

BHAGWATI AUTOCAST LIMITED

NOTICE

NOTICE is hereby given that the **40th Annual General Meeting** (AGM) of the members of **Bhagwati Autocast Limited** will be held on Thursday, the 22nd day of September, 2022 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, 2022 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, 2022.
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. Adoption of new set of the Memorandum of Association

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 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in-force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), the approval of the Members of the Company, be and is hereby accorded to adopt the new set of Memorandum of Association of the Company via following changes:

(A). the reference to Table A of Schedule I be and is hereby referred by inserting the word 'Table A' above the words 'MEMORANDUM OF ASSOCIATION'

(B). Existing Clauses I, II, III, IV and V of the MOA stands renumbered as 1st, 2nd, 3rd, 4th and 5th respectively.

(C). Existing Part (A) of Clause III of the MOA stands renumbered as '(a)' in Clause 3rd and the words 'THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON, ITS INCORPORATION ARE' stands replaced/substituted with 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-'.

(D). the following Sub-Clause 4 after Sub-Clause 3 under Part (a) of Clause 3rd stands inserted.

4. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply of power generation through installation and operation of systems under solar, thermal, bio thermal, wind, hydro-electric, nuclear and gas including solar photovoltaic, solar thermal, solar chimney and solar based devices, wind energy devices, hydro-electric devices, nuclear and gas based devices either for captive consumption or sale to industries, households, and commercial establishments and marketing of energy to authorized power transmission and distribution companies including the State Electricity Boards and Power Grids anywhere in India and abroad, in accordance with the provisions of Indian Electricity

Act and/or Electricity (Supply) Act or any statutory modifications or re-enactment thereof and rules made thereunder using local, indigenous, imported technology, transmission, distribution, trading, import, export including manufacture, trading, installation and operation of all the renewable power generating systems and power related equipment's as may be developed or invented.'

(E). Existing Part (B) of Clause III of the MOA stands renumbered as '(b)' in Clause 3rd and the words 'OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS' stands replaced/substituted with 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3RD (A) ARE:-'.

(F). the existing Sub-Clauses 4 to 15 under Part (B) of Clause-III stands renumbered as Sub-Clauses 1 to 12 under Part (b) of Clause 3rd.

(G). the wording/ line of '[C] OTHER OBJECTS' stands deleted and the existing Sub-Clauses 16 to 53 under Part (C) of Clause-III stands inserted after Sub-Clause 12 as Sub-Clauses 13 to 50 under Part (b) of Clause 3rd.

(H). Existing Clause-IV stands renumbered and replaced as, '4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

(I). Subscription clause of the MOA stands renumbered as '6th'.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying out other ancillary activities as inserted above at such time or times as the Board may in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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, 2023 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, 2023."

Place : Ahmedabad

Date : 23/05/2022

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 Jt. 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 January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (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 Director seeking appointment/ 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 ordinary and special businesses under Item no. 4 and 5 of the Notice are annexed herewith.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2022 to Thursday, 22nd September, 2022 (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 Wednesday, 14th September, 2022.
8. 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).
9. 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.

10. 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.
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.	Final Dividend for the Financial Year	Date of Declaration of Dividend	Last date of Claim
1.	2014-2015	23/09/2015	01/11/2022
2.	2015-2016	21/09/2016	28/10/2023
3.	2016-2017	20/09/2017	27/10/2024
4.	2017-2018	12/09/2018	18/10/2025
5.	2018-2019	21/08/2019	26/09/2026
6.	2019-2020	24/09/2020	30/10/2027
7.	2020-2021	23/09/2021	29/10/2028

Accordingly, during the financial year 2021-22, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2014 on 11th November, 2021 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-encashed dividend warrants/ instruments 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 encashed their dividend warrants from the final dividend 2014-15 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:

BHAGWATI AUTOCAST LIMITED

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 2014-15 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> or contact Company or R&T Agent for lodging claim for refund of shares and/ or dividend from the IEPF Authority.

13. 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.
14. 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.
15. 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.
16. 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.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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 at www.evoting.nsdl.com
18. 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.
19. Members attending the AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Since the AGM will be held through VC /OAVM, the Route Map is not annexed in this Notice.
21. Instructions for e-voting and joining of the AGM through VC /OAVM are as follows:

A. Voting through electronic means

- I Pursuant to the provisions of Section 108 of the Companies Act,

2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- II. The remote e-voting period begins on Monday, 19th September, 2022 (09:00 am) and ends on Wednesday, 21st September, 2022. (05:00 pm) The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 14th September, 2022, may cast their vote by remote e-voting. The voting rights of members shall be in proportion to their share in paid up equity share capital of the Company as on the cut-off date, being Wednesday, 14th September, 2022. 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. 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, 14th September, 2022 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.
- IV. 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. Wednesday, 14th September, 2022, 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.
- V. Mr. Chirag Shah (Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (Membership No. FCS: 11283; CP No.: 17554), Partner of M/s. Chirag Shah & Associates, Practicing Company Secretaries 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.
- VI. 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.
- VII. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting System

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDEAS” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service

provider i.e. NSDL. Click on NSDL to cast your vote.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430.

