

LA TIM METAL & INDUSTRIES LIMITED

Formerly known as Drillco Metal Carbides Limited)

CIN L99999MH1974ULL017951

Regd Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai-400056

Tel No.: 022- 26203399/26203434, Fax No.: 022- -26240540, Email Id: accounts@drillcometal.com

NOTICE OF POSTAL BALLOT

To

The Members,

Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules 2014

Notice is hereby given, Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) for seeking consent of Members of the Company by Passing the following Resolution through Postal Ballot.

Item No.1: To Authorise Board of Director to sell, lease, mortgage or otherwise dispose off the whole or part of the property:

“RESOLVED THAT Pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013, Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) where the Shares of the Company are listed and any other law for time being in force and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate Government Authority(s), Department(s), Office(s), Institution(s), Body(ies) and Agency(s) and subject to terms, conditions, alternations and /or modifications, if any, as may be stipulated by any Authority while granting, such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorised by the Board in its behalf) consent of the members of the company be and is hereby accorded to sell, lease, mortgage or otherwise dispose off the whole or part of the property located at E3 MIDC Ahamadnagar, Maharashtra, on such terms and conditions at such time(s) and in such form and manner, in their absolute discretion thinks fit to the board of the Company for a consideration to be determined and as may be agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and such matters and things, as may be necessary, including, finalising, varying and settling the terms and conditions to sell, lease, mortgage or otherwise dispose off the whole or part of the property located at E3 MIDC Ahamadnagar, Maharashtra and to finalise, execute, deliver and perform, such agreements (including what not limited to the agreement to sell business), contracts, deeds, undertaking another documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities and Creditors, including Government Authorities, Bank and Financial Institutions, suitably inform and apply on the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/or local authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolutions to Mr. Rahul Timbadia, Managing Director and/or Mr. Kartik Timbadia Director(s) or any Committee of Directors or any other Officer(s)/ Authorise representative(s) of the Company to give effect to this Resolutions.”

By Order of the Board
For Latim Metal And Industries Limited

Sd/-
Rahul Timbadia
Managing Director

Place : Mumbai
Date : 05.02.2015

NOTES

1. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and Registrar of Transfer Agent (RTA) on 30th January, 2015.
2. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, the Company is offering e-voting facility to all the Shareholders of the Company National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered E-voting is optional.

The instructions for e-voting are as under:

- A. In case a Member receives an E-mail from NSDL(for the members whose E-mail addresses are registered with the Company/Depositories):
 - a. Open the E-mail and also PDF file namely "Latim e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Open the Internet browser and type the following RL: <https://www.evoting.nsdl.com>
 - c. Click on shareholder-login
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - e. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the E-mail as initial password.
 - f. The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting>Active Voting Cycles.
 - h. Select "EVEN"(E-Voting Event Number-101597) of La Tim Metal & Industries Limited. Now you are ready for e-voting as caste vote page open.
 - i. Caste your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote Caste Successfully" will be displayed.
 - k. Once the vote on the resolution is caste the Member shall not be allowed to change it subsequently.
 - l. 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. together with attested specimen signature of the duly authorise Signatory(ies) who are authorised to vote, to the scrutinizer through e-mail to accounts@drillcometal.com , with the copy marked to evoting@nsdl.co.in .
 - m. In case of any queries, you may refer Frequently Ask Question(FAQs) – at www.evoting.nsdl.com
- B. In case a member receives physical copy of Notice of Postal Ballot (for the members whose E-mail addresses are not registered with the Company/Depositories):
 - a. Initial password is provided in the enclosed ballot form: "EVEN"(E-Voting Event Number 101597), user ID and Password.
 - b. Please follow all steps from serial number b to serial number m above, to caste vote.
- C. Other instructions:
 - a. The e-voting period commences on 19th February,2015 (9.00 a.m. IST) and ends on 20th March,2015 (6.00 p.m. IST) during this period members of the company, holding shares either in physical form or dematerialised form as on 30th January, 2015, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is caste by the member, he shall not be allowed to change it subsequently.
 - b. Voting rights of members shall be in proportion to their shares of the paid-up Equity Shares Capital of the Company as on 30th January, 2015.
 - c. Mr. Hitesh Kothari (Membership No.6038), Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 - d. The Scrutinizer shall, within a period not acceding 2 working days from the conclusion of the e-voting period, unblock the votes in presence of at least 2 witnesses not in employment of the Company and make a scrutinizer's report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.
 - e. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hitesh Kothari (Membership

No.6038), at the Satellite Corporate Services Pvt Ltd, Unit:-La Tim Metal & Industries Limited, B-302,Sony Apartment, Opp St.Jude High School,90 Ft Road, Jarimari, Sakinaka, Mumbai-400072 not later than 20th March,2015 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to service@satellitecorporate.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Satellite Corporate Services Pvt Ltd, Unit:-La Tim Metal & Industries Limited, B-302,Sony Apartment, Opp St.Jude High School,90 Ft Road, Jarimari, Sakinaka, Mumbai-400072 not later than 20th March, 2015 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.drillcometal.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions on 23rd March,2015 and communicated to the BSE, where the shares of the Company are listed.
3. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
4. The Scrutinizer will submit the report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be declared by the Chairman & Managing Director/ person authorised by him on 23rd March, 2015 and the result of the Postal Ballot will be informed to the Stock Exchanges on the same day where the Shares of the Company are listed and the results will be also be published in the Newspapers on 25th March, 2015.
5. All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Registered Office of the Company i.e. 201, Navkar Plaza, Bajaj Road, Vile Parle (West),Mumbai- 400056.

