

NOTICE

NOTICE is hereby given that the 33rd (Thirty Third) Annual General Meeting (“the Meeting”) of the Members of CREATIVE CASTINGS LIMITED (“the Company”) will be held on Monday, the 24th Day of September, 2018 at 11:00 A.M. at 102 GIDC Phase-II, Rajkot Road, Dolatpara, Junagadh-362037, Gujarat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended at March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Shri Narottam Chhaganlal Vadgama (DIN 00169209), who retires by rotation and, being eligible, offers himself for reappointment;
3. To appoint a Director in place of Shri Jignesh Shashikant Thanki (DIN 00146168), who retires by rotation and, being eligible, offers himself for reappointment;
4. To appoint an Auditor and fix their remuneration
Members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT, pursuant to Section 139(2), (8) and 142 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to proposal of audit committee of the Board and recommendation of the Board, M/s. H. R. Dewani & Co., Chartered Accountants, Junagadh (Firm Registration No. 0140668W) be and is hereby appointed as a Statutory Auditor of the Company, in place of M/s. B. H. Advani & Associates, to hold office for a period of five (5) consecutive years commencing from financial year 2018-19, on a remuneration that may be determined by the audit committee in consultation with the auditors subject to the approval of the Board.”

SPECIAL BUSINESSES:

5. To Appoint of Mrs. Ruta Ajaybhai Gardi (DIN 08193238) as an Independent Woman Director of the Company and in this regards, to consider and if thought fit pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Ruta Gardi (DIN 08193238) who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Woman Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 38th Annual General Meeting or 23rd September, 2023 whichever is earlier.”
6. To Appoint of Shri Bhavesh Ratilal Sureja (DIN 00169883) as an Independent Director of the Company and in this regards, to consider and if thought fit pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Bhavesh Sureja (DIN 00169883) who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 38th Annual General Meeting or 23rd September, 2023 whichever is earlier.”
7. To Appoint of Shri Ketan Dineshchandra Panchamiya (DIN 08193255) as an Independent Director of the Company and in this regards, to consider and if thought fit pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ketan Panchamiya (DIN 08193255) who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the

Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 38th Annual General Meeting or 23rd September, 2023 whichever is earlier.”

8. To Appoint of Shri Ramniklal Savjibhai Tilva (DIN 08193261) as an Independent Director of the Company and in this regards, to consider and if thought fit pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ramniklal Tilva (DIN 08193261) who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 38th Annual General Meeting or 23rd September, 2023 whichever is earlier.”

Registered Office:

Creative Castings Limited
CIN : L27100GJ1985PLC008286
10 2,GIDC-II Rajkot Road
Dolatpara, Junagadh
Phone: 0285-26602214 / 2660254
Fax: +91-285-2661348
mail : info@creative-cast.com
web: www.creative-cast.com

for and on behalf of Board
For, Creative Castings Limited

Dhirubhai H. Dand
Chairman
DIN: 00416724
Dolatpara, 13th August, 2018

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 to Item No. 8 of the Special Businesses is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND MEMBER NEED NOT BE PROXY OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder
3. Proxies, in order to be effective, the proxy form should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the 33rd Annual General Meeting (AGM). A Proxy form is annexed to this report.
4. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The members / proxies are requested to bring duly filled attendance slip enclosed herewith.
6. The Register of members and Share Transfer Books of the Company will remain closed from 17th September, 2018 (Monday) to 24th September, 2018 (Monday) (both days inclusive).
7. The Notice of AGM and Annual Report are being sent in electronic mode to Members who have registered their e-mail address with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM and Annual Report are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s).

8. **Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only w.e.f. 5th December, 2018.** Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
9. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the company or its share transfer agent and in case their shares are held in dematerialized form than information should be passed on directly to their respective depository participants and not to the company/Share transfer agents without any delay.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 33rd AGM by electronic means on all the items.

The information with respect to Voting process and other instructions regarding e-voting are detailed in Note no. 24.

The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the **cut-off date** i.e. Saturday, 16th September, 2018.

11. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again. The member who votes both through e-voting and also at 33rd AGM, the votes casted through e-voting shall prevail.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 16th September, 2018 only shall be entitled to avail the remote e-voting facility as well as voting in the 33rd AGM.
13. Mr. Mayur Buha, proprietor of M. Buha & Co., Practicing Company Secretary (Membership No. F9000) has been appointed as the scrutinizer to scrutinize the e-voting & poll process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website www.creative-cast.com and on the website of Central Depository Services Limited (CDSL) immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited.
15. The resolution shall be deemed to be passed on the date of 33rd AGM, subject to the receipt of sufficient votes.
16. The members who have not encashed their Dividend Warrants / Cheques / DD for any previous period are requested to send the same for revalidation to the Company's Registrars and Transfer Agent (RTA).
17. In terms of Section 124 and 125 of the Companies Act, 2013, any dividend, remaining unpaid or unclaimed for a period of seven years from the date of transfer of such dividend to Unpaid Dividend Account of a company shall be transferred by the company along with interest accrued, if any to the Fund established known as Investors' Education and Protection Fund (IEPF). Accordingly, the unpaid or unclaimed dividend, if any, for the financial year 2010-11 shall be transferred to the Investor Education and Protection Fund Account. Members, who have not encashed their dividend warrant so far, for the financial year 2010-2011 and the subsequent years, are requested to make their claims to the office of the Registrars Transfer Agents, Link Intime India Private Limited. It may be noted that once the unclaimed dividend is transferred to

the IEPF as above, no claim shall lie against the Company or the said fund in respect of any amounts which were unclaimed / unpaid for a period of seven years from the dates that they are transferred to Unpaid Dividend Account of company and no payment shall be made in respect of any such claims.

