



ELECTROSTEEL CASTINGS LIMITED

CIN: L27310OR1955PLC000310
 Registered Office: Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017, India
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 Corporate Office: G. K. Tower, 19 Camac Street, Kolkata 700 017
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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CUTTACK BENCH
 COMPANY APPLICATION NO.: CA(CAA) No. 3/CB/2021**

**IN THE MATTER OF SCHEME OF AMALGAMATION OF SRIKALAHASTHI PIPES LIMITED WITH
 ELECTROSTEEL CASTINGS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

Electrosteel Castings Limited (CIN: L27310OR1955PLC000310), incorporated under the provisions of Indian Companies Act, VII of 1913, having its registered office at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017.
Applicant Company/ Transferee Company

**NOTICE AND ADVERTISEMENT OF THE NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS,
 SECURED CREDITORS AND UNSECURED CREDITORS OF THE APPLICANT COMPANY**

Notice is hereby given that by an order dated 26 July, 2021 ("Order"), the National Company Law Tribunal, Cuttack Bench ("Tribunal") has directed separate meetings to be held of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company ("Meeting(s)") for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation of Srikalahasthi Pipes Limited ("the Transferor Company") with the Applicant Company and their respective shareholders and creditors ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("the Act") at the date and times as mentioned herein below in terms of the Order.

In pursuance of the said Order and as directed therein and in compliance with the applicable provisions of the Act, Ministry of Corporate Affairs' General Circular No.14/2020 dated 8 April, 2020, as clarified / extended from time to time, vide General Circulars bearing No.17/2020 dated 13 April, 2020, No. 22/2020 dated 15 June, 2020, No. 33/2020 dated 28 September, 2020, No. 39/2020 dated 31 December, 2020 and No. 10/2021 dated 23 June, 2021 ("MCA Circulars") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant Circulars issues thereunder, further notice is hereby given that the aforesaid meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company will be held through Video Conferencing/Other Audio Visual Means ("Virtual Mode"), as under, when the concerned shareholders or creditors are requested to cast their votes:

Meetings	Date of Meetings	Time of Meetings
Equity Shareholders	10 September, 2021	11.00 A.M. (IST)
Secured Creditors	10 September, 2021	1.00 P.M. (IST)
Unsecured Creditors	10 September, 2021	2.30 P.M. (IST)

The Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company, shall have facility to exercise their right to vote on the resolution proposed to be considered in their aforesaid respective meetings through remote e-voting or e-voting during the meetings. The Company has engaged the services of NSDL, as the agency to provide e-voting platform for the said meetings. The Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company can only opt for one mode for voting, i.e., remote e-voting or e-voting during the meeting. Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company, who will be present at the respective meetings through Virtual Mode facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the concerned meetings. The Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company, who would have casted their votes through remote e-voting, may attend the meeting through Virtual Mode, but, shall not be entitled to cast their vote again during the meeting. The Equity Shareholders of the Applicant Company, attending the meeting through Virtual Mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and as specified in the Order. The quorum for the meeting of Secured and Unsecured Creditors of the Applicant Company shall be 2 (two) Secured and 5 (five) Unsecured Creditors, respectively, as specified in the Order. Further, as per the Order, in case the quorum of any meeting is not present within half an hour from the time appointed for the meeting, the Equity Shareholders, Secured and Unsecured Creditors present shall be deemed to constitute the quorum.

The aforesaid meetings would be held through Virtual Mode, hence, there will not be any physical attendance of Equity Shareholders, Secured Creditors and Unsecured Creditors. Attendance of such persons in Virtual Mode shall be counted for the purpose of quorum. Attendance at such meetings shall be recorded in the minutes of the meeting(s) instead of taking physical attendance slips. Accordingly, the facility of appointment of proxies will not be available for the respective meetings and consequently, the Proxy Form, Attendance Slip and Route Map have not been annexed to the Notices convening the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company.

The Tribunal has appointed Mr. Shailendra Jain, Advocate (Mobile No.: 9831836383, E-mail ID: sjain_law@yahoo.co.in) as the Chairperson for the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors and Mrs. Rashmi Bihani, Practicing Chartered Accountant (Mobile No.: 9874177730; E-mail ID: rashmi@bihanico.in) as the Scrutinizer for the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company. The above-mentioned Scheme, if approved by the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company in their respective meetings, will be subject to the subsequent approval of the jurisdictional tribunal.

Corporate Members / Trusts / Societies, etc., intending to send their authorised representatives to attend and vote by e-voting at the Meeting held in Virtual Mode or via e-voting are requested to send a duly certified scanned copy of the Board / Managing Committee Resolution, Authority Letter (PDF / JPG Format), authorised under the said Resolution to attend and vote on their behalf at the Meeting, to the Scrutinizer by e-mail to rashmi@bihanico.in, with a copy marked to companysecretary@electrosteel.com/evoting@nsdl.co.in.

In terms of the Order, the Notice has been sent by e-mail to only those Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company whose e-mail addresses are registered with the Applicant Company/Depositories and the same has been completed on 9 August, 2021. Further, as specified in the Order, the equity shareholders and creditors whose email addresses are not registered with the Applicant Company, have been given an opportunity by way of notice in the advertisement in the newspapers namely, ('Financial Express' in English language; and in 'Lokakatha' in Odia) to register their e-mail addresses.

