

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the Members of **LA TIM METAL & INDUSTRIES LIMITED** will be held through Video Conference / Other Audio Visual Means, on Tuesday, 29th December 2020 at 11.30 AM 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 2020 together with the reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Kartik M. Timbadia (DIN 00473057), who retires by rotation and being eligible, offers himself for reappointment

Special business

- 3) Re-appointment of Mr. Rahul M. Timbadia (DIN: 00691457), Managing Director of the Company, to hold office for a term of three years:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Shri. Rahul M. Timbadia (DIN: 00691457) as Managing Director of the Company for a period of 3 (three) years, without any remuneration, with effect from August 9, 2020 till August 8, 2023 not liable to retire by rotation, upon the terms and conditions as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Shri. Rahul M. Timbadia (DIN: 00691457), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

- 4) Appointment of Dr. Subir Kumar Banerjee (DIN: 084631080) as an Independent Director of the Company

To consider and if thought fit to pass the following resolution as **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the companies Act 2013, and Rules framed thereunder, as amended from time to time and as per the Regulation 17 (1A) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 Dr. Subir Kumar Banerjee (DIN: 08463108), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its Meeting held on November 09, 2020 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2025 notwithstanding that on 29 November, 2023 he attains the age of 75 years.”

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

- 5) Appointment of Mrs. Ragini Chokshi (DIN: 06743306) as an Independent Woman Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the companies Act 2013, and Rules framed thereunder, as amended from time to time and as per the provision of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 Mrs. Ragini Chokshi (DIN: 06743306), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its Meeting held on November 09, 2020 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in

Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2025.

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

For **La Tim Metal & Industries Limited**

Sd/-
Swati Gupta
 Company Secretary

Registered Office:

201, Navkar Plaza, Bajaj Road,
 Vile Parle (West), Mumbai- 400 056
 CIN: L99999MH1974PLC017951
 Tel: (022)-26202299/26203434 Fax: (022)-26240540
 E-mail: cs.latimmetal@gmail.com,
 Website: www.latimmetal.com
 Date: November 9, 2020

IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.latimmetal.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Numbers (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company or its RTA.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
10. 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 22nd December, 2020.

11. M/s. Kothari H. & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit, within 48 hours of conclusion of the AGM a consolidated Scrutinizer's 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 and declare the result of the voting forthwith.

12. The result declared along with the result of the Scrutinizer shall be placed on the website of the Company viz. www.latimmetal.com and on the website of the NSDL immediately after the declaration of the result by the chairman or a person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai.

13. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, December 26, 2020 at 09:00 A.M. and ends on Monday, December 28, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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-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 '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, please follow steps mentioned below in process for those shareholders whose email ids are not registered
 - (iii) Shareholders whose email Id is not registered is requested to send their updated email id cs.latimmetal@gmail.com.
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.
- 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.

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.

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 hiteshkotharics@gmail.com with a copy marked to evoting@nsdl.co.in.
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 to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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) by email to cs.latimmetal@gmail.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.latimmetal@gmail.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

For **La Tim Metal & Industries Limited**

Sd/-
Swati Gupta
Company Secretary

Registered Office:

201, Navkar Plaza, Bajaj Road,
Vile Parle (West), Mumbai- 400 056
CIN: L99999MH1974PLC017951
Tel: (022)-26202299/26203434 Fax: (022)-26240540
E-mail: cs.latimmetal@gmail.com,
Website: www.latimmetal.com
Date: November 9, 2020

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. Kartik M. Timbadia
Director Identification Number (DIN)	00473057
Date of Birth	24 th November, 1952
Nationality	Indian
Date of Appointment on Board	10 th May, 2010
Qualification	Commerce Graduate
Shareholding in Company	5,40,210 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	La -Tim Life Style & Resorts Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Name of the Director	Mr. Rahul M. Timbadia
Director Identification Number (DIN)	00691457
Date of Birth	19 th October, 1950
Nationality	Indian
Date of Appointment on Board	10 th May, 2010
Qualification	Science Graduate and Diploma holder in "Entomology"
Shareholding in Company	7,52,250 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	La-Tim Life Style and Resorts Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member- One

Name of the Director	Dr. Subir Kumar Banerjee
Director Identification Number (DIN)	08463108
Date of Birth	29 th November, 1948
Nationality	Indian
Date of Appointment on Board	9h November, 2020
Qualification	Ph.D in Banking, MBA, M.Com, LLB, ACS, AICWA
Shareholding in Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Excel Realty N Infra Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member – Three Chairman - Three

