



Palco Metals Limited

www.palcometals.com



BOARD OF DIRECTORS

Shri Kailashchandra Agrawal- Chairman
Shri Kanaiyalal Agrawal - Whole Time Director
Shri Kirankumar Agrawal - Director
Shri Narendra Agarwal - Director
Shri Nareshchand Jain - Director
Mrs. Rakhi Jitendra Agrawal - Director

STATUTORY AUDITORS

Rahul Kakani & Associates.
Chartered Accountants,
Ahmedabad

COMPANY SECRETARY

Mr. Mukesh Tiwari

BANKERS

State Bank of India

REGD. OFFICE

B-209, 2nd Floor, Mondeal Square,
Nr. Prahaladnagar Garden,
Prahaladnagar,
Ahmedabad-380015.

LISTING :

Bombay Stock Exchange
ISIN : INE239L01013
CIN : L27310GJ1960PLC000998

REGISTRARS & SHARE TRANSFER AGENTS

MCS SHARE TRANSFER AGENT LIMITED
Ahmedabad Branch
101, 1st Floor, Shatdal Complex,
Ashram Road, Ahmedabad - 380009



Palco Metals Limited

Notice is hereby given that the Fifty Fifth Annual General Meeting of the members of the Company will be held on Saturday, September, 24 2016 at 11.00 a.m. at registered office of the company at B-209, Mondeal Square, Prahladnagar Road, Prahladnagar, Satellite 380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the year ended on March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mr. Kirankumar Agrawal (DIN: 00395934), who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. Rahul Kakani & Associates, Chartered Accountants [Firm Registration No. 130198W] as Statutory Auditors of the Company, who hold office from the conclusion of 53rd Annual General Meeting until the conclusion of 58th Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

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

4. To re-appoint Mr. Kanaiyalal Agrawal (Din: 00594240) as Whole-time Director of the Company for a further period of 5 years w.e.f. 1st August, 2016 to 31st July, 2016 and payment of remuneration for 3 years.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other application provisions, if any, read with Schedule-V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the reappointment of Mr. Kanaiyalal Babulal Agrawal (DIN : 00594240) as an Whole time Director of the Company for a further period of 5 (Three) years with effect from 1st August, 2016 upto 31st July, 2021, upon terms and conditions including remuneration for the period of 3 years with effect from 1st August, 2016 upto 31st July, 2019 as recommended by Nomination and Remuneration Committee and set out in the Explanatory statement annexed to in the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”) be and is hereby authorized to vary and/or modify the terms and conditions of the Appointment including remuneration payable to Mr. Kanaiyalal Babulal Agrawal, in the said period of Three years, in such manner as recommended by Nomination and Remuneration Committee and as may be agreed between the Board and Mr. Kanaiyalal Babulal Agrawal and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of Three years with effect from 1st August, 2016 upto 31st July, 2019, at the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Kanaiyalal Babulal Agrawal as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein to the Directors or Officers of the Company or to any Committee of Directors to give effect to the aforesaid resolution.”

Dated: 10th August, 2016
Place: Ahmedabad

By Order of the Board
For Palco Metals Limited
Kanaiyalal Babulal Agrawal
Whole Time Director
Din - 00594240

NOTES:

1. The Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 ["Act"] in respect of business under item No. 4 of the Notice is annexed hereto.

The information of the Director seeking reappointment at the ensuing Annual General Meeting is provided at Annexure-A to this Notice as prescribed under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

2. The Register of Members and Share Transfer Books shall remain closed from September, 17 2016 [Saturday] to September, 24 2016 [Saturday] [both days inclusive].
3. **A MEMEBR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE AMEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 11 a.m. on Thursday, September 22, 2016. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate authority together with specimen signature, as applicable.

4. Corporate members intending to authorise its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of Board Resolution / authorization document authorising their representative to attend and vote on their behalf at the Meeting.
5. Electronic copy of the Notice of the 55th Annual General Meeting of the Company along with Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has specifically requested for a hard copy of the same. For members, who have not registered their email address, physical copy of the Notice of the 55th Annual General Meeting of the Company along with Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and Proxy Form is being sent by the permitted mode.
6. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
7. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The Securities and Exchange of Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
9. Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Share Transfer Agent, in respect of their physical share folios, if any . In case of mailing address mentioned on this Annual Report is without PINCODE, members are requested to kindly inform their PINCODE immediately.
10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection for the members at the Registered Office of the Company on all working days, during normal business hours, upto the date of this Annual General Meeting.
11. The Company's Shares have been activated for dematerialization both with National Securities

Depository Ltd. and Central Depository Services (India) Ltd. Those shareholders who wish to hold shares in electronic form may approach their Depository Participants. The existing ISIN No. of the Equity Shares of the company is INE239L01013.

