

NOTICE

Notice is hereby given that the Forty Third Annual General Meeting of the Members of LA TIM METAL & INDUSTRIES LIMITED will be held at Rotary Service Centre, K.C Hall, Ground Floor, Rotary Chowk Juhu Tara Road ,Santacruz (West), Mumbai-400049 on Saturday, 14th September, 2019 at 11.00 a.m. to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March 2019 together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Khanna (DIN 00692373), who retires by rotation and being eligible, offers himself for reappointment.
3. **Ratification of Appointment of Statutory Auditors of the Company:**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Dhirubhai Shah & Doshi, Chartered Accountants, (FRN: 102511W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration and reimbursement of out of expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:-

To regularize the appointment of Mahesh Chander Nagpal (DIN No. 02055457), who was appointed as an additional director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the notice received by the Company under Section 160 of the Act, Mr. Mahesh Chandre Nagpal (Holding Director Identification Number 02055457), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors 30th May, 2019, to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from 30th May, 2019 to 29th May, 2024 for a term of Five years and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

For **La Tim Metal & Industries Limited**

Sd/-
Rahul Timbadia
 Managing Director

Registered Office:

201, Navkar Plaza, Bajaj Road,
 Vile Parle (West), Mumbai- 400 056
 CIN: L99999MH1974PLC017951
 Tel: (022)-26202299/26203434 Fax: (022)-26240540
 E-mail: accounts@latimmetal.com,
 Website: www.latimmetal.com
 Date: August 14, 2019

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representatives are

requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before 12th September, 2019.

5. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
 6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
 8. Brief resume of all Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, are forming part of the Annual Report
 9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
 10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
 11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting. The Register of Members and Share Transfer Books of the Company will remain closed from 08.09.2019 to 14.09.19 (both days inclusive).
 12. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Satellite Corporate Services Pvt. Ltd. quoting their folio and reference no. Members are also requested to send their email address to the Company's Registrar.
 13. As stipulated under Chapter V of SEBI (Listing Obligations and Disclosure Requirements), 2015, and the Listing Agreement with the Stock Exchanges in India a profile and brief resume of the directors seeking reappointment, their memberships/ chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Directors Report which forms part of the Annual Report.
 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
 15. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 1. Change in their residential status on return to India for permanent settlement.
 2. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 16. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of Dematerialization.
 17. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
 18. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.latimmetal.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: accounts@drillcometal.com.
 19. Voting through electronic means.
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to

provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has signed an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

- I. The instructions for shareholders voting electronically are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:-

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

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

Details on Step 1 is mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. 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.nsd.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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
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.
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.



Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
 2. 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.
 3. Select **“EVEN”** of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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.: 1800-222-990 or send a request atevoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
 - (i) Initial password will be provided at the bottom of the Attendance Slip for the AGM.

EVEN	User ID	Password

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
20. The e-voting period commences on 11th September, 2019 (9:00 am) and ends on 13th September, 2019 (5:00pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07.09.2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- If Shareholders of the Company has not casted their vote electronically, may cast their vote at the AGM.
21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 07.09.2019.
 22. If a Member casts votes by e-voting and at the AGM also, then vote cast through e-voting shall prevail and vote cast at the AGM shall be treated as invalid. The members who have cast their vote by e-voting or at the AGM also form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 23. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
 24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 25. M/s. Kothari H. & Associates, company secretaries have been appointed as the scrutinizer to scrutinize the e-voting and poll process in affair and transparent manner.
 26. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions set out in the Notice of Annual General Meeting, allow voting for the Members who are present at the AGM but have not cast their votes by availing the e-voting facility.
 27. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than **three days** of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same .
 28. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.latimmetal.com and on the website of NSDL within two days of the passing of resolutions at the 43rd AGM of the Company on 14th September, 2019, and communicated to the BSE Ltd. within the prescribed period.
 29. Investor Grievance Redressal:- The Company has designated an exclusive e-mail id accounts@drillcometal.com to enable investors to register their complaints, if any.

