

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF CASTEX TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 AT 1.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE NARSINGHPUR MOHAMMADPUR OLD MANESAR ROAD, GURGAON, HARYANA- 123106 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt :-

- (a) THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- (b) THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):**

“RESOLVED THAT the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF MR. ARVIND DHAM (DIN - 00047217), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Dham (DIN - 00047217) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. TO APPOINT A DIRECTOR IN PLACE OF MR. GAUTAM MALHOTRA (DIN - 00157488), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Gautam Malhotra (DIN - 00157488), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. TO APPOINT AUDITORS AND TO 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 pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Raj Gupta & Co., Chartered Accountants (Firm Registration No.000203N), be appointed as statutory auditors of the Company, in lieu of the resignation given by M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Registration No.009195C), to hold office from the conclusion of this 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

5. TO REGULARIZE THE APPOINTMENT OF MR. SANJIV BHASIN (DIN : 01119788), AS A DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT Mr. Sanjiv Bhasin (DIN: 01119788), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th February,2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.”

6. TO REGULARIZE THE APPOINTMENT OF MR. SANJAY ARORA (DIN: 07757118) AS A DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT Mr. Sanjay Arora (DIN: 07757118), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27th March, 2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.”

7. TO APPOINT MR. SANJAY ARORA(DIN: 07757118) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

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 196, 197, 203 read with the Schedule V and all applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the Company be and is hereby accorded for the appointment of Mr. Sanjay Arora as a Whole-time Director of the Company, whose office shall not be liable to retire by rotation, for a period of 5 years effective from 27th March,2017 to 26th March, 2022 on a total remuneration not exceeding Rs. 60 Lacs (Rupees Sixty Lacs only) per annum and other benefits as per the rules of the Company and on the terms and conditions decided by the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors).

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or if its profits are inadequate, the Company shall pay to Mr. Sanjay Arora as Whole-time Director, as per the provisions of Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

8. TO APPOINT MR. BRAJINDAR MOHAN SINGH (DIN: 02143830) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“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, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Brajindar Mohan Singh (DIN-02143830) was appointed as an Additional Director w.e.f 25th August,2017 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act,2013 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 Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act,2013 and is eligible for

appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years for a term up to 24th August,2022.”

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

9. TO APPOINT MR. YOGESH KAPUR (DIN: 00015385) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

In this regard to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yogesh Kapur (DIN: 00015385) was appointed as an Additional Director w.e.f 25th August,2017 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act,2013 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 Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act,2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years for a term up to 24th August,2022.”

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

10. TO APPOINT MS. ANURADHA KAPUR (DIN: 01646928) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

In this regard to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anuradha Kapur (DIN: 01646928) was appointed as an Additional Director w.e.f 25th August,2017 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act,2013 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 Director and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act,2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years for a term up to 24th August,2022.”

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

11. RATIFICATION OF REMUNERATION TO BE PAID TO MR. YASH PAL SARDANA, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding Rs. 5 Lakhs per annum, as approved by the Board on the recommendations of the Audit Committee, to be paid to Mr. Yash Pal Sardana, Cost Accountants (Membership No. - 17996), Cost Auditors of the Company for Cost Audit w.r.t the financial year 2017-18, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

12. RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 consent of the members of the Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2017-18 up to the maximum per annum amounts as appended below: -

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18						
(in crores)						
	Name of Interested Director	Transactions defined u/s 188(1) of Companies Act, 2013				
		Sale, Purchase of any goods or materials	Selling or buying property of any kind	Giving Loan/ Guarantee or provide securities	Availing or rendering of any service	Leasing of Property of any kind
NAME OF RELATED PARTY						
Subsidiaries						
Amtek Kuepper GmbH	-	100	-	50	-	-
Joint Venture's						
Amtek Riken Casting Pvt Ltd	Mr. John Ernest Flintham	200	200	50	-	-
Associates						
Amtek Auto Limited	1)Mr. Arvind Dham 2)Mr. Gautam Malhotra 3) Mr. John Ernest Flintham	500	300	-	-	-
Subsidiary of Associate Company						
Amtek Transportation Systems Limited	-	200	200	-	-	-
JMT Auto Limited	1)Mr. Gautam Malhotra 2) Mr. John Ernest	200	200	50	-	-

	Flintham					
Associate of Associate Company						
Metalyst Forgings Ltd	1) Mr. Arvind Dham 2) Mr. Gautam Malhotra 3) Mr. John Ernest Flintham	300	300	50	-	-
ARGL Limited	-	300	300	50	-	-
ACIL Limited	Mr. Arvind Dham	300	300	50	-	-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to above Resolution.”

