

OFFICE :
21, HEMANT BASU SARANI
1ST FLOOR
KOLKATA - 700 001
WEST BENGAL, INDIA

CIN: U27109WB1995PLC071063

PHONE : 91-33-4023 2323
FAX : 91-33-4023 2323

NOTICE

NOTICE is hereby given that an Extra - Ordinary General Meeting of the Members of **M/s. Concast Bengal Industries Ltd.**, will be held at 21, Hemant Basu Sarani, Kolkata - 700001 on Friday, the 27th day of June, 2014 at 10.30 A.M. to transact the following **SPECIAL BUSINESS**:

1. INCREASE IN AUTHORISED SHARE CAPITAL:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Capital of the Company be and is hereby increased from Rs. 21,00,00,000/- divided into 2,10,00,000 Equity Shares of Rs. 10/- each to Rs. 22,50,00,000/- divided into 2,25,00,000 Shares of Rs. 10/- each and consequently, Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following new **Clause V**:

V. The Authorised Share Capital of the Company is Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) equity shares of Rs. 10/- (Rupees ten) each with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential or such other rights, privileges or conditions with the rights, privileges and conditions and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company and consolidate or sub divide the shares and issued shares into higher or lower denomination.”

2. ISSUE OF FURTHER SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit to pass with or without modifications the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force), the Consent of the Shareholders be and is hereby given to the Board of Directors of the Company to offer, issue, and allot 15,12,000 Equity Shares of Rs.10/- (Rs. Ten only) each at a premium of Rs.162/- (Rs. One Hundred & Sixty Two only) considering 31st March, 2013 (i.e. last Audited Balance Sheet) on such terms & conditions including payment of monies as

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may be approved or finalized by the Board of Directors to the following entities which are other than existing shareholders:

Sl. No. Name of Proposed Allottees

1. AIM EVERSEEN INDIA IT SOLUTIONS PVT. LTD.
2. ALLIANCE INFRAPROJECTS PVT. LTD.
3. BHIMA AGENCIES PVT. LTD.
4. CANADIAN REMEDIES PHARMA MARKETING PVT. LTD.
5. DREAM INFRAPROPERTIES PVT. LTD.
6. GOODVIEW PROJECTS PVT. LTD.
7. GROUNDZERO VINCOM PVT. LTD.
8. LIFEWOOD COTTON INDUSTRIES PVT. LTD.
9. LITTLESTAR TRADECOM PVT. LTD.
10. ORIGINAL DEALCOM PVT. LTD.
11. RAMRAJYA VYAPAAR PVT. LTD.
12. RISING INFRADEVELOPERS PVT. LTD.
13. SARASWATI VINTRADE PVT. LTD.
14. SIDH SILVER IMEX PVT. LTD.
15. STARMARK SUPPLIERS PVT. LTD.
16. SUPERKINGS DEALTRADE PVT. LTD.
17. SWARAJ RETAILS PVT. LTD.
18. TARGET VINTRADE PVT. LTD.
19. TRIPURARI DEALTRADE PVT. LTD.
20. TWO TIER HOTELS LTD
21. CAVA INTERNATIONAL HEALTHCARE PVT. LTD.
22. SMART CHOICE NETWORK PVT. LTD.
23. JAI LINK INSTITUTE OF INFORMATION TECHNOLOGY & MANAGEMENT PVT. LTD.
24. UNITANK SHIPPING PVT. LTD.
25. PRATHAM DHANLAXMI REALTECH PVT. LTD.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects.

FURTHER RESOLVED THAT the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues.”

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3. INCREASE IN THE BORROWING POWERS:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Act & Rules if any, framed there under, to borrow any sum or sums of money from time to time together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) up to Rs. 750.00 crores (Rupees Seven hundred and fifty crores) as outstanding at any time in excess of the aggregate of Paid - Up Capital and Free Reserves of the Company from time to time.

RESOLVED FURTHER THAT the moneys borrowed by the Board on and after 12th September, 2013 be and are hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the best interest of the Company and to settle any question, difficulty or doubt in regard to the borrowings and further to do all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as the Board may deem fit.”

4. AUTHORITY TO MORTGAGE / CREATE CHARGES ON THE PROPERTIES OF THE COMPANY AGAINST BORROWINGS:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and Rules, if any, framed thereunder, the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or create charge of the whole or substantially whole of the undertaking of the Company wherever situated, present and future in favour of any lender(s) of moneys to the Company together with interest, additional interest, service charges, front end fee, remuneration of Trustees, if any and other costs, charges, expenses and all other money payable under the agreement with the lender(s) or any amendment thereof from time to time provided that the total amount upto which properties may be mortgaged or security may be created by the Board of Directors shall not exceed the sum of Rs. 750.00 crores (Rupees Seven hundred and fifty crores only) at any time.

