

**Anugraha Valve Castings Limited**  
27<sup>th</sup> Annual Report

**NOTICE**

Notice is hereby given that the **Twenty Seventh Annual General Meeting** of the shareholders of the Company will be held at **10.35 AM on Saturday, the 21<sup>st</sup> day of September, 2019** 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 31<sup>st</sup> March, 2019 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. Declaration of Dividend.
3. To Re-appoint **Shri Ramnath Dureja**, Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board

Place : Coimbatore  
Date : 27<sup>th</sup> July 2019

  
R. BASKARAN  
Chairman & Managing Director



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**NOTES**

1. At the Company's 25<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2017, CA R. Maheswaran, Chartered Accountant was appointed as Statutory Auditor of your Company for a term of 5 Years to hold office from the conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company. Vide Ministry of Corporate Affairs Notification dated 7<sup>th</sup> May, 2018 amending Section 139 of the Companies Act, 2013 and the applicable Rules, the mandatory requirement to place the matter relating to appointment of Auditor for ratification by Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of the Statutory Auditor at the 27<sup>th</sup> Annual General Meeting. The Statutory Auditor has given a confirmation to the effect that he is eligible to continue with their appointment and that he has not been disqualified in any manner from continuing as Statutory Auditor. As authorised by the share holders of the company, the remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee from time to time.
2. **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.
3. 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.
4. In case of Joint Holders, the joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM.
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, 12<sup>th</sup> September 2019 to Saturday, 21<sup>st</sup> September 2019 (both days inclusive).
7. Pursuant to Section 125 of the Companies Act, 2013 unclaimed dividends up to the Financial Year ended 31<sup>st</sup> March 2011 have been transferred to the Investor Education and Protection Fund (IEPF).

In terms of the Companies Act, 2013 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 cheques towards the Dividend for the year ended 31<sup>st</sup> March 2012 or thereafter are requested to write to the Company.



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Members are requested to note that the Dividend for the year ended 31<sup>st</sup> March 2012 declared at the Annual General Meeting held on 12<sup>th</sup> September 2012 is due to be transferred to the IEPF in October 2019.

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 to 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](http://www.iepf.gov.in). The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 22<sup>nd</sup> September 2018 on the website of the company at the web-link <http://www.anugrahavalvecastings.com/iepf/>. These details are also available on the website of the Ministry of Corporate Affairs at the web-link: [www.iepf.gov.in](http://www.iepf.gov.in).

**8. Dematerialisation of shares:**

- a. Members holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares. Members are accordingly requested to get in touch with Company or Registrar and Share Transfer Agent - S.K.D.C. Consultants Limited ["RTA"] to seek guidance about the dematerialisation procedure. The Members may also visit the website of the Depositories viz. (i) National Securities Depository Limited ["NSDL"] at the web-link: <https://www.nsdl.co.in/faqs/faq.php> or (ii) Central Depository Services (India) Limited ["CDSL"] at the web-link: <https://www.cdslindia.com/investors/open-demat.aspx>, for understanding the dematerialisation process. Demat ISIN in NSDL and CDSL for equity shares of the Company is INE629Z01015.
- b. The Company has sent letters and requisite reminders to shareholders holding shares in physical form advising them to dematerialise their holding in accordance with the requirements of Companies Act, 2013, mandating transfer of securities only in electronic form, with effect from 2<sup>nd</sup> October 2018. The Company has also sent letters to shareholders holding shares in physical form for updation of PAN and Bank account details, change in registered address if any and consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names with the Company/its Registrar and Share Transfer Agents. As at 31<sup>st</sup> March 2019, 2.96% of the total equity capital of the Company was held in dematerialised form with NSDL and CDSL.
- c. Shareholders may correspond with the RTA for any Queries, Complaints & Suggestions at :  
S.K.D.C. Consultants Limited,  
**Phone : 91-422-4958995, 2539835-36**  
Fax : 91-422-2539837  
Email : [info@skdc-consultants.com](mailto:info@skdc-consultants.com)
- d. Members are requested to please quote their folio numbers/Client ID and DP ID in all correspondences to the Company or RTA or Depository Participants.
- e. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 27<sup>th</sup> Annual General Meeting (AGM) along with attendance slip and proxy form and the Annual Report for the year 2018-19, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/Depository Participant and who have not opted to receive the same in physical form.



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- f. For Members who have not registered their e-mail addresses and/or have opted to receive the documents in physical form, physical copies of the Annual Report for the year 2018-19 and the Notice of the 27<sup>th</sup> AGM alongwith attendance slip and proxy form would be sent by the permitted mode. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with the Company (in case of Shares held in physical form). Members may also note that the Notice of the 27<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will be available on the Company's website at the weblink : <http://www.anugrahavalvecastings.com/annualreport/>
- g. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Such changes are to be advised only to the Depository Participant of the Members.
- h. The Company has extended the facility of electronic credit for payment of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. In the absence of opting for electronic credit facility, the Company will issue cheques for distribution of dividend. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
9. 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 or to the RTA for more information on nomination facility and/or to get a copy of Nomination form.
10. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company atleast one week before the date of the Meeting. This would enable the Company to compile the information and provide replies at the meeting.
11. Members in receipt of physical copy of Annual Report, are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
12. A route map to reach the venue is given at the end of the Annual Report as per the Secretarial Standard 2.

**For and on behalf of the Board**



**R. BASKARAN**  
Chairman & Managing Director

**Place : Coimbatore**  
**Date : 27<sup>th</sup> July 2019**