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

BHAGWATI AUTOCAST LIMITED

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are 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***).
5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) 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 to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) 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.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) 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 etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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. 1800-1020-990 and 1800-224-430. 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.

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

1. Send a request to the Registrar and Transfer Agents of the Company, MCS Share Transfer Agent Limited at mcsstaahmd@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.
2. Please contact your Depository Participant (DP) to register your email address, as per the process advised by your DP.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility

of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-1020-990 and 1800-224-430 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.
5. 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 Information:

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 also to BSE Limited (stock exchange) where the equity shares of the Company is listed at www.bseindia.com immediately.

Place : Ahmedabad
Date : 23/05/2022

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 Jt. MD
DIN : 00096799

BHAGWATI AUTOCAST LIMITED**ANNEXURE - A****Item-3 of the Notice****Details of the directors seeking appointment/ re-appointment at the 40th 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. Bhagati
DIN	00096280
Date of Birth	26/08/1966
Date of Appointment/ Re Appointment	01/11/2020 (As Managing Director)
Qualifications	MBA from Carnegie Mellon University, 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. & Bhagwati Filters Pvt. Ltd. She has spearheaded the Bhagwati Group by providing strategic, fiscal & operational leadership. Under her able leadership, the companies have made remarkable & constant progress. Apart from her business interests, she runs her own NGO and is also deeply involved in various philanthropic activities.</p> <p>She has held various professional positions and has served as the President of the Institute of Indian Foundrymen (IIF) during 2013-14, Chairperson of the Confederation of Indian Industries (CII) Gujarat State Council during 2016-17, Gujarat State Representative in (CII) Western Regional Council for 2022-23 & is a continuing Member of the Governing Body of the Ahmedabad Management Association.</p>
Relationship between Directors inter se	She is a daughter of Dr. Pravin N. Bhagati, Jt. Managing Director of the Company
No. of Board meetings attendend during FY 2020-21	5 out of 5
Shareholding of non-executive directors in the listed entity including shareholding as a beneficial owner	980158 (Executive director as Individually)
Other Directorship in Listed entities	1. EIMCO Elecon (India) Limited 2. The Anup Engineering Limited 3. Symphony Limited
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	Member in Audit Committee : 1. The Anup Engineering Limited 2. Sypmphony Limited Member in Stakeholders Relationship Committee : 1. Symphony Limited

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 4**Adoption of new set of the Memorandum of Association**

As you are aware, your Company is in to the business of manufacturing of CI and SGI castings having foundry located at near Bavla, Dist. Ahmedabad. This Company consumes high energy and continuously reviews of all processes and operations and consequent improvement on the same. The energy which taken by the Company from the respective State Governments' Electricity Boards at the prevailing market tariffs. To conserve energy and save on energy costs and minimise the Carbon footprint, the Company actively looked for clean energies through renewable energies particularly, the Solar Energy which is actively taken up by the Industries and households in India with the patronage of the Central and State Governments in the larger interests of the Society and the Environment. Hence, the Company requires inclusion of Object clause for generation of power / supply the same either for captive consumption or otherwise in the Memorandum of Association of the Company, the Board of your Company decided to amend the Objects Clause of the Memorandum of Association of the Company for inclusion of Objects for generation of power and supply the same. Along with the proposed changes in MOA, the Company also intends to align the Memorandum of Association in accordance with Companies Act, 2013.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the 'MoA'). The Board of Directors, at their Meeting held on 23rd May, 2022 has approved the aforesaid alteration to the Object Clause of the Memorandum of Association of the Company, subject to the approval of the Members of the Company.

The existing Memorandum of Association of the Company is available for inspection by the Members upto the date of ensuing Annual General Meeting. The Special Resolution passed by

Members shall file with the Registrar of Companies who shall register the alteration to the Memorandum of Association of the Company with respect to the objects of the Company and certify the registration.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution. The Board recommends the special resolution for approval of the Members.

Item No. 5**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, 2023 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's or their relative is interested or concerned in the resolution. The Board recommends the ordinary resolution for approval of the Members.

Place : Ahmedabad
Date : 23/05/2022

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