EXPLANATORY STATEMENT

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

Item No 4

The Board of Directors appoints Mr. Mahesh Chander Nagpal as an Additional Independent Director of the Company w.e.f 30th May, 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr.Mahesh Chander Nagpal shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of upto 5 years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr.Mahesh Chander Nagpal signifying his candidature as an Independent Director of the Company.

A brief profile of Mr.Mahesh Chander Nagpal including nature of his expertise is provided in the Annexure to this notice.

Mr. Mahesh Chander Nagpal is a Business Man from Mumbai .He has a total experience of more than Thirty years in this Industry.

The Company has received a declaration of independence from **Mr.Mahesh Chander Nagpal**. In the opinion of the Board Mr.Mahesh Chander Nagpal fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at registered office of the Company during business hours on any working days and is also available on the website of the Company.

The Notice and this statement may also be regarded as disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

None of the Directors / Key Managerial Personnel of the Company / their relatives except **Mr.Mahesh Chander Nagpal** is, any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

For **La Tim Metal & Industries Limited**

Sd/-
Rahul Timbadia
Managing Director

Registered Office:

201, Navkar Plaza, Bajaj Road,
Vile Parle (West), Mumbai- 400 056
CIN: L99999MH1974PLC017951
Tel: (022)-26202299/26203434
Fax: (022)-26240540
E-mail:accounts@latimmetal.com,
Website: www.latimmetal.com
Date: August 14, 2019