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form can file nomination in prescribed Form SH-13 and for cancellation / variation in Nomination in the prescribed Form SH-14 with the Company's RTA.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Standard 2 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
14. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
15. The Notice will be displayed on the website of the Company www.palcometals.com and on the website of NSDL. The members who have casted their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.
16. The Board of Directors has appointed Mr. Punit Lath Company Secretary in Practice and as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit the report after completion of the scrutiny to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Bombay Stock Exchanges.
17. Members are requested to carefully read the instructions for remote e-voting before casting their vote. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

E-VOTING INSTRUCTIONS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the Annual General Meeting 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 ballot paper.
3. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 21.09.2016 (9:00 am) and ends on 23.09.2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17.09.2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter .
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

(I) Open email and open PDF file viz; "Palco Metals" remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting.

Please note that the password is an initial password.

(ii) Launch internet browser and type URL: <https://www.evoting.nsdl.com/>. Press Enter.

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Palco Metals Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@palcometals.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided under 'E-voting Particulars' overleaf.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17.09.2016.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 17.09.2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.
11. Login to e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
12. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
13. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
14. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
15. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

16. Mr. Punit S Lath, Practising Company Secretary (Membership No. 26238, C.P No. 11139) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
17. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.palcometals.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

ITEM NO 4

At the Board Meeting dated 14th July, 2011 Shri Kanaiyalal Babulal Agrawal, was re-appointed as Whole Time Director for a period of 5 years from 1st August, 2011. The same resolution was approved and passed by Shareholders in the AGM dated 29th September, 2011 with requisite majority. His term of Whole Time Director Expired on 30th July, 2016.

Nomination and Remuneration Committee (NR Committee) in its meeting dated 10th August, 2016 approved the re-appointment of Shri Kanaiyalal Babulal Agrawal as Whole Time Director of the company. Remuneration along with the terms and condition of his re-appointment was approved by the NR Committee in its meeting dated 10th August, 2016.

Shri Kanaiyalal Babulal Agrawal holds position of Whole Time Director in the Associate company Palco Recycle Industries Limited.

Henceforth, as required by proviso to section 203(3) of the companies act, 2013, his resolution for reappointment as Whole Time Director was considered and approved by Board of Directors in their meeting dated 10th August, 2016 in presence of all Directors present in India and with consent of all the Directors present in meeting.

Mr. Kanaiyalal Agrawal, 51, is the Whole time Director and promoter of our Company. He is a commerce graduate from Gujarat University and passed his Chartered Accountant course with 37th rank.

He also holds an Executive Post Graduate Diploma in Management, from Indian Institute of Management, (IIM) Indore.

After completing his Chartered Accountant certification, Mr. Kanaiyalal Agrawal joined Atul Products Limited as an executive finance manager from 1989-1990. Subsequently, he worked as finance controller for Shalu Group of Companies for a period of two years from 1990-1992. Further, in 1992 he became the manager in Gujarat Industrial Investment Corporation and worked there for 2 years.

In 1994 he started a consulting firm, ABC Consultants. In 1997 Mr. Kanaiyalal Agrawal along with Mr Kirankumar Agrawal took over the management of Palco Metals Limited which was a sick company at that time of acquisition in 1997 and transformed it into a profit making company under their management.

It is in the interest of the Company to continue to avail his services for the growth and conduction of affairs and business of the Company and take advantage of his wide and rich experience, by appointing him as a Whole Time Director of the Company for a period of five years at remuneration and such terms and conditions of the remuneration as determined and approved by the Nomination & Remuneration Committee and Board of Directors and mentioned here in below:

Terms of Condition of their appointment are as follows:

I. PERIOD:

For a period of 5 years from 01/08/2016 to 31/07/2021.

II. REIMUNERATION

(A) Salary: Rs. Nil per month for the period of 3 years with effect from 1st August, 2016 upto 31st July, 2019.

(B) Perquisites: Perquisites not allowed.

- (i) Housing – House Rent Allowance as may be decided by the Board or Committee.
- (ii) Reimbursement of expenses on gas, electricity, water and furnishings.: Not Allowed
- (iii) Reimbursement of medical expenses incurred for self and members of his family as per Rules of the Company.
- (iv) Leave travel concession for self and members of his family as per Rules of the Company.
- (v) Fees of clubs. Not Allowed
- (vi) Personal Accident Insurance and Mediclaim Insurance premium as per Rules of the Company.
- (vii) Provision of car and telephone at residence. The expenditure on use of car for company purpose and long distance calls on telephone for company purpose shall be reimbursed by the Company.
- (viii) Company's contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity and Encashment of Leave, as per Rules of Company.
- (ix) Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

(C) Minimum Remuneration: In the event of any loss, absence or inadequacy of profits of the company in any financial year during the period of 3 years from 1st August, 2016 upto 31st July, 2019, the remuneration as above shall be paid to Mr.Kanaiyalal Babulal Agrawal as minimum remuneration subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.