By Order of the Board
For Latim Metal And Industries Limited

Sd/-
Rahul Timbadia
Managing Director

Place : Mumbai
Date : 05.02.2015

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT (Pursuant to section 102 of the Companies Act, 2013)

Item No.1

Latim Metal And Industries Limited (previously known as Drillco Metal Carbides Limited) was earlier incorporated as a Private Limited and in the year 1975 and later converted into a Public Limited Company. The Company went into public issue in theyear 1975. The Company's earlier promoters were connected with tungsten carbide industry and were carrying the business of manufacture tungsten and tungsten carbide products, drilling rods and drilling bits for over 15 years. However, due to sluggish market conditions the Company had slow growth prospects and discontinued its' business operation.

During the year 2010 the Company has been acquired by Mr. Rahul Timbadia and his family members and now they are the present promoters of the Company. Thereafter, the present promoters of the Company has decided to change its name from Drillco Metal Carbides Limited To Latim Metal And Industries Limited and also changed its business activities pertaining to steel, metal, plastic and other infrastructure withapproval of the members vide postal ballot in the year 2013.

In the Financial year 2014-2015, the Company has started trading activities in the steel, color coated profile, metal, plastic and generated revenue after period of more than a decade. The Company is also looking forwardand having a capex plan for setting up manufacturing unit of color coated profile in coming financial years. To meet the fund requirement of the proposed capex and reduce the debt amount of the Company, the management of the Company has a view to sale, lease or otherwise dispose the entire or partial property Situated at E3 MIDC Ahamadnagar, Maharashtra to suitable buyer. The Management has decided to sell, lease or dispose of the said property with considering to following reasons;

1. The said property is not in use by the company.
2. The said property is not generating any operational revenue to the Company for more than one decade.
3. The Location of the said property is not viable for the future manufacturing unit/ Business plan of the Company.

In terms of section 181 (a) of the Companies act 2013, consent of the members of the company is required to sell, lease or otherdispose of the whole or substantially the whole of the property of the company. Therefore, the Board of Directors of the company seeks necessary empowerment to sale, lease, , mortgage or otherwise dispose of the said property by proposing this resolution and recommends as special resolution for your approval.

The Directors and Key Managerial Person (KMP) may be deemed concerned or interested to the extent of their shareholding inthe company.

By Order of the Board
For Latim Metal And Industries Limited

Sd/-
Rahul Timbadia
Managing Director

Place : Mumbai
Date : 05.02.2015

LA TIM METAL & INDUSTRIES LIMITED

Formerly known as Drillco Metal Carbides Limited)

CIN L99999MH1974ULL017951

Regd Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai-400056

Tel No.: 022- 26203399/26203434, Fax No.: 022- -26240540, Email Id: accounts@drillcometal.com

Serial No. :

NOTICE OF POSTAL BALLOT

(Please read the instructions printed overleaf carefully before completing this form)

1. Name of the First/Sole Member & Registered Address (Including joint-holder(s), if any)	
2. Name of the Joint Holder(s)	
3. Folio No./DPID/Client ID* (*Applicable to Members holding shares In Dematerialized form)	
4. Number of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 05th February, 2015 by conveying my/our assent or dissent to the said resolutions by placing the tick (a) mark in the appropriate box below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, Please: i) Fill in Col (1) for the number of shares being voted, ii) Tick (a) the Col. (2) for voting (FOR) and/or Tick (a) the Col. (3) for voting (AGAINST) and iii) sign the Ballot Paper and post it in the pre-paid envelope)

Item No.	Description	No. of shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Special Resolution u/s Section 180(1)(a) of the Companies Act, 2013 to authorise Board of Director to sell, lease, mortgage, or otherwise dispose off the whole or part of the property of the Company.			

Place:

Date:

Signature of Shareholder

Xxx -----

Electronic Voter Particulars

EVEN (E-Voting Event Number)	User ID	Password

INSTRUCTIONS

1. Please complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (18.00 hours.) on 20.03.2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 20.03.2015 providing sufficient time for postal transit.
4. **The voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 30.01.2015.**
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
6. A Shareholder may request for a duplicate Postal Ballot form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot form i.e. Friday 20.03.2015
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3,5 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
9. The exercise of vote by Postal Ballot is not permitted through proxy.
10. There will be only one Postal Ballot Form for every Registered Folio / client ID irrespective of the number of Joint Member(s).
11. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
12. Members from whom no Postal Ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
13. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
14. The result of the voting on the resolutions will be declared at the Corporate Office of the Company on Monday ,23.03.2015 . The date of declaration of result of Postal Ballot will be taken to be the date of passing the Resolution.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be addressed to the Scrutinizer,
E-mail- hiteshkotharics@gmail.com

The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E – voting is optional. The detailed procedure for e-voting is given in the Notice of Postal Ballot..