagwati Autocast Limited

Registered Office : **Dr. Pravin N. Bhagwati**
Survey No. 816, Village Rajoda, Chairman and MD
Near Bavla, Dist. Ahmedabad – 382 220. DIN : 00096799
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

NOTES :

1. A member entitled to attend and vote at AGM is entitled to appoint proxy to attend and vote instead of himself/herself and that proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote their behalf at the meeting.
3. In respect of the ordinary business at Item no. 3 and special business at Item No. 4 and 5, a Statement giving additional information on the Directors seeking re-appointment is provided herewith as Annexure-A, under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The relevant Explanatory statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item no. 4 to 7 of the Notice are annexed herewith.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification for a period of 5 years of appointment of Statutory Auditors, who were appointed in the 34th Annual General Meeting held on September 21, 2016.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 14th August, 2019 to Wednesday, 21st August, 2019 (both days inclusive) for the purpose of payment of dividend.
7. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the end of Tuesday, 13th August, 2019.
8. Members holding shares in physical form are advised to furnish, particular of their PAN and bank account details, if not done or already if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.

9. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized of shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.

10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 37th Annual General Meeting (AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL):
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 17th August, 2019 (09:00 am) and ends on 20th August, 2019 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i). Open email and open PDF file viz; “BhagwatiAutocast Limited e-Voting.pdf” with your Client ID (in case you are holding shares in Demat Mode) or Folio No. (In Case you are holding shares in Physical Mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the pdf file “BhagwatiAutocast Limited e-Voting.pdf”.
 - (ii). Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii). Click on Shareholder – Login

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- (iv). Put user ID and password as initial password/PIN noted in step (i) above.
 - (v). If you are logging for the first time, the Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi). Home page of e-voting opens. Click on "e-Voting: Active Voting Cycles."
 - (vii). Select "EVEN" (E Voting Event Number) of Bhagwati Autocast Limited for casting your vote.
 - (viii). Now you are ready for e-voting as "Cast Vote" page opens.
 - (ix). Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x). Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi). Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ch118_min@yahoo.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- (i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN(Remote e-voting Event Number) USER ID
PASSWORD / PIN**
- (ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th August, 2019.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@bhagwati.com by mentioning their Folio No./DP Id and Client ID No.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XII. Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. The Members having multiple ledger folios in the same order of names are requested to approach MCS Share Transfer Agent Limited, R&T Agent of the Company for consolidating their entire holding in one folio for mutual convenience.
12. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred within 30 days of becoming due to IEPF maintained by the Central Government.

The following are the details of the dividends paid by the Company and respective due dates for claim by the shareholders:

Sr. No.	Dividend for the Financial Year	Date of Declaration of Dividend	Last date of Claim
1.	2011-2012	20/09/2012	27/10/2019
2.	2012-2013	20/09/2013	27/10/2020
3.	2013-2014	24/09/2014	01/11/2021
4.	2014-2015	23/09/2015	01/11/2022
5.	2015-2016	21/09/2016	28/10/2023
6.	2016-2017	20/09/2017	27/10/2024
7.	2017-2018	12/09/2018	18/10/2025

Accordingly, during the financial year 2018-19, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2011 on 29th November, 2018 to IEPF. Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the table. In view of the same, the Shareholders are requested to send relevant un-encased dividend warrants pertaining to the above years at registered office of the Company for revalidation or issuance of demand draft in lieu thereof and encash them before the due dates for transfer to the IEPF.

In accordance with the Section 124(6) of the Companies Act, 2013 read with IEPF Rules, those Members who have so far not encashed their dividend warrants from the final dividend 2011-12 onwards, may approach the Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited, for making their claim without any further delay or all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more will be transferred to the Investor Education and Protection Fund of the Central Government. With respect to the said Rules, amongst other matters, contain provisions for transfer of such shares in respect of which dividend has not been paid or claimed for seven consecutive years to the IEPF authority. The details of unpaid/ unclaimed dividend and number of shares liable to be transferred are available on our website: www.bhagwati.com. Pursuant to the said provisions read with IEPF Rules, as amended, the Company shall process to transfer all shares to IEPF authority in respect of which dividends declared for the year 2011-12 has not been claimed by members 7 (seven) consecutive years or more.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Company or R&T Agent for lodging claim for refund of shares and/ or dividend from the IEPF Authority.