(D) The terms and conditions of appointment and payment of remuneration, perquisites and allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time by Nomination and Remuneration Committee and Board of Directors as they may in their discretion, deem fit, within the maximum amount payable in accordance with Section 198 and Schedule V to the Act and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder from time to time in future and/or such guidelines as may be announced by the Central Government from time to time.

(E) The Whole time Director shall subject to the supervision, direction and control of the Board of Directors of the Company be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him.

(F) Term of Shri Kanaiyalal Agrawal shall be subject to retirement by rotation as required by section 152 of the companies act, 2013.

Your directors recommended the resolution for the approval of the members. None of the Director except Mr. Kanaiyalal Agrawal himself is interested in the above resolution.

All the related documents as regards reappointment of Mr. Kanaiyalal Babulal Agrawal and other documents as regards AGM is being kept open for inspection during office hours on all working days.

Dated: 10th August, 2016
Place: Ahmedabad

By Order of the Board
For Palco Metals Limited

Sd/-
Kanaiyalal Babulal Agrawal
Whole Time Director
Din 00594240

ANNEXURE A

Details of Director seeking reappointment at the 55th AGM [Pursuant to Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements], Regulations, 2015]

Name & Din of Director	Kanaiyalal Babulal Agrawal DIN 00594240	Kirankumar Babulal Agrawal DIN 00395934
Date of Birth	13/03/1965	23/10/1964
Date of Appointment	17/08/1996	17/08/1996
Experience	Has experienced and Expertise in Finance, Taxation and Management	Has experienced and Expertise in Finance, Taxation and Management..
Qualifications	B.Com, C.A., MBA	B.Com, C.A.,
Directorship held in other Public Limited Companies	Palco Recycle Industries Limited, Palco Recycle Exchange Limited, Regal Entertainment and Consultants Limited.	Palco Recycle Industries Limited, Palco Recycle Exchange Limited
Member / Chairman of Committees in other Public Limited Companies	Regal Entertainment and Consultants Limited.	Palco Recycle Industries Limited
No. of Shares held in the company (By HUF)	186200	4000
Interse Relationship with any Director /KMP Director or KMP	No relationship with any Director on the Board.	No relationship with any Director on the Board.

By Order of the Board
For Palco Metals Limited

Dated: 10th August, 2016
Place: Ahmedabad

Sd/-
Kanaiyalal Babulal Agrawal
Whole Time Director
Din 00594240

DIRECTORS' REPORT

To,
The Members,
Palco Metals Ltd.,
Ahmedabad

Your Directors have pleasure in presenting herewith the 55th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2016.

FINANCIAL RESULTS:

Particulars	(Rs. In Lacs)	
	Year Ended on 31/03/2016	Year Ended on 31/03/2015
TOTAL INCOME		
Revenue from Operations (Net)	0.00	0.00
Other Income	12.37	20.02
Total revenue	12.37	20.02
Total Expenses:		
Expenses (Employee Exps)	1.67	1.65
Other Exps	47.87	8.74
Finance Costs	0.97	0.10
Total Exps	50.51	10.49
Profit/(Loss) after finance costs but before exceptional Items	(38.14)	9.53
Exceptional Items	80.00	0.00
Profit/Loss from before tax	41.86	9.53
Tax Expenses	15.70	2.20
Net Profit /Loss for the Period	26.16	7.33
Earning Per share	0.654	0.183

STATEMENT OF COMPANY'S AFFAIRS:

The Company has not earned any revenue from Operations. Other income from interest stood at Rs. 12.37 Lacs as compared to 20.03 last year.

DIVIDEND:

This Year also company has not earned any income from operations. Hence, with a view to conserve the resources, the board of directors of the company have not recommended any dividend for the year under review.

TRANSFER TO RESERVE:

The Company proposes to transfer Nil amount to General Reserve and amount of 26.16 lakhs is proposed to be retained as the Surplus in the Statement of Profit and Loss.

EXTRACT OF ANNUAL RETURN:

Extract of Annual Return of the Company as required under Section 92(3) read with Section 134(3)(a) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, in the prescribed Form MGT-9, is annexed herewith as **Annexure - A**, to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

In terms of provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (listing regulations) the Management Discussion and Analysis Report has been enclosed herewith as per **Annexure – B** and forming part of the Directors' Report.