

BOARD OF DIRECTORS

Mr. N.D.Sheth	Director & CFO	DIN No. 02501231
Mr. R. K. Mital	Director	DIN No. 02233220
Ms. Sujata R. Mittal	Managing Director	DIN No. 01826116
Mr. Abhay Ganpat Dadarkar	Independent Director	DIN No 06957764
Mr. Dattatreya Shankar Amonker	Independent Director	DIN No 07132214
Dr. Silvano Dias Sapeco	Addl. Director	DIN No. 07567801

STATUTORY AUDITORS :

M/s.V.S.Patangia & Co,
Chartered Accountants,
1/29, Kher Nagar, Bandra (East),
Mumbai 400 051

COMPANY IDENTIFICATION NUMBER (CIN)

U28129MH1986PLC039591

Contact details :

Email : ohminditalia@yahoo.com

Mobile : 9820308732

Web : www.ohminditalia.com

BANKERS : UCO BANK**REGISTERED OFFICE :**

7&8 B, IInd Floor,
West View No.1, S.V.Road,
Santacruz (West), Mumbai – 400 054

CORPORATE OFFICE:

D1, Krishna CHS,
Subhash Road, Vile Parle (East),
Mumbai 400 057

REGISTRARS & SHARE TRANSFER AGENTS (IN HOUSE) :

Inditalia Refcon Ltd.
7&8B, IInd Floor,
West View No.1, S.V.Road,
Santacruz (W), Mumbai – 400 054

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INDITALIA REFCON LIMITED**NOTICE**

Notice is hereby given that the 30th Annual General Meeting of the Members of **INDITALIA REFCON LIMITED** will be held at its Corporate Office at D1, Krishna CHS, Subhash Road, Vile Parle (East), Mumbai 400 057 on **Friday, September 30th 2016** at **11.30A.M** to transact the following business:

ORDINARY BUSINESS:**Item No. – 1****Adoption of Financial Statement:**

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

RESOLVED THAT the Audited Balance Sheet statement of Profit and Loss Account as well as Cash Flow Statement for the financial year ended March, 31, 2016 along with the Auditor's Report and the Directors' Report including the secretarial Audit Report received from CS J. K. Dangre & Co., Practising Company Secretaries as well as the Extract of Annual Return (Form MGT-9) and particulars of contracts/arrangements entered into with Related Parties (form AOC-2) as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

Item No. – 2**Appointment of and the fixing of remuneration of the Auditor :**

To re-appoint Auditors and to fix their remuneration. The following resolution may be passed with or without modification as an Ordinary Resolution:

“RESOLVED THAT M/s. V.S.Patangia & Co. Chartered Accountants, the Statutory Auditors who cease to hold office at the conclusion of this AGM and who have furnished their Consent and Certificate pursuant to Section 139(1) and 141 of the Companies Act, 2013 be and are hereby reappointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, (the "Act"), the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed thereunder from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting, to Audit the books of the company for the financial year 2016-17 i. e. from 1.04.2016 till 31.3.2017 and to provide their report as required under Sec.143(2).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to the Auditors apart from reimbursement of out-of-pocket expenses, if any, incurred by the Auditors."

Item No. - 3**Appointment of Director in place of those retiring :**

To appoint a Director in place of Mr. Navin Sheth who retires by rotation and being eligible, has offered himself for re-appointment. Mr. Navin Sheth is also the CFO of the Company and having attained age of 70 in terms of first proviso to Sec. 196(3)(a) of the Company's Act 2013 he can be appointed by means of a Special resolution. Accordingly, the following Special Resolution is recommended for approval by the members.

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

“Resolved that Mr. Navin Sheth, Director (DIN No. 02501231) who retires by rotation in terms of Article 126 of the Memorandum and Articles of the Company, and being eligible has offered himself for being reappointed. Mr. Sheth who has attained age of 70 years, has furnished his consent to act as Director under Sec.152(5) of the Co.’s act 2013 as well as the Declaration of Non-disqualification under Sec.152(4), be and is hereby appointed Director of the Company under sec 152(2), 152(6)(e), the first proviso to Sec. 196(3)(a) of the Company’s Act 2013, as well as the Articles of the Company, for a period of 5 years from the date of the meeting on the terms and conditions as per attached draft letter of Appointment attached”.

An Explanatory statement as required under provisions of sec. 102(1) of the Act is attached. None of the Directors, KMPs and/or their relatives, except Mr. Navin Sheth are interested in the resolution.

Special Business:

Item No. 4:

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

Resolved that Dr.Silvano Dias Sapeco (DIN No.07567801) who was appointed as “Additional Director” of the Company by the Board at its meeting held on the 15th July 2016, and who has provided his consent to join as Director as well as his declaration of Non-Disqualification u/s 164(2) and rule (14)1 of the Company’s (Appt. & Qualification of Directors) Rules 2014, be and is hereby appointed Director of the Company under sec 152(2) of the Company’s Act 2016, for a period of 2 years from the date of the meeting, on the terms and conditions approved by the Board as per attached draft letter of Appointment attached.