18. 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 Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 a.m. to 06:00 p.m.) on all working days except Friday and public holidays up to the date of the 33rd AGM of the Company.
20. With a view to using natural resources responsibility, we request shareholders to update their email address with their depository Participants to enable the Company to send communications electronically.
21. Any request by demat holders for change of bank particulars after dispatch of Dividend Warrant should be accompanied by copy of Client Master list showing the changed bank details.
22. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names, if any, are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
24. Voting process and instruction regarding e-voting:
Members should follow the following steps to cast their votes electronically:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September 2018, 09.00 AM and ends on 23rd September, 2018 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

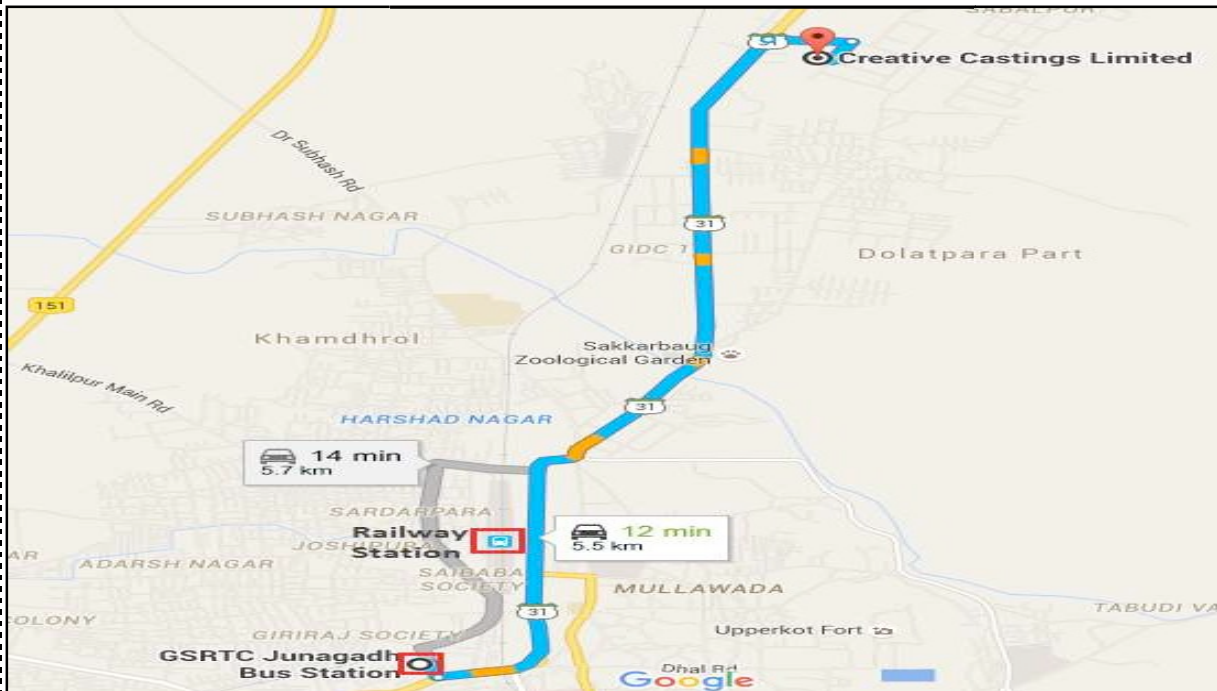
	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip

	indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository of company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- () After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CREATIVE CASTING LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

25. Route-map for attaining the 33rd Annual general Meeting of the Company:



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item Nos. 05 to 08:

Mrs. Ruta Gardi was appointed as an Additional Independent Director cum Women Director of the Company and, Shri Bhavesh Sureja , Shri Ketan Panchamiya and Shri Ramniklal Tilva were appointed as Additional Independent Directors of the Company in the Board of Directors’ meeting held on 13th August, 2018.

As per Section 161 of the Companies Act, 2013, Additional Director(s) shall hold office up to the date of next Annual General Meeting of the Company. All the forenamed persons appointed as Additional Directors so their term of Office expiring at 33rd Annual General Meeting of the Company.

In accordance with the provisions of Section 149, 152 read with Schedule IV to the Companies Act, 2013, appointment of Independent Director(s) requires approval of the members. Based on recommendations of Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Ruta Gardi,, Shri Bhavesh Sureja , Shri Ketan Panchamiya and Shri Ramniklal Tilva, be appointed as Independent Directors of the Company.

