

BHAGWATI AUTOCAST LIMITED

NOTICE

NOTICE is hereby given that the **38TH ANNUAL GENERAL MEETING (AGM)** of the members of **BHAGWATI AUTOCAST LIMITED** will be held on Thursday, the 24th day of September, 2020 at 03:00 pm IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) 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, 2020 and the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2020.
3. To appoint director in place of Ms. Reena P. Bhagwati (DIN:00096280), who retires by rotation and being eligible offered herself for re-appointment.

Special Business:

4. Payment of Remuneration to Executive Directors who are Promoters or Member of Promoter Group

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 read with rules and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding 5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 (“Net Profit”), whichever is higher; or
- (b) aggregate annual remuneration to Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit.

RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group (“such Executive Directors”) shall be effective for the Financial Year commenced from April 1, 2020 and for subsequent years till the expiry of respective term of such Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution.”

5. Re-appointment of Ms. Reena P. Bhagwati (DIN: 00096280), as Jt. Managing Director the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) and Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in-force) and subject to the such other approval(s), as may be required, the consent of members of the Company, be and is hereby accorded to re-appoint Ms. Reena P. Bhagwati (DIN: 00096280), as Jt. Managing Director of the Company, liable to retire by rotation, for the period of 5 year starting with effect from 1st October, 2020 ending on 30th September, 2025 on terms and conditions as mentioned in the statement annexed hereto including remuneration shall provide in exceeding the limits as provided under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till expiry of term of such Executive director.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in-force) and subject to such approval(s), as may be required, the Company is authorized to pay minimum remuneration to Ms. Reena P. Bhagwati (DIN: 00096280) Jt. Managing Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from October 1, 2020 till September 30, 2023.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to execute the agreement with Jt. Managing Director and do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

6. 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, 2021 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, 2021.”

Place : Ahmedabad
Date : 19/06/2020

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

NOTES :

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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 the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
4. In respect of the ordinary business at Item no. 3, 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.
5. Explanatory statements pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no. 4 to 6 of the Notice are annexed herewith.
6. The requirements to place the matters relating to appointment of Auditors for ratification by members at every Annual General Meeting has been withdrawn vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed for a period of 5 years in the 34th Annual General Meeting held on September 21, 2016.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 17th September 2020 to Thursday 24th September, 2020 (both days inclusive) for the purpose of payment of dividend.
8. 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 Wednesday, 16th September, 2020.
9. Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. Accordingly, the above referred Final Dividend will be paid after deducting the applicable tax. The shareholders are requested to update their PAN with the RTA (in case of shares held in physical mode) and with depositories (in case of shares held in demat mode).

10. Members holding shares in physical form are advised to furnish their PAN and bank account details to the Company or RTA 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.
11. Members who hold shares in the dematerialized form and desire to change/correction in 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 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.
12. 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.
13. 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.	Final Dividend for the Financial Year	Date of Declaration of Dividend	Last date of Claim
1.	2012-2013	20/09/2013	27/10/2020
2.	2013-2014	24/09/2014	01/11/2021
3.	2014-2015	23/09/2015	01/11/2022
4.	2015-2016	21/09/2016	28/10/2023
5.	2016-2017	20/09/2017	27/10/2024
6.	2017-2018	12/09/2018	18/10/2025
7.	2018-2019	21/08/2019	26/09/2026

Accordingly, during the financial year 2019-20, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2012 on 16th November, 2019 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-enclosed dividend warrants pertaining to the above years at registered office of the Company for revalidation or issuance of demand draft in lieu thereof and en-cash 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

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encashed their dividend warrants from the final dividend 2012-13 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 2012-13 has not been claimed by members 7 (seven) consecutive years.

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.

14. In terms of the amendments to the Listing Regulations, with effect from April 1, 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialized form with the depository, i.e. NSDL or CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.
15. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to MCS Share Transfer Agent Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. 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.
17. Members seeking any information with regard to the documents referred to in the accompanying Notice to be placed at the AGM, are requested to write to the Company before the date of AGM through email on cs@bhagwati.com. The same will be replied by the Company suitably.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.bhagwati.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>
19. 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.

20. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. Instructions for e-voting and joining the AGM are as follows:

A. 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 Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- II. The remote e-voting period commences on 21st September, 2020 (09:00 am) and ends on 23rd September, 2020 (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 16th September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. 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 during the AGM and remote e-voting process in a fair and transparent manner.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- V. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting System

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- d) Your User ID details will be as per details given below :
- i) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - ii) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - iii) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- e) Your password details are given below:
- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 - f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - h) Now, you will have to click on "Login" button.
 - i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting System

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of Bhagwati Autocast Limited.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, MCS Share Transfer Agent Limited at mcstaahmd@gmail.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) to register your email address, as per the process advised by your DP.

