

CIN: L65990MH1982PLC028822

# 39<sup>th</sup> Annual Report 2021-22



## **Board of Directors**

Mr. Nitin S. Kedia - Chairman and Managing Director

Mr. Nirmal B. Kedia – Executive Director
Mr. Nipun N. Kedia – Executive Director

Mr. Arvind B. Jalan – Independent - Non-Executive Director
Mr. Ravi Nevatia – Independent - Non-Executive Director
Mrs. Barkharani Nevatia – Independent - Non-Executive Director
Mrs. Preethi Anand – Independent - Non-Executive Director

(appointed as an additional director w.e.f. 26th August 2022)

### **Chief Financial Officer**

Mr. Murlidhar Gupta (Cessation 12th June, 2022)

# Company Secretary

Ms. Muskan Jain (Appointed w.e.f. 06th December, 2021)

# **Bankers**

ICICI Bank Limited Axis Bank Limited

# **Statutory Auditors**

GMJ & Co.

Chartered Accountants

# **Legal Advisors**

Narayanan & Narayanan Advocate & Solicitor

# **Registered Office**

202, 2nd Floor,

Rahul Mittal Industrial Premises Co-Op Soc. Ltd., Sanjay Building No. 3, Sir M.V. Road, Andheri (East), Mumbai – 400 059

## Corporate Office

Prestige Precinct, 3<sup>rd</sup> Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 601

# **Works**

- 1) Plot No. 183/1, Surangi, Silvassa, Dadra & Nagar Haveli - 396 230
- Plot No. 7, Survey No. 679/1,
   Village- Karvad, Taluka-Vapi,
   District-Valsad, Gujarat 396195

## Registrar & Share Transfer Agent

Link intime (India) Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

# Website:

www.nitincastings.com

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Date: 26th August, 2022

To,

BSE Limited 25th Floor, PJ Towers,

Dalal Street, Mumbai - 400 001 Email: corp.comm@bseindia.com

Scrip Code: 508875

Dear Sir/Madam,

Sub.: Notice of 39th Annual General Meeting

We are enclosing herewith notice of Thirty Ninth (39th) Annual General Meeting (AGM) of Nitin Castings Limited ("the Company") to be held on **29<sup>th</sup> September**, **2022 at 11.00 a.m. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The said notice is also available on the website of the Company at <a href="http://www.nitincastings.com/">http://www.nitincastings.com/</a>

Kindly take same on record.

Thanking you,

Yours faithfully,

FOR NITIN CASTINGS LIMITED

NITIN KEDIA DIRECTOR DIN - 00050749

Encl.: A/a



## NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Ninth (39<sup>th</sup>) Annual General Meeting("AGM") of the Members of Nitin Castings Limited ("Company") will be held on **29<sup>th</sup> September**, **2022** at **11.00** a.m. (IST) through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM") to transact the following business:

## **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Nitin Kedia (DIN: 00050749) who retires by rotation and, being eligible, offers himself for re-appointment.
- 3. To appoint of M/s. Jhunjhunwala Jain & Associates LLP as a Statutory Auditor of the Company in place of M/s. GMJ & Associates.

"RESOLVED THAT, in pursuance to the provisions of Section 139(1) and other applicable provisions, if any of the Companies Act, 2013, M/s Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, (FRN # 113675W/W100361) shall be appointed as the Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the Annual General Meeting to be held for the financial year 2026-2027, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, in addition to reimbursement of GST and all out of pocket expenses in connection with the audit of the Accounts of the Company, the remuneration may be paid on existing terms to be agreed between the Auditors and the Board of Directors."

"RESOLVED FURTHER THAT, any one Directors of the Company be and is hereby authorized to do all the acts, deed things including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution" 31st March, 2022"

4. To declare and approve final dividend of Rs. 0.50/- per equity share for the year ended 31st March, 2022:

"RESOLVED THAT, in pursuance to the provisions under Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014, and subject to the approval of the members at the ensuing Annual General Meeting, the Board do hereby recommend a dividend of Rs. 0.5/- per equity share of Rs. 5/- each fully paid up of the Company.

**RESOLVED FURTHER THAT**, the dividend is paid out of the free reserves of the Company for the financial year ended 31<sup>st</sup> March, 2022 to the equity shareholders whose names appear on the Register of Members as on the Record date ie. 22<sup>nd</sup> September, 2022.

**RESOLVED FURTHER THAT**, any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be incidental or necessary to give effect to this resolution."

## **SPECIAL BUSINESS:**

5. To appoint of Mrs. Preethi Anand as an Independent Director of the Company for the period of 5 years.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or reenactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 and 121 of



Articles of Association of the Company, Mrs. Preethi Anand (DIN: 07178887) who was appointed as an Additional Independent Director by the Board of Directors in their meeting held on August 26, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five year i.e. from 26<sup>th</sup> August, 2022 to 25th August, 2027 and the term shall not be subject to retirement by rotation."