The Company has received a notice in writing from a member along with the deposit of the requisite amount as prescribed under section 160 of the Act proposing the candidatures of Mrs. Ruta Gardi,, Shri Bhavesh Sureja , Shri Ketan Panchamiya and Shri Ramniklal Tilva for the office of Independent Directors of the Company.

All the forenamed persons are not disqualified from being appointed as a director in terms of Section 164 of the Act and they has given their consents to act as a Director. The Company has received a declaration from all the forenamed persons confirming that they meets with the criteria as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015. In the opinion of the Board, all the proposed appointees Mrs. Ruta Gardi,, Shri Bhavesh Sureja , Shri Ketan Panchamiya and Shri Ramniklal Tilva fulfils the conditions for their appointment as an Independent Director as specified in the Act and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements), 2015 and that the proposed Directors are independent of the management.

Brief particulars of proposed appointees is given in Annexure to this notice.

Copies of the draft appointment letters of all proposed appointee as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

As per Secretarial Standard 2, details relating to the appointment or re-appointment of Directors is provided as an Annexure to this Notice.

Save and except Mrs. Ruta Gardi,, Shri Bhavesh Sureja , Shri Ketan Panchamiya and Shri Ramniklal Tilva and their respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out from Item No. 5 to Item No. 8 (both inclusive) of the Notice.

The Board commends the Ordinary Resolutions set out from Item No. 5 to Item No. 8 (both inclusive) of the Notice for approval by the members.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
Details of the directors seeking re/appointment in 33rd Annual General Meeting to be held on
24th September, 2018

Name of Director	Shri N. C. Vadgama	Shri J. S. Thanki
Age	70 Years	45 Years
Date of Appointment	22/11/1985	19/08/2013
Experience	Around 45 years' experience In Engineering field.	Around 23 years' experience in Engineering field.
Qualification	D.M.E	B.E. Mech.
Terms and conditions for Appointment	Liable to retire by rotation and shall entitled to get sitting fees only.	Liable to retire by rotation and shall entitled to get sitting fees only.
Details of Remuneration	N.A	N.A.
Shareholding in the company 31/03/18	64000	31500
No of Board meetings attend during the year	1	2
Membership of Committees of Board	N.A.	N.A.
Chairmanship of Committees of Board	N.A.	N.A.
Relationship with other directors/KMPs of company	Father of Mr. H. N. Vadgama	-
List of other Companies/LLPs in which holding the position of Director/Designated Partner	Austin Engineering Company Limited	Eminent Trading (India) LLP
Name of Director	Mrs. Ruta Gardi	Shri Bhavesh Sureja
Age	45 Years	49 Years
Date of Appointment	13/08/2018	13/08/2018
Experience	10 years	22 Years
Qualification	B. Com	M. D. (Consulting Physician)
Terms and conditions for Appointment	As per the draft appointment letter as placed on the website of the Company and available at the Registered office. Shall entitled to hold the office of Director for a term of 5 years and entitled to get sitting fees only.	As per the draft appointment letter as placed on the website of the Company and available at the Registered office. Shall entitled to hold the office of Director for a term of 5 years and entitled to get sitting fees only.
Details of Remuneration	N.A.	N.A.
Shareholding in the company	24	Nil
No of Board meetings attend during the year	Nil	Nil
Membership of Committees of Board	Member of Audit Committee & Nomination and Remuneration Committee w.e.f. 13/08/2018	N.A.
Chairmanship of Committees of Board	N.A.	Chairman of Nomination and Remuneration Committee w.e.f. 13/08/2018
Relationship with other directors/KMPs of company	N.A.	N.A.
List of other Companies/LLPs in which holding the position of	N.A.	Austin Engineering Company Limited

Director/Designated Partner

Name of Director	Shri Ketan Panchamiya	Shri Ramniklal Tilva
Age	49 Years	69 Years
Date of Appointment	13/08/2018	13/08/2018
Experience	25 Years	47 Years
Qualification	B. Com	B. Com
Terms and conditions for Appointment	As per the draft appointment letter as placed on the website of the Company and available at the Registered office. Shall entitled to hold the office of Director for a term of 5 years and entitled to get sitting fees only.	As per the draft appointment letter as placed on the website of the Company and available at the Registered office. Shall entitled to hold the office of Director for a term of 5 years and entitled to get sitting fees only.
Details of Remuneration	N.A.	N.A.
Shareholding in the company	Nil	05
No of Board meetings attend during the year	Nil	Nil
Membership of Committees of Board	Member of Nomination and Remuneration Committee w.e.f. 13/08/2018	Member of Audit Committee w.e.f. 13/08/2018
Chairmanship of Committees of Board	Chairman of Audit Committee w.e.f. 13/08/2018	Nil
Relationship with other directors/KMPs of company	N.A.	N.A.
List of other Companies/LLPs in which holding the position of Director/Designated Partner	N.A.	N.A.