- VI. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chi118_min@yahoo.com with a copy marked to evoting@nsdl.co.in.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- VIII. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Wednesday 16th September, 2020 only shall be entitled to avail the facility of Remote E-voting as well as voting in the Annual General meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- IX. The voting rights of members shall be reckoned in proportion to their shares in the total paid up equity share capital of the Company as on the cut-off date i.e. 16th September, 2020.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding

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shares as of the cut-off date i.e. 16th September, 2020, 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.

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 download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990. Also further queries/grievances connected with Remote E-voting, the members may contact the Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994545) or Company Secretary & Compliance Officer at the Registered Office of the Company at Survey No. 816, Village: Rajoda, Near Bavla, Dist. Ahmedabad-382220, Gujarat Phone: 02714-232283. E-mail: cs@bhagwati.com.

B. Instructions for Members for Attending the AGM through VC / OAVM are as under:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre-NSDL at pallavid@nsdl.co.in/ 022-24994545 or Mr. Pratik Bhatt-NSDL at pratikb@nsdl.co.in/ 022-24994738.

4. Members who would like to express their views or ask questions during the AGM must register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@bhagwati.com 3 days in advance with the Company for the general meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

C. Other Instructions:

1. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer'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.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhagwati.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Place : Ahmedabad
Date : 19/06/2020

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

ANNEXURE - A
Item-3 of the Notice
Details of the directors seeking appointment/ re-appointment at the 38th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Reena P. Bhagwati
DIN	00096280
Date of Birth	26/08/1966
Date of Appointment/ Re Appointment	01/10/2015
Qualifications	MBA from Carnegie Mellon University, Pittsburgh, USA
Brief profile and Expertise in Specific Functional Area	<p>Ms. Reena Bhagwati holds Directorship in the engineering companies of the Bhagwati Group – Bhagwati Spherocast Pvt. Ltd., Bhagwati Autocast Ltd. and Bhagwati Filters Pvt. Ltd. She heads them by providing strategic Fiscal and Operations leadership. She is deeply involved in Philanthropy and has started and runs her own NGO.</p> <p>She has held professional positions and served as the President of the Institute of Indian Foundry men (IIF) in 2013-14, Chairperson of the Confederation of Indian Industries (CII), Gujarat State Council in 2016-17, and is a continuing Member of the Governing Body of Ahmedabad Management Association.</p>
Relationship between Directors inter se	She is a daughter of Dr. Pravin N. Bhagwati, Managing Director of the Company
No. of Board meeting attended	4 out of 4
No. of Shares held	969174
Other Directorship in Listed entities	<ul style="list-style-type: none"> • EIMCO Elecon (India) Limited • The ANUP Engineering Limited • Symphony Limited
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	<p>Member in Audit Committee :</p> <ul style="list-style-type: none"> • The ANUP Engineering Limited • Symphony Limited <p>Member in Stakeholders Relationship Committee:</p> <ul style="list-style-type: none"> • Symphony Limited

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Payment of Remuneration to Executive Directors who are Promoters or Member of Promoter Group

As required under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- (i) Annual remuneration payable to such executive director exceeds 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or
- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17(6)(e) of the Listing Regulations from April 1, 2020 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

None of the Key Managerial Personnel of the Company / their relatives, other than the Directors to the extent of remuneration which may be paid to them in accordance with the provisions of Section 197 of the Companies Act, 2013, are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the passing of the Special Resolution set out at item no. 4 for approval of the members.

Item No. 5

Re-appointment of Ms. Reena P. Bhagwati (DIN: 00096280), as Jt. Managing Director of the Company

Item No. 5 of the Notice relates to the reappointment of Ms. Reena P. Bhagwati as Jt. Managing Director of the Company, whose present tenure will expire on 30th September, 2020. Subject to the approval of the members and on recommendation of Nomination and remuneration Committee, the Board of directors reappointed Ms. Reena P. Bhagwati, as Jt. Managing Director for a period of 5 years from 1st October, 2020 to 30th September, 2025. A brief profile of Ms. Reena P. Bhagwati and disclosures required under the Listing Regulations form parts of the Notice.

Pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is being sought for the Special Resolution for payment of remuneration to executive directors who are promoters or members of the promoter group in excess of the limits as provided under the said rules. But the overall remuneration shall be provided to both the Managing directors

of the Company are in accordance with the applicable provisions of the Companies Act, 2013, if Ms. Reena P. Bhagwati appointed as Jt. Managing Director of the Company with approval of the members.

The proposed remuneration mentioned hereunder subject to the approval of members in the 38th Annual general Meeting of the Company for the period of 3 years effective from 1st October, 2020 to 30th September, 2023.

The terms and conditions of reappointment of Ms. Reena P. Bhagwati, as Jt. Managing Director of the Company are as under:-

REMUNERATION:

- a) Salary:
Rs. 1,00,000/- per month or within an overall limit of Rs. 1,25,000/- per month.
- b) Leave Encashment:
The Jt. Managing Director shall be entitled to fully paid leave as per the Company's Rules. 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.
- c) Other Benefits
Such other benefits amenities and facilities as per the company's rules within the overall limit of Rs. 1,25,000/- per month.