6. Approval for transaction with Related Parties

To consider, and if thought fit to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with rules made thereunder ('the Rules'), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to ratify/approve the transactions entered into contracts / arrangements / agreements/ transactions, up to the limit given in table as set out in the Explanatory Statement annexed to the Notice convening this meeting, within the meaning of the aforesaid law and as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm's length basis, in which the Directors of the Company, are interested."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution, any Director and/ or the Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re- enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 150 Crores (Rupees One Hundred and fifty Crores) at any point of time."



"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board of Directors of the Company to borrow money from banks/financial institutions and pursuant to the provisions of Section180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of Rs. 150 Crores (Rupees One Hundred and fifty Crores) exclusive of interest."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 08th August, 2018 authorizing the Board of Directors of the Company, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 150 Crores (Rupees One Hundred and fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."



10. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

11. Re-appointment of Mr. Nitin Kedia (DIN: 00050749), as Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration committee and the Board of Directors of the Company approval of the members be and is hereby accorded for the re-appointment of Mr. Nitin Kedia (DIN: 00050749) as the Managing Director of the Company to be designated as the Chairman & Managing Director, for a period of 5 (five) years with effect from May 28, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be agreed between the Board and Mr. Nitin Kedia, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT,** the term of office of Mr. Nitin Kedia as the Managing Director shall be subject to retirement by rotation."

"RESOLVED FURTHER THAT, all the Directors and Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the foregoing resolution including but not limited to filing of necessary forms and returns with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, as may be required in this regard."

12. A. Increase In Managerial Remuneration Payable To Mr. Nitin Kedia, Chairman And Managing Director:

"RESOLVED THAT pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereoffor the time being inforce, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the revision in the remuneration of



Mr. Nitin Kedia (DIN: 00050749), Chairman and Managing Director of the Company on following terms and conditions with effect from 01<sup>st</sup> April, 2022 for a period of 3 years:

Particulars	Amount
Basic Salary	Rs. 3.75 Lakhs per month with such increase as the Board may decide from time to time
HRA	Rs. 1.88 Lakhs per month
Conveyance	Rs. 0.56 Lakhs per month
Education Allowance	Rs. 0.38 Lakhs per month
Medical Allowance	Rs. 0.56 Lakhs per month
Special Allowance	Rs. 0.38 Lakhs per month

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

# B. Increase In Managerial Remuneration Payable To Mr. Nirmal Kedia, Director:

"RESOLVED THAT pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereoffor the time being inforce, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the revision in the remuneration of Mr. Nirmal Kedia (DIN: 00050769), Director of the Company on following terms and conditions with effect from 01st April, 2022 for a period of 3 years:

Particulars	Amount
Basic Salary	Rs. 3.75 Lakhs per month with such increase as the Board may decide from time to time
HRA	Rs. 1.88 Lakhs per month
Conveyance	Rs. 0.56 Lakhs per month
Education Allowance	Rs. 0.38 Lakhs per month
Medical Allowance	Rs. 0.56 Lakhs per month
Special Allowance	Rs. 0.38 Lakhs per month

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."



# C. Payment Of Managerial Remuneration To Mr. Nipun Kedia, Director:

"RESOLVED THAT pursuant to Section 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Rules made thereunder, including any amendment(s), modification(s) orre-enactment(s) thereoffor the time being inforce, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Nipun Kedia (DIN: 02356010), Director of the Company on following terms and conditions with effect from 01st April, 2022 for a period of 3 years:

Particulars	Amount
Basic Salary	Rs. 0.90 Lakhs per month with such increase as the Board may decide from time to time
HRA	Rs. 0.45 Lakhs per month
Conveyance	Rs. 0.04 Lakhs per month
Education Allowance	Rs. 0.04 Lakhs per month
Medical Allowance	Rs. 0.04 Lakhs per month
Special Allowance	Rs. 0.03 Lakhs per month

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directors FOR NITIN CASTINGS LIMITED

NITIN KEDIA DIRECTOR DIN - 00050749

Mumbai, 26/08/2022



# Notes:

- 1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <a href="http://www.nitincastings.com/">http://www.nitincastings.com/</a>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited (BSE) at <a href="https://www.bseindia.com/">https://www.bseindia.com/</a> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- 7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI Circular as mentioned hereinabove.
- 8. Members seeking any information with regard to the accounts or resolutions placed at the AGM are requested to send an email to the Company on <a href="mailto:naglmumbai@gmail.com">naglmumbai@gmail.com</a> by 24<sup>th</sup> September, 2022 The same will be replied by the Company suitably.
- 9. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (both days inclusive) in connection with the Annual General Meeting.
- 10. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in Demat form may contact their respective Depository Participant ("DP") for recording of nomination.