Copies of the Notice, Scheme and Explanatory Statement and other enclosures under Sections 230 to 232 and Section 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA") including procedure for remote e-voting, joining the meetings through Virtual Mode and

e-voting during the meetings can also be accessed/downloaded from the website of the Applicant Company at www.electrosteel.com, SEBI at sebi.gov.in, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and NSDL (agency for providing the Remote e-Voting Facility) at www.evoting.nsdl.com. The aforesaid documents can be obtained free of charge between 10.30 a.m. to 12.30 p.m. on all working days, at the registered office of the Applicant Company at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017 or at the office of their practicing Company Secretary on Record, Mr. Saroj Kr. Ray, PCS, Saroj Ray & Associates, N-6/215, Ground Floor, IRC Village, Jayadev Vihar, Bhubaneswar, Odisha -751015.

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, i.e., 3 September, 2021 ("Cut-Off Date"), only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting of the Equity Shareholders. Voting rights of an equity shareholder / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Applicant Company as on the Cut-Off Date. Persons who are not the shareholders of the Applicant Company as on the Cut-Off Date should treat this notice for information purposes only. Any person who acquires shares of the Applicant Company and becomes a Member of the Applicant Company after the despatch of the Notice of the meeting of the Equity Shareholders and holds shares as on the Cut-Off Date, may cast his/her/its vote through remote e-voting or e-voting during the said meeting by obtaining the Login-ID and Password by sending a request to evoting@nsdl.co.in. However, if such Member is already registered with NSDL, then existing User-ID and Password shall be used for casting vote.

A Secured Creditor and/or an Unsecured Creditor of the Applicant Company, as the case may be, whose name appears in the list of Secured Creditors or Unsecured Creditors of the Applicant Company as on 31 December, 2020 shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend their respective meetings. Voting rights of a Secured Creditor and an Unsecured Creditor of the Applicant Company shall be in proportion to the outstanding amount due by the Applicant Company as on 31 December, 2020. Persons who are not a Secured Creditor or an Unsecured Creditor of the Applicant Company as on 31 December, 2020 should treat this notice for information purposes only.

The value of the votes cast shall be reckoned and scrutinized with reference to the said Cut-off Date in accordance with the books and records of the Company and where entries in the books are disputed, the Chairperson shall determine the value for purposes of the said meetings.

The Cut-Off Date, commencement for e-voting and time period for the remote e-voting of the aforesaid meetings are as under:

	Equity Shareholders' Meeting	Secured Creditors' Meeting	Unsecured Creditors' Meeting
Cut-Off Date for e-voting	3 September, 2021	31 December, 2020	31 December, 2020
Remote e-voting start date and time	5 September, 2021 at 9.00 A.M. (IST)	5 September, 2021, 9.00 A.M. (IST)	5 September, 2021, 9.00 A.M. (IST)
Remote e-voting end date and time	9 September, 2021 at 5.00 P.M. (IST)	9 September, 2021, 5.00 P.M. (IST)	9 September, 2021, 5.00 P.M. (IST)

The remote e-voting module shall be disabled at 05.00 P.M. on 9 September, 2021 and the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company will not be allowed to cast vote via remote e-voting, thereafter.

Manner of Registration of e-mail addresses:

- Equity Shareholders: In case shares are held in physical mode, please provide Folio No., Name of Shareholder, PAN (self-attested scanned copy of PAN card), scanned copy of the share certificate (front and back) and e-mail Update Undertaking Form by uploading the same at https://mdpl.in/form/e-mail-update. In case shares are held in demat mode, please update your e-mail ID with your relevant Depository Participant.
- For Creditors: Secured Creditors and Unsecured Creditors of the Applicant Company, whose e-mail addresses are not registered/updated with the Applicant Company, can register their e-mail addresses with the Applicant Company by sending an e-mail to the Applicant Company at companysecretary@electrosteel.com.

The manner of casting vote through remote e-voting or through e-voting during the meeting of Equity Shareholders of the Applicant Company who are holding shares in dematerialized mode or physical form or who have not registered their e-mail addresses with their Depository / the Applicant Company, has been provided in the Notice of the respective meetings. Similarly, the manner of casting vote through remote e-voting or through e-voting during the meetings of Secured Creditors and Unsecured Creditors has been provided in the Notices of their respective meetings.

In case of any query/grievance with respect to Remote e-Voting, Shareholders, Secured Creditors and Unsecured Creditors may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote E-Voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, AVP/ Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at Toll free No. 11800 1020 990/1800 22 44 30 or at e-mail ID: evoting@nsdl.co.in. Secured Creditors and Unsecured Creditors may also write to the Company Secretary at the e-mail address: companysecretary@electrosteel.com.

Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company, seeking any information/having any query with regard to the Scheme or the matter proposed to be considered at the meeting, are requested to write to the Applicant Company, by 6 September 2021, by 5.00 p.m., IST, through e-mail to companysecretary@electrosteel.com.

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairperson of the Meeting within forty-eight hours of the conclusion of the Meeting. The Chairperson shall declare the results of the Meeting after submission of the report of the Scrutinizer. The declaration of results by the Chairperson shall be displayed on the Notice Board of the Company at its registered office as well as corporate office at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017 and G. K. Tower, 19 Camac Street, Kolkata 700 017, respectively, and will also be placed on the website of the Company: www.electrosteel.com and on the website of NSDL at: www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges. The Chairperson shall submit its report to the Tribunal in Form No CAA 4 verified by an Affidavit, the result of the Meeting within four weeks from the date of the conclusion of the Meetings.

Place: Kolkata
 Date: 09 August, 2021

**Chairperson appointed by
 Tribunal for the Equity Shareholders,
 Secured and Unsecured Creditors Meeting**