Memorandum of Interest:

Ms. Reena P. Bhagwati, is interested in the above resolution to the extent that the remuneration received by her. Dr. Pravin N. Bhagwati, is concerned or interested in the above resolution as being relative of Ms. Reena P. Bhagwati, none of other Directors or KMPs is concerned or interested in the above resolution.

Information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 are as follows:

I. General Information:

Nature of Industry:

The Company is engaged in manufacturing of highly specialized casting for the automobile, tractor, compressor, and hydraulic industries.

Financial performance based on given indicators:

During the financial year 2019-20, the Revenue from operations of the Company was Rs. 100.62 crores and Profit Before Tax (PBT) was Rs. 3.04 crores on standalone basis.

Foreign Investments or collaborations:

Nil

II. Information about appointee:

1) Background details:

Ms. Reena P. Bhagwati, Jt. Managing director of the Company is a key promoter of the Company. She is qualified MBA from Graduate School of Industrial Administration, Carnegie Mellon University, Pittsburgh. She is associated with

the Company since 2005. The Company is continuously performing well despite Global adverse & recessionary situation, the Company has performed exceptionally well and achieved new heights under his esteemed supervision and leadership.

2) Past remuneration:

Rs. 1 lakh per month

3) Recognition or Awards:

She has held professional positions and served as the President of the Institute of Indian Foundry men (IIF) in 2013-14, Chairperson of the Confederation of Indian Industries (CII), Gujarat State Council in 2016-17, and is a continuing Member of the Governing Body of Ahmedabad Management Association.

4) Job Profile & Suitability:

Ms. Reena P. Bhagwati, Jt. Managing Director of the Company has been appointed by the Board of Directors to look after day to day affairs of the Company including Production, Finance, Administration, Marketing and human resource development with the help of senior experts and professionals in their respective fields. Under her direction and supervision, the Company is able to enhance its sales and profitability.

5) Remuneration Proposed:

The details of the proposed remuneration are mentioned in Explanatory Statement as required under Section 102(1) of the Companies Act, 2013.

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 with respect to the country of his origin)

The Nomination and remuneration committee and the Board of Directors of the Company have recognized the profit and rich, diversified experience of Ms. Reena P. Bhagwati, accordingly they have approved the remuneration. Her remuneration is comparable and level with similar in the industry.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:

The Jt. Managing Director is promoter of the Company and she along with her family Members and group Companies holds 71.39% equity share capital of the Company. The Company had not entered into any transaction of a material nature with any of the related parties, which were in conflict with the interest of the Company. Further all transactions with the related parties were in the ordinary course of the business and arms' length. Dr. Pravin N. Bhagwati, Managing Director of the Company is relative of Ms. Reena P. Bhagwati.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

- a) Foundry industry is working in extreme competitive market with paper thin profit margin.
- b) Operational costs of products of the foundries located in Gujarat are substantially higher than other foundries located in other parts of the country.

c) Our customers are big & OEM, and hence sales rates are governed by market. There is very limited scope to enhance sales rate on the basis of cost plus margin formula.

d) We are utilizing full installed capacity and hence volume cannot increase, our sales are solely dependent on growth of tractor & other general automobile & engineering industries, where we operate.

2. Steps taken for improvement:

a) Company has 18000 MTA installed capacity and with increased capacity company's sales turnover will increase.

b) Company has generally maintained cordial and amicable relationship with its labors and employees.

c) Out of total production, almost 75% of the casting production of the Company is normally sold to 2 companies, the Management desire to reduce dependency on few customers, to implement this planning company has increase the strength of its marketing and R&D department, which will help in the search of new market, innovation of new design and maintenance of international standards quality of products.

3. Expected increase in the productivity:

Bhagwati Autocast Limited, is one of Certified ISO 9001:2015 Company, which itself denoted its quality and reliability of products. The productivity and profits are likely to increase well over the period of next 2-3 years.

IV. DISCLOSURES

Ms. Reena Bhagwati satisfies all the conditions set out in Schedule V to the Act being eligible for her reappointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Ms. Reena Bhagwati is not debarred from holding the office of Director pursuant to any order issued by Securities and Exchange Board of India (SEBI) or any other authority.

The above details are given along with details of his remuneration in the notice to the extent they are applicable. Your directors recommend the resolutions as they consider the same is in the interest of the Company. This may be treated as an abstract of terms of contract for the re-appointment of the Jt. Managing Director under the provisions of Section 190 of the Companies Act, 2013. The Draft Agreement to be entered in to with the Jt. Managing Director is open for inspection by Members on any working day between 3.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

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

Item No. 6

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, 2021 at a remuneration of Rs. 75,000/- (Exclusive of Taxes/charges) and re-imbursement 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

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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's or their relative is interested or concerned in the resolution.

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

Place : Ahmedabad
Date : 19/06/2020

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