Name of the Director	Mrs. Ragini Chokshi
Director Identification Number (DIN)	06743306
Date of Birth	29 th April, 1953
Nationality	Indian
Date of Appointment on Board	9h November, 2020
Qualification	FCS
Shareholding in Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Ajcon Global Services Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member -One

For La Tim Metal & Industries Limited

Sd/-

Swati Gupta

Company Secretary

Registered Office:

201, Navkar Plaza, Bajaj Road,
 Vile Parle (West), Mumbai- 400 056
 CIN: L99999MH1974PLC017951
 Tel: (022)-26202299/26203434 Fax: (022)-26240540
 E-mail: cs.latimmetal@gmail.com,
 Website: www.latimmetal.com
 Date: November 9, 2020

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)
Item No. 3

Mr. Rahul M. Timbadia was appointed as Managing Director of the Company for the period of 3 (three) years w.e.f. 9th August, 2017 by the Board of Directors in their meeting held on 9th August, 2017 and approved by the members in their meeting held on 27th September, 2017. The term of his appointment was only till 8th August, 2020 and accordingly, the Board of Director at its meeting held on July 31, 2020 on the basis of recommendation of Nomination and Remuneration Committee re-appointed Shri. Rahul M. Timbadia (holding DIN No. 00691457) as a Managing Director of the Company for the further period of 3 (three) years, without any remuneration, with effect from August 9, 2020 subject to approval of shareholders in ensuing Annual General Meeting.

He has attained the age of 70 years in October, 2020 and hence his Re-appointment as Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall appoint or continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Keeping in view that Shri Rahul M Timbadia has rich and varied experience in the Industry and has been involved in the

(iii) Financial performance based on given indicators - as per audited financial results for the year ended 31st March, 2020:

Particulars	Standalone	Consolidated
Gross Turnover & Other Income	639.52	17812.54
Profit before tax	(133.09)	(1419.02)
Profit after tax	(139.35)	(1379.99)
Dividend paid (including tax)	-	-

Rs. In Lakhs

II. Information about the appointee:

Name of the Director	Mr. Rahul M. Timbadia
Director Identification Number (DIN)	00691457
Date of Birth	19 th October, 1950
Nationality	Indian
Date of Appointment on Board	10 th May, 2010
Qualification	Science Graduate and Diploma holder in "Entomology"
Nature of expertise in Specific functional areas	Policy Planning, Marketing & Business Development
Brief Resume	<p>He had been actively associated as a director of Bombay Iron Merchant association for 10 years and thus has deep insights and knowledge in this Industry.</p> <p>He is the Promoter and Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He has been responsible for overall development and policy planning of the Company. Further, he has been instrumental in developing new markets for the Company and has a great vision for future of the Industry.</p>

operations of the Company over a long period of time; it would be in the interest of the Company to Reappoint Mr. Rahul M Timbadia as Managing Director.

Having regard to the above, the Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Rahul M. Timbadia and Mr. Kartik M. Timbadia and their relatives, are in any way, concerned or interested (financially or otherwise), in this resolution, except to the extent of their shareholding in the Company, if any.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

- (i) Nature of Industry: The Company is, inter alia, in the business of the trading in the color coated coils and profile sheets.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated as a private limited company on 28th January, 1975 and on 22nd August, 1975, it was converted into a Public Limited Company and commenced business thereafter.

Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	NIL
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)	N.A.
Shareholding in Company	7,52,250 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	La-Tim Life Style and Resorts Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member-Stakeholder Relationship Committee
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rahul Timbadia is promoter of the Company and relative of Mr. Kartik Timbadia.

General:

Mr. Rahul Timbadia satisfies all the conditions set out in Part- I of Schedule to the Act as also conditions set out under sub-section (3) of Section 196 of the Act being eligible for their Re-Appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Mr. Rahul Timbadia is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

III. Other information:

a. Reasons of loss or inadequate profits

- I. Increase in cost of inputs due to persistently high inflation.
- II. High Competition.

b. Steps taken or proposed to be taken for improvement

The Company has taken the following steps to negate the adverse impact in the coming years –

- i) Improvement in Productivity
- ii) Higher capacity utilization & value added by-products
- iii) Increase in realization of various products.

c. Expected increase in productivity and profits in measurable terms :

With above mentioned steps taken by the Company and with revival of measurable terms the economies, the company will be able to improve its sales and profitability.