An Explanatory statement as required under provisions of sec. 102(1) of the Act is attached. None of the Directors except Dr.Silvano Sapeco is interested in the resolution.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 6th Sept 2016

CORPORATE OFFICE:

D1, Krishna CHS,
Subhash Road, Vile Parle (East),
Mumbai 400 057

SD/-
SUJATA MITTAL
MANAGING DIRECTOR
DIN No. 01826116

NOTES:

1. In terms of Section 103(1) (a) (iii) of the Company's Act 2013, 30 Members personally present shall constitute Quorum for the meeting. The meeting time is fixed @11.30 AM. Further in accordance with Section 103(2)(a), if a quorum is not present within half an hour from, i.e. by 12.00 Noon, it will stand adjourned to 1.00 PM, and if a quorum is not present within half an hour therefrom (i.e. by 1.30 pm) the members present shall be the quorum and the meeting will proceed accordingly.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Notice of AGM, Annual Report and Attendance Slip (Notice Document) are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. Notice Document, physical copies are being sent to all other Members. Members who have received the Notice Document in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Members who having registered their email address with the Company are nevertheless desirous to receive Notice Document in physical form, may request for the same by filing a request by clicking on the following link:http://www.ohminditalia.com/shareholder_member.php on or before 15th September 2016.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15 Sept 2016 to Thursday 29th Sept 2016 (both days inclusive).
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday and public holidays between 11.00 am and 1.00 pm up to the date of Annual General Meeting.
7. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
8. Members are requested to bring their physical copy of the Annual report to the Annual General Meeting.
9. In order to exercise strict control over the transfer documents, Members are requested to send the documents/correspondence, if any, directly to the company so as to reach on or before 15th September, 2016.

INDITALIA REFCON LIMITED
 7 & 8 B, IInd Floor,
 West View No.1.S.V.Road,
 Santacruz (West), Mumbai - 400 054

For and on behalf of the Board of Directors

Place: Mumbai
Date :6th Sept 2016

SD/-
SUJATA MITTAL
MANAGING DIRECTOR
DIN No. 01826116

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item no.3 : Appointment of Director in place of those retiring :****Additional information for shareholders regarding reappointment of Director**

Mr. Navin Sheth retires by rotation in terms of Art. 126 of the Memorandum and Articles of the Company and being eligible, has offered himself for re-appointment. Mr. Navin Sheth is also the CFO of the Company and having attained age of 70, in terms of first proviso to Sec. 196(3)(a) of the Company's Act 2013 he can be appointed by means of a Special resolution. Accordingly, the following Special Resolution is recommended for approval by the members.

Information pursuant to Listing Obligations Disclosure Requirements, 2015 and 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) regarding Director seeking re-appointment

Name	Mr. Navin Sheth
Age	70 Years
Qualifications	MSC Chemistry and MBA in Finance
Experience	More than 47 Years
Last drawn remuneration	Rs.10,000/-p.m. as CFO w.e.f. 16.04.2016
Date of first appointment on the Board	Since 1993
Expertise	He has wide Experience (More than 47 years) of Managing Finance & Administration in a US based company.
No. of share held	100
Relationship with Directors,Managers & KMP	NA
Number of Board Meeting attended during FY 2016	4
Other Directorship	Director of Sumit Biosciences Pvt. Limited
Chairman/ Member of the Committees of Boards of the Company	He served as an Chairman of the Audit Committee and the Nomination and Remuneration Committee during the last financial year.
Proposed Term	5 years from Date of Appointment

Recognition or awards	He has been Director of the Company since 1993 when he joined as a promoter.
Job profile and his suitability	He is the Director of the Company and devotes whole time attention to the management of the affairs of the Company.
Justification for his appointment	Mr. Navin Sheth has vast knowledge and wealth of experience in the field of International Trade, Finance and Accounting since he has worked abroad in various capacities. The Board will benefit from his experience and knowledge.
Terms and Conditions of Appointment	As per Appendix 1 attached.

No other Directors/KMP and/or their relatives are interested or concerned in the resolution relating to his re-appointment.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 6th September, 2016

SD/-
SUJATA MITTAL
MANAGING DIRECTOR
DIN No. 01826116

Item no.4 : Appointment of Dr. Silvano Dias Sapeco as Director of the Company :

Dr. Silvano Dias Sapeco, was appointed as an Additional Director of the Company by the Board with effect from 15th July, 2016 pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director. Dr. Sapeco has given his consent to act as Director as well as the Declaration of Non-disqualification. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Silvano Sapeco as Director, for the approval by the shareholders of the Company.