**By Order of the Board
For CASTEX TECHNOLOGIES LIMITED**

**Sanjay Chhabra
DIN : 01237026
(Chairman)**

**Date: 25.08.2017
Place: New Delhi**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 5 to 12 above, is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2,3,5,6,7,8,9 & 10 of the Notice, are also annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company’s Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Pursuant to Section 125 of the Companies Act, 2013, unclaimed final dividend for the financial year 2009-10 is due for transfer to Investors’ Education and Protection Fund (IEPF) established by Govt. of India. All Shareholders, whose dividend is unpaid for the year 2009-2010, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:
 - i. **M/s Beetal Financial & Computer Services Private Limited (RTA)**
Beetal House, 3 rd Floor, 99
Madangir, Behind LSC

- ii. The Company Secretary,
CASTEX TECHNOLOGIES LIMITED,
3, Local Shopping Complex,
Pamposh Enclave, Greater Kailash- 1,
New Delhi -110048

Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.

6. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.amtek.com). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on 18th August, 2017.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant ('DP') only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited
8. The Register of Members and Share Transfer Books of the Company shall remain closed from **27th September, 2017 to 29th September, 2017 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the Companies Act, 2013.
9. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
10. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialized format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their Email ID are requested to register their Email ID addresses with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrars and Share Transfer Agents.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Beetal Financial & Computer Services Private Limited for consolidation into a single folio.
12. Members are requested to :-
 - a. bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.
 - b. bring their copies of Annual Report to the Meeting as the same will not be re-distributed at the venue of Annual General Meeting.
 - c. quote their Folios/Client ID & DP Id Numbers in all correspondence.
 - d. send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting, if the member is a Corporate Member.

13. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
14. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company's registered office at least 7 days before the General Meeting, so that the same can be suitably replied to.
15. Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is offering e-Voting Facility for all shareholders of the Company, as an alternate, to enable them to cast their votes electronically instead of casting their votes at the meeting. Please note that the voting through electronic means is optional. The members who wish to vote through physically in Meeting (instead of e-voting) can do the same.
16. The Voting through an electronic means will commence on 26.09.2016 from 10:00 A.M and will end on 28.09.2016 at 5:00 P.M. The members will not be able to cast their votes electronically beyond the date and time as mentioned.
17. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
18. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through polling paper

Process for Members opting for e-Voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on 26.09.2017 (from 9:00 A.M IST) and will end on 28.09.2017 at (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (a) The voting period begins on Tuesday, 26.09.2017 (from 9:00 A.M IST) and will end on Thursday, 28.09.2017 at (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders.
- (e) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.

(g) 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.

(h) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(j) 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.

(k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(l) Click on the EVSN for the relevant <CASTEX TECHNOLOGIES LIMITED> on which you choose to vote.

(m) 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.

(n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(o) 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.

(p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(r) 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.

- (s) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (t) **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.
- (u) 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.

The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.amtek.com** and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

**By Order of the Board
For CASTEX TECHNOLOGIES LIMITED**

**Date: 25.08.2017
Place: New Delhi**

**Sanjay Chhabra
DIN : 01237026
(Chairman)**

ANNEXURE TO NOTICE

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

The following statements set out all material facts relating to the special businesses mentioned in the accompanying notice:

ITEM NO. 5

Mr. Sanjiv Bhasin who has been appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f 14th February,2017 who holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director. Mr. Sanjiv Bhasin is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sanjiv Bhasin as Director, for the approval by the members of the Company. The Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Except Mr Sanjiv Bhasin, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6 TO 7

The Board of Directors, at its meeting held on 27th March,2017 had appointed Mr. Sanjay Arora as an Additional Director of the Company with effect from 27th March,2017 pursuant to Section 161 of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Sanjay Arora holds office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of the Section 160 of the Act, from a Member, along with a requisite deposit proposing candidature of Mr. Sanjay Arora for the office of Director of the Company. The Board had appointed Mr. Sanjay Arora as a Whole-time Director of the Company for the period from 27th March, 2017 to 26th March, 2022 at a remuneration as decided by the Board.

The Board of Directors are of the view that the appointment of Mr. Sanjay Arora as Whole-time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Ordinary Resolutions as set out in Item Nos. 6 & 7 of the Notice for approval by the Members of the Company.

Other than Mr. Sanjay Arora, none of the Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolutions at item Nos. 6 & 7 of the Notice. Mr. Sanjay Arora does not hold any shares of the Company. Mr. Sanjay Arora is not related to any other Director of the Company.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 & 7 of the notice for approval of members.