13. Members desiring any information as regards the accounts are requested to write to the Company at least 15 days in advance, so as to enable the Board of Directors to keep the information ready.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company during office hours on all working days except Saturdays and Sundays

between 11:00 a.m. to 01:00 p.m. up to the date of Annual General Meeting.

15. In compliance with the circular of Ministry of Corporate Affairs for "Green Initiative in the Corporate Governance" by allowing/ permitting service of Documents etc in electronic forms, electronic copy of the Annual Report for the year 2018-19 is being sent to all the members whose e-mail ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for the year 2018-19 is being sent in the permitted mode.
16. Members are requested to support the Green Initiative by registering/ updating their e-mail address, with the Depository Participant(s) (in case Shares held in dematerialized form) or with M/s MCS Share Transfer Agent Ltd (in case shares held in physical form) to facilitate easy and faster dispatch of Notices, Annual Report and other communications by electronic mode from time to time.
17. Members may also note that the Notice of the 37th AGM and the Annual Report 2018-19 will be available on the Company's website, www.bhagwati.com.
18. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.
19. Members are requested to bring their copies of the annual report at the venue of the 37th AGM. Members / Proxies / authorised representatives are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
20. A route map giving directions to reach at the venue of the 37th AGM is given at the end of the Notice.

Place : Ahmedabad
Date : 29/05/2019

By order of the Board of Directors
For, Bhagwati Autocast Limited

Registered Office :
Survey No. 816, Village Rajoda,
Near Bavla, Dist. Ahmedabad – 382 220.
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

Dr. Pravin N. Bhagwati
Chairman and MD
DIN : 00096799

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ANNEXURE - A

Item-3, 4 and 5 of the Notice

Details of the directors seeking appointment/ re-appointment at the 37th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Dr. Pravin N. Bhagwati	Mr. Padmin H. Buch	Mr. Rajendraprasad J. Shah
DIN	00096799	03411816	01982424
Date of Birth	11/02/1936	03/10/1956	15/12/1949
Date of Appointment/ Re Appointment	01/10/2018	24/09/2014	24/09/2014
Qualifications	B.E. (Mech.) from college of Engineering Pune, Ph.D. in Foundry Engineering from RWTH Aachen, Germany	B. Pharm, MBA from B K School of Business Management, Ahmedabad and Post Graduate Diploma in Patent Law from Nalsar University, Hyderabad	M.E. (Mechanical)
Expertise in Specific Functional Area	He possesses more than fifty two years experiences in foundry and casting industries	Possesses long and varied experience in Management & Project consulting domain, Corporate industry, Entrepreneurship/ start-up and Intellectual Property Rights (IPR)	He possesses long and vast experience in promotion of industries and its development thereof and he was principal chief industrial advisor to government of Gujarat from 1991 to 2009.
Relationship between Directors inter se	He is father of Mr. Reena P. Bhagwati, Jt. Managing Director of the Company	None	None
Shareholding of Non-executive Directors	N.A.	Nil	Nil
Other Directorship in Listed entities	None	None	Directorship: Archit Organosys Ltd.
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	None	None	Audit Committee- Member : Archit Organosys Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 4****To re-appoint Mr. Padmin H. Buch (DIN:03411816) as an Independent Director**

Mr. Padmin H Buch (DIN: 03411816) is Non-executive (Independent) Director of the Company appointed for the period of five years upto September 23, 2019. In term of Section 149 and any other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Padmin Buch being eligible and seeking reappointment for further term of five years and is proposed to be appointed as Independent Director for the period of Five Years ending on September 23, 2024.

Mr. Padmin H Buch did his MBA from B K School of Business Management, Ahmedabad and followed it up with and a Post Graduate Diploma in Patent Law from Nalsar University, Hyderabad. His graduation is in Pharmacy (B.Pharm). He also is Certified Management Consultant (CMC) from Institute of Management Consultants of India (IMCI), Mumbai. Mr. Padmin Buch was earlier Managing Director of Gujarat Industrial & Technical Consultancy Organisation (GITCO) Ltd. He possesses long and varied experience in Management & Project consulting domain dealing with diverse industry sectors. He is a visiting faculty at many reputed management and entrepreneurship institutions. Mr. Buch is also member of Governing Council of Ahmedabad Management Association (AMA), Chairman, Foreign Trade Committee of Gujarat Chamber of Commerce & Industry (GCCI) and Member of MSME panel-Confederation of Indian Industry (CII). His technical experience and expertise will help the Company.