Additional information for shareholders regarding appointment of Director**Information pursuant to Listing Obligations Disclosure Requirements, 2015 and 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) regarding Director seeking reappointment**

Name	Dr. Silvano Sapeco
Age	63 Years
Qualifications	MBBS, DFM, MD in Forensic Medicine
Experience	37 Years
Last drawn remuneration	NA
Date of first appointment on the Board	15 th July, 2016
Expertise	He has wide Experience (More than 37 years) in the field of Forensic Medicine
No. of share held	0
Relationship with Directors, Managers & KMP	NA
Number of Board Meeting attended during FY 2016	NA.
Other Directorship	None
Chairman/ Member of the Committees of Boards of the Company	NIL.
Terms and Conditions of Appointment	As per Appendix 2 attached.
Proposed Term	2 years from date of appointment.

Recognition or awards	<ol style="list-style-type: none"> 1. Organizing Secretary of Silver Jubilee International Conference of Indian Academy of Forensic Medicine, February 2004. 2. Elected Member from R.M.G. Constituency to the Medical Council of India from 1999 – 04. 3. Elected member from Goa University to the Medical Council of India from 2006–2011. 4. Ex-member of Ethics Committee of Medical Council of India. 5. Co-ordinator/ Assessor of the Medical Council of India. 6. Ex-member of Academic Council of Goa University from 2004-2006. 7. Ex-member of Goa University Court from 2000-2002; 2004-2006. 8. President, Indian Society of Toxicology for the term: 2012-2014. 9. Member of the Medical Council of India from 2012-2017. 10. Member of the Post graduate Medical Education Committee from 2014 to 2018.
Job profile and his suitability	He has rich experience in the field of Forensic Medicine and his skills are considered particularly valuable to the Board in view of new technology businesses.

Except Dr. Silvano Sapeco, No other member or Director is considered interested or concerned in the resolution relating to his appointment.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 6th September, 2016

SD/-
SUJATA MITTAL
MANAGING DIRECTOR
DIN No. 01826116

APPENDIX-I

DRAFT LETTER OF REAPPOINTMENT AS DIRECTOR

To-
Mr. Navin Sheth,
Inditalia Refcon Limited
7 & 8 B, 2nd Floor,
West View No. 1, S.V Road,
Santacruz (W), Mumbai- 400 054

Date : 01 October 2016

Dear Sir,

Re : Appointment as Director of the Company

We refer to your Consent and Declaration dated 1st Sept. 2016 and are pleased to advise that the members of the Company have, at their meeting held on the 30th September 2016 reappointed you as Director of the Company in terms of Sec. 152(2), and 152(6)(e) of the Companies Act 2013 (the Act) and the Articles of Association of the Company.

You shall be required to perform your duties as Director of the Company in accordance with the Articles of Association of the Company, provisions of the Sec 166 of the Companies Act 2013 and the Rules made thereunder.

You are advised to furnish details of your other business interests in proprietorships, trusts, partnerships or companies in form MBP-1 before the first Board Meeting following your appointment. This form is also required to be submitted at first Board Meeting in every financial year as well as if there is any change in your interests in such proprietorships, trusts, partnerships or companies.

Your's Faithfully,
For Inditalia Refcon Ltd.

SD/-
Sujata R. Mital
(DIN No. 01826116)
Managing Director

Terms and conditions of appointment as Director

1.	Period of Appointment	The appointment shall be for a period of 5 years from the date of Annual General Meeting i.e. 30 th September 2016.
2.	Sitting Fees and Out of Pocket Expenses	No sitting fees shall be payable. You will be reimbursed travel expenses on actual basis including taxi and economy class air fare.
3.	Notice	The appointment shall be terminable by providing 3 months written notice from either side.
4.	Duties	Your appointment shall be governed by the provisions of Companies Act 2013, more particularly Sec.s 166 among others and the rules made thereunder as well as the Articles of Association of the Company.

Please provide details of your interest in other entities vide Form MBP-1 as per format attached.

For Inditalia Refcon Ltd.

SD/-
(DIN No. 01826116)
Managing Director

APPENDIX-II

DRAFT LETTER OF APPOINTMENT AS DIRECTOR

To-
Dr Silvano Dias Sapeco,
T-16, Maison Pra-Tit,
Tuant, Verem,
P.O.Reis-Magos 403 114
Bardez Goa

Date : 01 October 2016

Dear Sir,

Re : Appointment as Director of the Company

We refer to your Consent and Declaration dated 20th May, 2016 and are pleased to advise that the members of the Company have, at their meeting held on the 30th September 2016 appointed you as Director of the Company in terms of Sec. 152(2) of the Companies Act 2013 (the Act) and the Articles of Association of the Company.

You shall be required to perform your duties as Director of the Company in accordance with the Articles of Association of the Company, provisions of the Sec 166 of the Companies Act 2013 and the Rules made thereunder.

You are advised to furnish details of your other business interests in proprietorships, trusts, partnerships or companies in form MBP-1 before the first Board Meeting following your appointment. This form is also required to be submitted at first Board Meeting in every financial year as well as if there is any change in your interests in such proprietorships, trusts, partnerships or companies.

Your's Faithfully,
For Inditalia Refcon Ltd.

SD/-
Sujata R. Mital
(DIN No. 01826116)
Managing Director