ITEM NO. 8, 9 & 10

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Regulation 16 & 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur & Ms. Anuradha Kapur as independent directors for period of five years ending on 24th August, 2022 and whose period of office will not be liable to retire by rotation. Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur & Ms. Anuradha Kapur are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has

given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur & Ms. Anuradha Kapur as directors. The Company has also received declaration from Mr. Brajindar Mohan Singh, Mr. Yogesh Kapur & Ms. Anuradha Kapur that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the above mentioned Directors fulfil the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Directors as Independent Directors are now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 8 , 9 & 10 of the Notice for approval by the shareholders.

ITEM NO. 11

The Board, on the recommendation of the Audit Committee, has appointed Mr. Yash Pal Sardana, Cost Accountants (Membership No.- 17996) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18 at the remuneration not exceeding Rs.5 Lakhs per annum.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the Notice.

The Board recommends passing of the resolution as set out at Item No.11 of the Notice as an Ordinary Resolution.

ITEM NO. 12

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section, require a Company to obtain prior approval of the Board of Directors and subsequently the members of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Further as required under Regulation 23(4) of SEBI (Listing obligations and disclosure requirements) Regulations 2015, all material related party transactions (other than as specified under regulation 23(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 shall require approval of the members through Ordinary resolution.

Accordingly, the approval of the members by way of Ordinary Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of the SEBI

(Listing Obligations and Disclosures Requirements) Regulations, 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18						
(in crores)						
	Name of Interested Director	Transactions defined u/s 188(1) of Companies Act, 2013				
		Sale, Purchase of any goods or materials	Selling or buying property of any kind	Giving Loan/ Guarantee or provide securities	Availing or rendering of any service	Leasing of Property of any kind
NAME OF RELATED PARTY						
Subsidiaries						
Amtek Kuepper GmbH	-	100	-	50	-	-
Joint Venture's						
Amtek Riken Casting Pvt Ltd	Mr. John Ernest Flintham	200	200	50	-	-
Associates						
Amtek Auto Limited	1)Mr. Arvind Dham 2)Mr. Gautam Malhotra 3) Mr. John Ernest Flintham	500	300	-	-	-
Subsidiary of Associate Company						
Amtek Transportation Systems Limited	-	200	200	-	-	-
JMT Auto Limited	1)Mr. Gautam Malhotra 2) Mr. John Ernest Flintham	200	200	50	-	-
Associate of Associate Company						
Metalyst Forgings Ltd	1) Mr. Arvind Dham 2) Mr. Gautam Malhotra 3) Mr. John Ernest Flintham	300	300	50	-	-
ARGL Limited	-	300	300	50	-	-
ACIL Limited	Mr. Arvind Dham	300	300	50	-	-

Terms and conditions:

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.
2. Loans with a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan. Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, by its recent General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the ordinary resolution is being passed.

The Board of Directors of your Company has approved this item in the Board Meeting held on 25th August, 2017 and recommends the resolution as set out in the accompanying notice for the approval of members of the Company as ordinary resolution.

None of the Directors and key managerial personnel (other than mentioned above) and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

Information required to be furnished as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting.

NAME	MR. ARVIND DHAM
DATE OF BIRTH	15.02.1961
QUALIFICATION	B.Arch. From Chandigarh College of Architecture, Punjab University
PROFESSION	Industrialist
EXPERTISE	Mr. Arvind Dham is an eminent industrialist having more than 26 years of experience in the field of Project Planning, Implementation, and International Trade & Business Management
OTHER DIRECTORSHIPS *	1) Amtek Auto Limited 2) Metalyst Forgings Limited 3) ACIL Limited 4) Symbios Personnel Advices and Services Limited 5) Amtek Laboratories Limited 6) Symbios Personnel Advices And Services Limited
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER PUBLIC COMPANIES	Nil
SHAREHOLDING IN THE COMPANY	Nil

NAME	MR. GAUTAM MALHOTRA
DATE OF BIRTH	3rd March,1979
QUALIFICATION	B.E. (Computer Science) , MBA
PROFESSION	Business
EXPERTISE	Specialization in Finance, Marketing, Acquisitions and Takeovers etc.
OTHER DIRECTORSHIPS *	1) Amtek Auto Limited 2) Metalyst Forgings Limited 3) JMT Auto Limited 4) Amtek Laboratories Limited
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER LISTED COMPANIES	2
SHAREHOLDING IN THE COMPANY	Nil

NAME	MR. SANJIV BHASIN
Date of Birth	31 st August,1957
Qualification	Chartered Accountant , M.Com
Profession	Service
Expertise	Accounts and Financial Matters
Other Directorships *	1) Castex Technologies Limited 2) Metalyst Forgings Limited 3) Rollatainers Limited 4) IDMA Laboratories Limited 5) Alliance Integrated Metaliks Limited
Membership/Chairmanship of Committees of other listed companies	5
Shareholding in the Company	Nil