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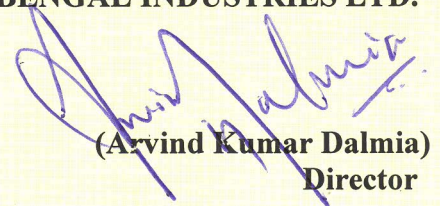
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RESOLVED FURTHER THAT the mortgages, encumbrances and charges, if any, created by the Board on and after 12th September, 2013 over and/ or in respect of any of the assets and properties of the Company be and are hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the best interest of the Company and to settle any question, difficulty or doubt in regard to creating mortgage/ charges as aforesaid”

Registered Office:
21, Hemant Basu Sarani,
Kolkata- 700001

By order of the Board,
For CONCAST BENGAL INDUSTRIES LTD.


(Arvind Kumar Dalmia)
Director

Date: 25.06.2014

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) Members are requested to notify immediately changes, if any, in their registered address to the Company at its Registered Office.
- c) Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
- d) The meeting is being convened at shorter notice for which the required consent of shareholders pursuant to section 101(2) of the Companies Act, 2013 have been obtained.

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

Item No. 1 & 2

The Board of Directors on 25th June, 2014, subject to necessary approval(s), has approved the proposal for raising funds up of Rs.26,00,64,000/- (Rupees Twenty Six Crores Sixty Four

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Thousand) by way of issue of equity shares on private placement basis to mobilize funds for working capital and general corporate purposes of the Company.

The price band of the allotment of shares are Rs.10/- to 172/-.

A copy of the Valuation Report issued by a Practicing Chartered Accountant in respect to the issue price of shares would be placed before the meeting for the perusal of the members present.

The 'relevant date' for determining the issue price of equity shares is 31st March, 2013 (Audited financial report).

The shareholding pattern of the Promoters and others before and after the offer is as follows:

	Before Offer		After Offer	
	No of shares	% holding	No. of shares	% holding
Promoters	1,42,24,500	68.69	1,42,24,500	64.01
Non-Promoters	64,85,075	31.31	79,97,075	35.99
Total	207,09,575	100.00	2,22,21,575	100.00

There will not be any change in the management control of the Company on account of this proposed allotment except minor change in the shareholding pattern as well as voting rights.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013.

Further, the present Authorised Share Capital of your Company is Rs. 21.00 crores only which your Board feels inadequate for the proposed issue of the shares. Hence, it is proposed to increase the Authorised Share Capital of the Company to Rs. 22.50 crores to enable the Board of Directors to issue further shares and when deemed necessary to meet the Company's financial requirements/ commitments.

A copy of the Memorandum & Articles of Association of the Company is open for inspection during business hours on any working day.

The Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested to the extent of their allotment, in the resolution.

Your Directors recommend the resolutions for your approval.

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Item No. 3 & 4

The Board was authorized under the erstwhile Section 293(1)(d) & 293(1)(a) of the Companies Act, 1956 to borrow money & to mortgage/ create charge on the properties of the Company in favour of the lenders to secure their money within a limit of Rs. 750.00 crores. Such authority was granted by way of an Ordinary resolution.

Section 180(1)(c) & (a) of the Companies Act, 2013 which has come into force on & from 12th September 2013 now requires such authority by way of Special Resolution.

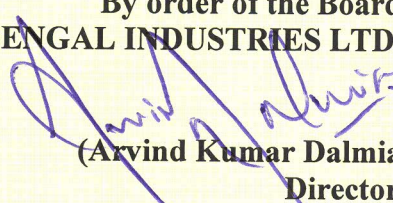
Accordingly, the consent of the Company is being taken away by way of Special Resolution for borrowing moneys and to mortgage/ create charge on the properties of the Company in favour of the lenders to secure their money within a limit of Rs. 750.00 crores and ratifying any such act done on or after 12th September, 2013.

The Directors and Key Managerial Personnel of the Company and their relatives are not interested or concerned in the proposed resolution.

The Board recommends the Resolutions at Item No. 3 & 4 for the approval of the Shareholders.

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By order of the Board,
For CONCAST BENGAL INDUSTRIES LTD.


(Arvind Kumar Dalmia)
Director

Date: 25.06.2014