IV Disclosures:

The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and elements of remuneration package etc. of all the directors has been made in the Annual report of the Company for the Financial Year 2019-20, wherever applicable.

The above may be treated as a written Memorandum setting out the terms of appointment of Mr. Rahul M Timbadia under section 190 of the Act.

Item No. 4

The Board of Directors pursuant to the recommendation of Nomination and Remuneration committee appointed Dr. Subir Kumar Banerjee as an Additional Independent Director of the Company with effect from November 09, 2020. In accordance with the provisions of Section 161 of the Companies Act, 2013, Dr. Subir Kumar Banerjee 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 5 years. The Company has received notice under section 160 of the Companies Act, 2013 from member signifying his intention to propose Dr. Subir Kumar Banerjee for the office of Independent Director of the Company at the forthcoming Annual General Meeting.

Dr. Subir Kumar Banerjee would be attaining the age of 75 years on 29 November, 2023. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Dr. Banerjee as a Non-Executive Independent Director beyond 29 November, 2023, consent of the Members would be required by way of a Special Resolution. It is in the interest of the Company to continue to avail his valuable expertise.

Accordingly, approval of members through Special resolution is sought for his appointment as an independent director, pursuant to Regulation 17(1A) of the SEBI (LODR), (Amendment) Regulations, 2018 and section 149 and other applicable provision of Act and rules there under and that the said director shall not be liable to retire by rotation.

Dr. Subir Kumar Banerjee is highly accomplished professional with experience of 37 years in the assignment of Profit Centers, comprising of Administration, Personnel Management, and Project Management Skills with proven track record in handling high profile projects. He has excellent communication skills summed up with knowledge in the areas of Financial, Commercial Management and Corporate Strategy. He has process oriented approach towards reaching aggressive goals in support of cost, profit, service and organization objectives. A brief profile of Dr. Subir Kumar Banerjee including nature of his expertise is provided in the Annexure to this Notice.

The Company received a declaration of independence from Dr. Subir Kumar Banerjee. In the opinion of the Board Dr. Subir Kumar Banerjee 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 of Dr. Subir Kumar Banerjee, 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 (10.00 a.m. to 6.00 p.m.) on any working day till the date of Annual General Meeting.

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

None of the Directors or Key Managerial Personnel and their relatives, except Dr. Subir Kumar Banerjee are concerned or interested in this Resolution.

The Board of Directors recommend the passing of the Special resolution at item no. 4 of the accompanying notice for members approval.

Item No. 5

The Board of Directors pursuant to the recommendation of Nomination and Remuneration committee appointed Mrs. Ragini Chokshi as an Additional Independent Woman Director of the Company with effect from November 09, 2020. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mrs Ragini Chokshi 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 5 years. The Company has received notice under section 160 of the Companies Act, 2013 from member signifying his intention to propose Mrs. Ragini Chokshi for the office of Independent Director of the Company at the forthcoming Annual General Meeting.

Accordingly, approval of members through Special resolution is sought for his appointment as an independent director, pursuant to section 149 and other applicable provision of Act and rules there under and that the said director shall not be liable to retire by rotation.

Mrs. Ragini Chokshi is a Practicing Company Secretary & fellow member of ICSI and possesses more than two decades of experience in Corporate laws, Listing, Merger & Amalgamation and other Secretarial & Legal matters, Organization Restructuring, conversion of Balance sheet & Profit & loss a/c into XBRL & Corporate legal counseling to Companies & appearance before Company Law Board, Regional Director, Ministry of Corporate Affairs, SAT, SEBI etc.

A brief profile of Mrs. Ragini Chokshi including nature of her expertise is provided in the Annexure to this Notice.

The Company received a declaration of independence from Mrs. Ragini Chokshi. In the opinion of the Board Mrs. Ragini Chokshi 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 of Mrs. Ragini Chokshi, Independent Director, setting out terms and conditions of appointment of Independent Director is available for inspection at registered office of the Company during business hours (10.00 a.m. to 6.00 p.m.) on any working day till the date of Annual General Meeting.

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

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Ragini Chokshi is concerned or interested in this Resolution.

The Board of Directors recommend the passing of the Special resolution at item no. 5 of the accompanying notice for members approval.

For **La Tim Metal & Industries Limited**

Sd/-
Swati Gupta
Company Secretary

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Date: November 9, 2020