NAME	MR. BRAJINDAR MOHAN SINGH
Date of Birth	26 th October,1947
Qualification	Post Graduate
Profession	Consultant
Expertise	Retired IRS and Chairman of CBDT having 42 Years of Expearence
Other Directorships *	1) Castex Technologies Limited 2) Metalyst Forgings Limited 3) Rollatainers Limited
Membership/Chairmanship of Committees of other listed companies	3
Shareholding in the Company	Nil

NAME	MR. YOGESH KAPUR
Date of Birth	31 st May,1961
Qualification	B.COM
Profession	Service
Expertise	Accounts and Financial Matters
Other Directorships *	1) Castex Technologies Limited 2) Metalyst Forgings Limited 3) OCL Iron & Steel Limited
Membership/Chairmanship of Committees of other listed companies	4
Shareholding in the Company	Nil

NAME	MS. ANURADHA KAPUR
Date of Birth	26 th April,1963
Qualification	Masters in Arts
Profession	Service
Expertise	Administration and Real Estate
Other Directorships *	1) Castex Technologies Limited 2) Metalyst Forgings Limited
Membership/Chairmanship of Committees of other listed companies	3
Shareholding in the Company	Nil

1) These directorship exclude Private Companies, Foreign Companies and Companies Registered under Section 8of Companies Act,2013

2) Includes only Chairmanship/Membership in Audit Committee & Stakeholders' Relationship Committee

**By Order of the Board
For CASTEX TECHNOLOGIES LIMITED**

**Date: 25.08.2017
Place: New Delhi**

**Sanjay Chhabra
DIN : 01237026
(Chairman)**

CASTEX TECHNOLOGIES LIMITED
Registered Office: Village Narsinghpur Mohammadpur, Old Manesar Road,
Gurugram, Haryana- 123106
Tel.: (0124) 26373406, Fax:- (0124) 26373028
E-mail: info@amtek.com, Web: www.amtek.com
CIN No.: L65921HR1983PLC033789

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]

Name of the Member (s) :
Registered address :
E mail id :

Folio No. / Client Id:.....
DP ID:.....

I / We, being the member(s) of _____ Equity Shares of Castex Technologies Limited, hereby appoint

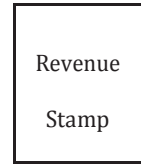
1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her
3. Name : _____
Address : _____
E-mail Id : _____
Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, the **29th day of September, 2017 at 1.30 P.M.** at **Village Narsinghpur Mohammadpur, Old Manesar Road, Gurugram, Haryana- 123106** the of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1	1. To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.		
2	To appoint a Director in place of Mr. Arvind Dham (DIN: 00047217) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint a Director in place of Mr. Gautam Malhotra (DIN: 00157488) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint Raj Gupta & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration		
5	To regularize the appointment of Mr. Sanjiv Bhasin (DIN: 01119788) , as a director		
6	To regularize the appointment of Mr. Sanjay Arora (din: 07757118) as a director of the company		
7	To appoint Mr. Sanjay Arora (DIN: 07757118) as a whole-time director of the company		
8	To appoint Mr. Brajindar Mohan Singh (DIN: 02143830) as an independent director of the Company		
9	To appoint Mr. Yogesh Kapur (DIN: 00015385) as an independent director of the Company		
10	To appoint Ms. Anuradha Kapur (DIN: 01646928) as an independent director of the Company		
11	Ratification of remuneration to be paid to Mr. Yash Pal Sardana, Cost accountants, Cost		

	Auditors of the company for the financial year 2017-18.		
12	To approve Related Party Transactions		

Signed this day of 2017



Signature of Proxy Holder(s)..... Signature of Shareholder.....

Notes:

- (1) The 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.**
- (2) A proxy need not be a Member of the Company.**

CASTEX TECHNOLOGIES LIMITED
Registered Office: Village Narsinghpur Mohammadpur, Old Manesar Road,
Gurugram, Haryana- 123106
Tel.: (0124) 26373406, **Fax:-** (0124) 26373028
E-mail: info@amtek.com, **Web:** www.amtek.com
CIN No.: L65921HR1983PLC033789

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****	
Client Id****	

Folio No.	
No of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, the **29th day of September, 2017 at 1.30 P.M.** at the **Village Narsinghpur Mohammadpur, Old Manesar Road, Gurugram, Haryana- 123106**

1. Name(s) of the Member : 1. Mr./Ms.
and Joint Holder(s) 2. Mr./Ms.
(in block letters) 3. Mr./Ms.
2. Address:
3. Father's/Husband's
- Name (of the Member): Mr
4. Name of Proxy : Mr./Ms.....

1.
2.
3.

Signature of the Proxy Holder(s)

Signature(s) of Member and Joint Holder(s)

Notes:

- 1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
- 2.**** Applicable for Investors holding Shares in electronic form.**