The Company has received from Mr. Padmin H Buch (i) Consent to act as a Director (ii) Declaration to the effect that he is not disqualified under section 164 of the Act (iii) Declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

A copy of draft letter of appointment of Mr. Padmin H Buch setting out terms and conditions is available for inspection without any fees by the members at the registered office of the Company during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and its desirable to continue to avail the service of Mr. Padmin H. Buch as an Independent Director.

Except Mr. Padmin H. Buch, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 of the Notice for the approval of the members.

Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

Item No. 5**To re-appoint Mr. Rajendraprasad J. Shah (DIN:01982424) as an Independent Director**

Mr. Rajendraprasad J. Shah (DIN: 01982424) is Non-executive (Independent) Director of the Company, appointed for the period of five years upto September 23, 2019. In term of Section 149 and any other applicable provisions of the Companies Act,

2013 ("the Act"), Mr. Rajendraprasad J. Shah being eligible and seeking re-appointment for further term of five years and is proposed to be appointed as Independent Director for the period of Five Years ending on September 23, 2024.

Further, during the second term of five years, Mr. Rajendraprasad J. Shah will attain the age of 75 years and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval from the members with respect to the continuation of such appointment of Mr. Rajendraprasad J. Shah as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018.

Mr. Rajendraprasad J. Shah is post-graduate in Mechanical Engineering and having 43 years of experience out of which 35 years in promotion of industries in Gujarat. He was Principal Chief Industrial Advisor to Government of Gujarat from 1991 to 2009. As part of his activities in various capacities, he was associated in preparing Industrial Policy of Gujarat for 1990, 1995, 2000, 2003 and 2009. Five Years Plan Programmes, introduction of specific programmes like monitoring of industrial approvals for implementation of projects; promoting innovations, R & D Projects, and R & D Institutions; Cluster Development Programmes for SMEs; promotion of Special Economic Zones and bringing out legislation for SEZs; organizing Vibrant Gujarat-Global Investment Summits-2003, 2005, 2007, 2009, 2011, 2013, 2015, 2017 and promotion of large number of industrial projects in the State. His technical experience and expertise will help the Company.

The Company has received from Mr. Rajendraprasad J. Shah (i) Consent to act as a Director (ii) Declaration to the effect that he is not disqualified under section 164 of the Act (iii) Declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

A copy of draft letter of appointment of Mr. Rajendraprasad J. Shah setting out terms and conditions is available for inspection without any fees by the members at the registered office of the Company during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and its desirable to continue to avail the service of Mr. Rajendraprasad J. Shah as an Independent Director.

Except Mr. Rajendraprasad J. Shah, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 of the Notice for the approval of the members.

Item No. 6**To give permission/ power to Board of Directors for related party transaction**

According to section 188 and other applicable provision of the Companies Act, 2013 rules made there under, the consent of the members are required by an Ordinary Resolution for entering into various transactions with related party subject to such other conditions prescribed there under.

Bhagwati Spherocast Private Limited is a 'related party' within meaning of Section 2(76) of the Companies Act, 2013,

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and hence sought approval of members by ordinary resolution under Section 188 of the Companies Act, 2013.

The particular of transaction pursuant to rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name of Related Party: Bhagwati Spherocast Private Limited
2. Name of Director or KMP: Dr. Pravin N. Bhagwati and Ms. Reena P. Bhagwati.
3. Nature of relationship: Dr. Pravin N. Bhagwati and Ms. Reena P. Bhagwati are Common Board member and member of Bhagwati Spherocast Private Limited.
4. Monetary Value: Nature, Monetary Value, Material terms and particular of contract or arrangement:
 - Estimated Consideration up to Rs. 500 Lakh for each year. (Exclusive of Taxes/charges)
 - Contract shall be valid for five years. However if either of party desires to terminate the agreement, it can be terminated by either party by giving 60 days notice to other.
 - No party shall transfer or assigns its rights, obligations or liabilities under this Agreement or any part thereof to any third party.
5. Any other information relevant or important for the members to take a decision on the proposed resolution:
 - As our Company is engaged in production of high duty grey iron and ductile iron castings and for finishing process of casting on some of the components, the Company need to avail or render some of auxiliary or supplementary service of machining, job work or other services, Sale or Purchase or supply of Capital goods, Sale or Purchase or supply of Raw material/spares for proving quality production to customers of our Company at a very low cost of production.

