

Anugraha Valve Castings Limited
26th Annual Report

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the shareholders of the Company will be held at **10.35 AM on Saturday, the 22nd day of September, 2018** at Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd., Sai Baba Colony Branch, Sri Valli Complex, 174, N.S.R. Road, Sai Baba Colony, Coimbatore - 641 011 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss along with Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.
2. a). To Appoint a Director in the Place of **Shri Ramnath Dureja**, who retires by rotation and being eligible, offer himself for re-appointment.
b). To Appoint a Director in the Place of **Shri Ajay J Shah**, who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

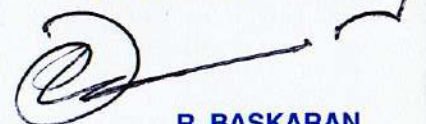
3. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable Provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri S. Ponraj (DIN: 00045580), who was appointed as a Director of the Company in the category of Independent Director, and who holds office up to 31st March, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of the Director, be and is hereby re-appointed as a Director of the Company, in the category of Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years from 1st April, 2019 to 31st March, 2024, be and is hereby approved".

4. **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 Sections 149, 150, 152 and other applicable Provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Shri R.P. Joshua (DIN: 00045589), who was appointed as a Director of the Company in the category of Independent Director, and who holds office up to 31st March, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of the Director, be and is hereby re-appointed as a Director of the Company, in the category of Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years from 1st April, 2019 to 31st March, 2024, be and is hereby approved".

By Order of the Board



R. BASKARAN
Chairman cum Managing Director

Place : Coimbatore
Date : July 25, 2018

Anugraha Valve Castings Limited

26th Annual Report

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least **forty-eight hours** before the time fixed for the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

A Proxy does not have the right to speak at the meeting and can vote only on a poll.

2. Corporate Members, intending to send their authorized representative, are requested to send certified true copy of the Board Resolution authorizing their representatives to attend vote at the AGM.
3. In case of Joint Holders, the joint holder who is higher in the order of names will be entitled to vote.
4. Members / Proxies / Authorized representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 13th September 2018 to Saturday, 22nd September 2018 (both days inclusive).
7. Pursuant to Section 125 of the Companies Act, 2013 unclaimed dividends up to the Financial Year ended 31st March 2010 have been transferred to the Investor Education and Protection Fund (IEPF).

In terms of the Companies Act, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account is required to be transferred to the IEPF.

Members shall not be able to claim any unpaid or unclaimed dividend transferred to IEPF from the Company thereafter.

Members who have not en-cashed their dividend warrants towards the Dividend for the year ended 31st March 2011 or thereafter are requested to write to the Company.

Members are requested to note that the Dividend for the year ended 31st March 2011 declared at the Annual General Meeting held in September 2011 is due to be transferred to the IEPF in October 2018.

Also pursuant to the provisions of the recently notified "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, are also be transferred to a DEMAT account of the Investor Education and Protection Fund (IEPF). In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No.IEPF-5 available on www.iepf.gov.in.

Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Company.

Anugraha Valve Castings Limited 26th Annual Report

8. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
9. Members are requested to notify immediately any change in their address to the registered office of the company, quoting their ledger folio number.
10. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
11. A route map to reach the venue is given at the end of the Annual Report as per the Secretarial Standard 2.
12. Every member, being an individual has a right to nominate any nominee of his choice. Members are requested to write to the registered office of the company for more information on nomination facility and/or to get a copy of Nomination form.

For and on behalf of the Board



R. BASKARAN
Chairman cum Managing Director

Place: Coimbatore
Date : July 25, 2018

Anugraha Valve Castings Limited

26th Annual Report

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

Item No.3 & 4

Shri S. Ponraj and Shri R.P. Joshua who were appointed as a Director of the Company in the category of Independent Director, holds office up to the conclusion this financial year i.e. 31st March, 2019 (First Term in terms of Section 149(10) of the Companies Act, 2013 ("the Act")). The Company has received a Notice in writing under the provisions of Section 160 of the Act, from the Members proposing the Candidature of Shri S. Ponraj and Shri R.P. Joshua for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Section 149(10) of the Act, provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) further provides that an independent director may hold office for up to two consecutive terms.

The Board taking into account the recommendation of the Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Shri S. Ponraj and Shri R.P. Joshua as Director of the Company in the category of Independent Director, in terms of Section 149(10) read with Schedule IV of the Act, for a second term from 1st April 2019 to the conclusion of the Financial Year ending on 31st March, 2024. During this period, they shall not be liable to retire by rotation.

Shri S. Ponraj and Shri R.P. Joshua are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director.

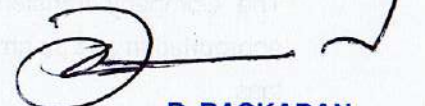
The aforesaid Independent Directors are eminent personalities in their field, the persons of integrity and possess the relevant expertise and experience. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In the opinion of the Board, Shri S. Ponraj and Shri R.P. Joshua fulfills the conditions for appointment as an independent Director as specified in the Act. They have furnished declarations confirming that they met the criteria of Independence under Section 149(6) of the Companies Act, 2013.

A copy of the draft letter of appointment of Shri S. Ponraj and Shri R.P. Joshua setting out the terms and conditions of their appointment is available for inspection by members at the registered office of the Company during the normal business hours, on any working day.

None of the Directors of the Company or their relatives, other than Shri S. Ponraj and Shri R.P. Joshua or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.3 & 4.

Board considers that their continuous association with the Company would be of immense benefit to the Company and recommends the resolution as set out in Items 3 and 4 in the Notice to be approved by the shareholders, by way of **Special Resolutions**.

By Order of the Board



R. BASKARAN

Chairman cum Managing Director

Place: Coimbatore
Date : July 25, 2018