

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **KADIMI TOOL MANUFACTURING CO. PVT. LTD.** will be held at the Registered office of the Company at 118, Udyog Vihar, Dundahera, Phase I, Gurgaon, Haryana -122 016 on Tuesday, the 30th Day of August, 2016 at 10.00 A.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. Ratification of Appointment of Statutory Auditors

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 Section 139 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants having registration number 015125N, as the Statutory Auditors of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed by the Board of Directors and reimbursement of out of pocket expenses incurred by them for carrying out the audit.”

SPECIAL BUSINESS:

3. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Thomas Lloyd Jarboe (**DIN:07466852**), who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161 of the Companies Act, 2013, at this meeting, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorised to do all such acts, deeds, things and execute all such other documents as may be necessary for the purpose of giving effect to this resolution.”

**By order of the Board of Directors
of Kadimi Tool Manufacturing Co. Pvt. Ltd.**

PLACE: Gurgaon
DATE: 04.08.2016

Ashwani Rustagi
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 118, UDYOG VIHAR, DUNDAHERA, PHASE I, GURGAON, HARYANA -122 016 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special business set out in the notice is annexed hereto.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Members are requested to notify their change of address, if any to the Company immediately.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all working days, upto and including the date of the Annual General Meeting of the Company.

A copy of this notice has also been placed on the website of the Company at the link: www.kadimitool.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Thomas Lloyd Jarboe was nominated by the collaborator M/s Precision Cast parts Corp. on the Board and was appointed as an Additional Director on the Board on 22nd March 2016.

Your directors recommend for your approval the appointment of Mr. Thomas Lloyd Jarboe as a director on the Board of the Company.

None of the directors, key managerial personnel or their relatives except Ms. Siobhan Ann Roche & Mr. Thomas Lloyd Jarboe himself is in any way concerned or interested in the resolution.

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U00359HR1987PTC035680

Name of the Company: **Kadimi Tool Manufacturing Company Private Limited**

Registered office: 118, Udyog Vihar, Dundaheera, Phase I, Gurgaon, Haryana -122 016

Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/ We being the member of **Kadimi Tool Manufacturing Company Private Limited**, holding [•] shares, hereby appoint

1. Name: [•]
Address: [•]
E-mail Id: [•]
Signature: [•], or failing him

2. Name: [•]
Address: [•]
E-mail Id: [•]
Signature: [•], or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, the 30th Day of August, 2016 at 10.00 A.M at 118, Udyog Vihar, Dundaheera, Phase I, Gurgaon, Haryana -122 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Items:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Auditors and to fix their remuneration
3. To appoint Mr. Thomas Lloyd Jarboe as the Director of the Company

Signed this [•] day of [•] 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form 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.

ATTENDANCE SLIP

Time :

Place :

FULL NAME OF THE SHAREHOLDER:

Joint Shareholders, if any

Father's/Husband name

Address in full

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----

I/We hereby record my /our attendance at the 29th Annual General Meeting of the Company to be held at the Registered office of the Company at 118, Udyog Vihar, Dundaheera, Phase I, Gurgaon, Haryana -122 016 on Tuesday, the 30th Day of August, 2016 at 10.00 A.M

Folio No. :	No of Shares held:
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Signature of the Member / Proxy