



METKORE ALLOYS & INDUSTRIES LIMITED

(Formerly Known as Cronimet Alloys India Limited / GMR Ferro Alloys & Industries Limited)

No.MAIL:Reg34:2016-17:

September 7, 2016

The Secretary Listing Department The National Stock Exchange of India Limited Exchange Plaza Plot No.C1/G Block 5 th Floor, Bandra Kurla Mumbai – 400 051 Scrip Code: Metkore	The Deputy General Manager Department of Corporate Relations Bombay Stock Exchange Limited 17 th Floor, P J Towers Dalal Street Mumbai – 400 001 Scrip Code: 532990
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Dear Sir,

Sub: 10th Annual General Meeting-reg.:

Pursuant to Regulation of SEBI[LODR] Regulations, 2015, please find the Notice convening 10th AGM to be held on Friday, September 30, 2016 at 10.00 AM at Hotel Sreekrishna Grand, Miyapur, X Road, Hyderabad-500 049 for your information and record.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Metkore Alloys & Industries Limited


Authorised Signatory

CIN No.: L27101AP2006PLC049591

Regd. Off.: Plot No. 18, Street No. 1, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034.
Tel.: 040 2354 0195 Fax : 040 2355 4498

Corp. Off.: # 1914, 2nd Floor, 'C' Cross, 28th Main Road, Jayanagar 9th Block (East), Bangalore - 560 069.
Tel.: +91 80 409 190 81/82, Fax : +91 80 401 199 90 Website : www.metkore.com

Works : Ravivalasa Village - 532 212 Tekkali Mandal, Srikakulam District, Andhra Pradesh
Tel.: +91 8945 244 701 / 244 312 Fax : +91 8945 244 545

NOTICE

NOTICE is hereby given that the **Tenth Annual General Meeting of the Members of METKORE ALLOYS & INDUSTRIES LIMITED** will be held on **Friday the September 30, 2016 at 10.00 AM** at Hotel Sreekrishna Grand, Miyapur X Road, HYDERABAD-500 049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016, the Reports of Board of Directors and Auditors thereon.
2. To appoint Auditors, fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s Nekkanti Srinivasu & Company, Chartered Accountants [Firm Registration No. 008801S] be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Meeting, until the conclusion of the next Annual General meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company".

3. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of the Cost Auditor, Jithendra Kumar & Company, Cost Accountants for the year ending March 31, 2017 be and is hereby determined as recommended by the Audit Committee and approved by the Board of Directors".

SPECIAL BUSINESS:

4. To regularize the appointment of Smt Shakuntala Prakash Bhat [DIN 07245416] as Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act, Mrs Shakuntala Prakash Bhat [DIN 07245416] was appointed as Additional Director of the Company with effect from November 13, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as Non Executive Independent Director of the Company, liable to retire by rotation, to hold office for a term up to five consecutive years commencing from 13.11.2015.

5. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all acts and take all such steps, as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Mahak S Roy
Company Secretary

Place : Bengaluru
Date : 11.08.2016

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as Proxy on behalf of the member not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
The instrument of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to items 3, 4 & 5 is annexed hereto. Relevant details, pursuant to Regulation 36(3) of Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, of Directors seeking appointment / re-appointment under item No.4 above is also annexed.
3. The Register of Members and the Share Transfer books of the Company will remain closed from September 23 to 30, 2016 [both days inclusive] for the purpose of Annual General Meeting.

4. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the AGM through electronic mode. Electronic copy of the Annual Report including Notice of the 10th AGM of the Company, inter alia, indicating the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their email address, physical copies of the annual report are being sent in the permitted mode.
5. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with the DP at the earliest, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA. The annual Report is available on the company's website www.metkore.com

E-Voting:

The instructions for and other information relating to e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management & Administration] amendment Rules, 2015 and Regulations 44 of SEBI LODR Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited [Karvy] on all resolutions set forth in the notice of Annual General Meeting.

In this regard, please find below User ID and Password for e-voting:

EVEN [e voting event number]	
USER ID	XXX
PASSWORD	XXX

1. Use the following URL for e voting: <https://evoting.karvy.com>
2. Enter the login credentials i.e. user id and password mentioned below:

User ID for members holding shares in demat form:

- a. For NSDL : 8 character DP ID followed by 8 digits Client ID
- b. For CDSL : 16 digits beneficiary ID

For Members holding shares in Physical form:

- c. Event No. followed by Folio Number registered with the Company. Password as e-mailed. In case of shareholders who have not registered their e-mail addresses, their password has been communicated in the physical ballot form sent to them.

Captcha Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

1. After entering the details appropriately, click on LOGIN
2. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one number value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
3. You need to login again with the new credentials.
4. On successful login, the system will prompt you to select the EVENT i.e. Metkore Alloys & Industries Ltd.
5. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR / AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN' in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
6. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
7. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

8. 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 authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at sudhindrakumar@gmail.com
9. Once you have cast your vote on a resolution, you will not be allowed to modify it subsequently.
10. The e-voting portal will be open for voting from 27.09.2016 [10.00 AM] to 29.09.2016 [5.00 PM]. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23.09.2016, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter.
11. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the company as on 23.09.2016.
12. 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 <https://evoting.karvy.com> or contact Mr. Varghese PA of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 [toll free].
13. The results of e-voting will be placed by the Company on its website: www.metkore.com within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
14. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
15. Sri B Sudhindra Kumar, practicing Company Secretary [Membership No FCS 3891] has been appointed as the Scrutinizer to the e-voting process.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

The Board, on recommendation of the Audit Committee, has approved the appointment of Cost Auditor and remuneration of Rs.30000/- [Rupees Thirty-thousand Only] to conduct the audit of the cost records relating to Ferro Chrome for the year 2016-17. In connection with the Cost Audit for the year ended March 31, 2017, Sri Jithendra Kumar, Cost Accountant has conveyed his willingness to act as Cost Auditor of the Company. In accordance with the Section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration for the Cost Auditor as recommended by the Audit Committee and approved by the Board is required to be ratified by the shareholders.

Accordingly, consent of the members is sought for passing an Ordinary resolution.

None of the Directors / key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

Item No.4

The Board of Directors at their meeting held on November 13, 2015 appointed Smt. Shakuntala Prakash Bhat as Additional Director of the Company for a period of 5 years from November 13, 2015, subject to regularization the appointment in the AGM.

Accordingly, consent of the members is sought for passing an Ordinary resolution.

None of the Directors / key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Item No.5

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956.

The references to specific Sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive Sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific Sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company Limited by Shares.

Accordingly, consent of the members is sought for passing an **Special Resolution**.

None of the Directors / key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

By Order of the Board

Mahak S Roy
Company Secretary

Place : Bengaluru
Date : 11.08.2016

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTH COMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI [Listing Obligations & Disclosure Requirements] Regulations, 2015]

Name of Director	Smt Shakuntala Prakash Bhat
Date of Birth	06.07.1966
Date of Appointment	13.11.2015
Qualification	Graduate in Commerce from Karnataka University and pursuing C.A. final.
Experience in specific functional areas	She has more than 24 years of experience to her credit with exposure mainly to finance related areas.
Directorship in other Public Limited Companies	Mynah Industries Limited
Member / Chairman of Committee of the Board of Public Limited Companies on which is a Director	NIL
Shares held as on 31.03.2016 [Own or held by / for other person on beneficial basis]	NIL