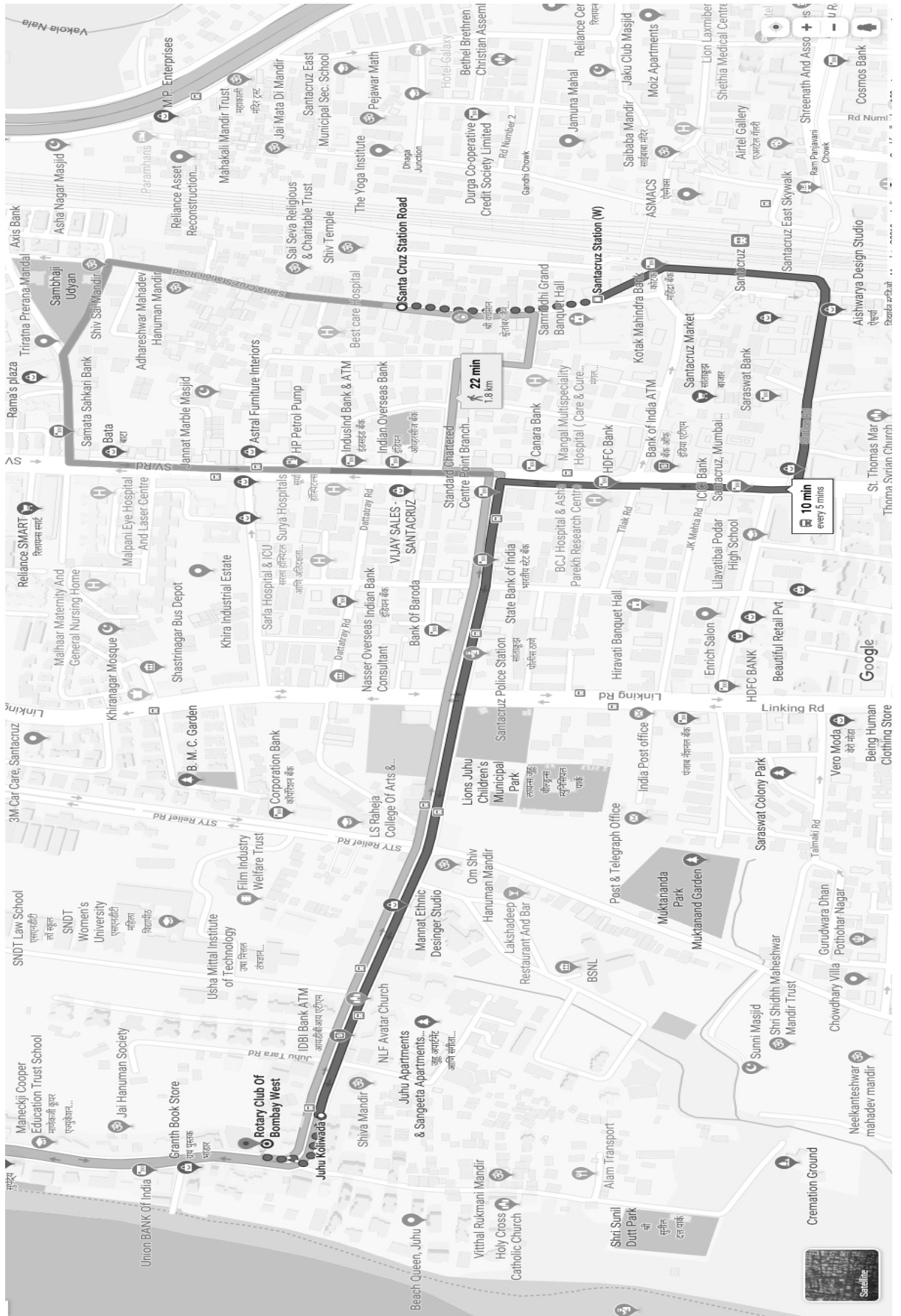
ANNEXURE TO THE NOTICE

Particulars with regard to the Appointment / Re-appointment of Directors pursuant to Standard 1.2.5. of the Secretarial Standard -2 issued by The Institute of Company Secretaries of India (ICSI) at forthcoming AGM

Name of the Director	Ramesh Khanna
Director Identification Number (DIN)	00692373
Date of Birth	11 th January 1941
Nationality	Indian
Date of Appointment on Board	13/08/2018
Qualification	Chartered Accountant
Shareholding in Company	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

Name of the Director	Mahesh Chandre Nagpal
Director Identification Number (DIN)	02055457
Date of Birth	03 rd April, 1953
Nationality	Indian
Date of Appointment on Board	30 th May 2019
Qualification	Bussiness
Shareholding in Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

Route Map



LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai – 400 056
CIN – L99999MH1974PLC017951 **Website:** - www.latimmetal.com **Tel No.** +91-22-26202299

PROXY FORM

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

Name of the member(s) :		Email-id :	
Registered address :		Folio No. / *Client id :	
		*DP id :	

I / We being the member(s) of _____ shares of **La Tim Metal & Industries Limited hereby appoint:**

1. _____ of _____ having e-mail id _____ or failing him
2. _____ of _____ having e-mail id _____ or failing him
3. _____ of _____ having e-mail id _____ and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 43rd Annual General Meeting of the Company, to be held on Saturday Rotary Service Centre, K.C Hall, Ground Floor, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai-400049 on Saturday, 14th September, 2019 at 11.00 a.m. and at any adjournments thereof in respect of such resolutions as are indicated below:

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

S. No.	Resolutions	For	Against
1.	Consideration and adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Ramesh Khanna (DIN 00692373), who retires by rotation at this AGM		
3.	Ratification of re-Appointment of Statutory Auditors of the Company		
4.	Regularization of additional Director as an Independent Director		

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2019 _____

Signature of shareholder _____

Signature of first proxy holder _____

Signature of Second proxy holder _____

Signature of third proxy holder _____

Affix 15 paise Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai – 400 056
CIN – L99999MH1974PLC017951 **Website:** - www.latimmetal.com **Tel No.** +91-22-26202299

ATTENDANCE SLIP

Please Fill attendance slip and hand it over at the Entrance of the Meeting Hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Folio No.	
Client Id*	No. of Shares	
Name of the Shareholder		
Address of the Shareholder		

I hereby record my presence at the 43rd Annual General Meeting of the Company held on Saturday, 14th September, 2019 at 11.00 a.m. at Ground Floor, Rotary Service Centre, K.C Hall, Ground Floor, Rotary Chowk Juhu Tara Road, Santacruz (West), Mumbai-400049

Signature of Shareholder / proxy _____

EVEN	User ID	Password

*Applicable for investors holding shares in electronic form.