Except Dr. Pravin N. Bhagwati and Ms. Reena P. Bhagwati, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

Route Map of the 37th Annual General Meeting:

Prominent location: Nr. Bavla, Dist. Ahmedabad

Full Address : Survey No. 816, Village-Rajoda, Nr. Bavla, Ahmedabad-382220, Gujarat



Interested members would not be eligible to vote on the set out resolution at item no. 6 of the Notice in term of Section 188 of the Companies Act, 2013 and Listing Agreement.

The Board recommends an Ordinary resolution set forth in Item no. 6 of the Notice for the approval of the members.

Item No. 7

To approve and ratify the remuneration of Cost Auditor

The Board of director of the Company has approved appointment and remuneration of M/s. Kiran J. Mehta & Co., as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2020 at a remuneration of Rs. 75,000/- (Exclusive of Taxes/charges) and re-imbursment of out of pocket expense incurred on behalf of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made there under, the remuneration payable to the Cost auditor has to be determined or ratified by the members of the Company. Accordingly, consent of the members is sought for above purpose by passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relative is interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 7 of the Notice for the approval of the members.

Place : Ahmedabad
Date : 29/05/2019

By order of the Board of Directors
For, Bhagwati Autocast Limited

Registered Office :
Survey No. 816, Village Rajoda,
Near Bavla, Dist. Ahmedabad – 382 220.
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

Dr. Pravin N. Bhagwati
Chairman and MD
DIN : 00096799

BHAGWATI AUTOCAST LIMITED



BHAGWATI AUTOCAST LIMITED

CIN: L27100GJ1981PLC004718
 Registered Office: Survey No. 816, Village Rajoda, Nr. Bavla, Ahmedabad-382220
 E-mail: autocast@bhagwati.com, Website: www.bhagwati.com
 Phone: +91 2714 232283/232983/232066

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : _____
 Registered Address : _____
 E-Mail Id : _____
 Folio No/Client Id : _____
 DP ID : _____

I/We, being the member(s) of _____ equity shares of Bhagwati Autocast Limited, hereby appoint:

1) Name: _____ Address: _____ e-Mail ID: _____
 or failing him

2) Name: _____ Address: _____ e-Mail ID: _____
 or failing him

3) Name: _____ Address: _____ e-Mail ID: _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Wednesday, 21st August, 2019 at 11:00 a.m. at Survey No. 816, Village Rajoda, Nr. Bavla, Ahmedabad - 382220 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares		
3. To appoint director in place of Dr. Pravin N. Bhagwati (DIN:00096799), who retires by rotation and being eligible offered himself for re-appointment		
4. To re-appoint Mr. Padmin H. Buch (DIN:03411816) as an Independent Director		
5. To re-appoint Mr. Rajendraprasad J. Shah (DIN:01982424) as an Independent Director		
6. To give permission/ power to Board of Directors for related party transaction		
7. To approve remuneration of Cost Auditor		

Signed this day of 2019.

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix
requisite
Reverue
Stamp

Notes:

1. 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.
2. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. For resolutions, relevant information and notes, please refer to the Notice of 37th Annual general Meeting.



Bhagwati Autocast Limited

CIN: L27100GJ1981PLC004718

Reg. Off.: Survey No. 816, Village Rajoda, Nr. Bavla, Ahmedabad- 382220.

Phone: +91-2714-232283

Website: www.bhagwati.com E-mail: cs@bhagwati.com

ATTENDANCE SLIP

Name and Registered Address of Shareholder:

Registered Folio No./DP ID No./ Client ID No. :

No. of shares held:

I hereby record my presence at the 37th Annual General Meeting of the Company held on Wednesday, 21st August, 2019 at 11:00 a.m. at Survey No. 816, Village Rajoda, Nr. Bavla, Ahmedabad- 382220.

Name of Member / Proxy

Signature of Member / Proxy

Note:

1. Please complete the attendance slip and hand it over at the entrance of the meeting hall. Only Members/Representative of the corporate Members or Proxies are allowed to attend the meeting.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representative appointed under section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	User ID	Password / PIN

Note:

1. The e-voting will commence on Saturday, 17th August, 2019 from 09:00 A.M. and close on Tuesday, 20th August, 2019 at 05:00 P.M. The voting module shall be disabled after closure time by NSDL.
2. These details and instructions form are internal part of the Notice for the 37th Annual General Meeting to be held on August 21, 2019.