



## ELECTROSTEEL CASTINGS LIMITED

CIN : L27310OR1955PLC000310

**Registered Office :** Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017, India

**Tel :** +91 066 2422 0332; **Fax :** +91 066 2422 0332

**Corporate Office :** G. K. Tower, 19, Camac Street, Kolkata 700 017, India

**Tel :** +91 033 2283 9990; **Fax :** +91 033 2289 4339

**Website :** www.electrosteelcastings.com; **E-mail :** companysecretary@electrosteel.com

### NOTICE

Notice is hereby given that the Sixty-first Annual General Meeting of the Members of Electrosteel Castings Limited will be held on Friday, 9 September 2016 at 11.30 a.m at the Registered Office of the Company at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2016 together with the Report of the Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2016 together with the Report of the Auditors thereon.
3. To declare dividend on Equity Shares of the Company for the Financial Year ended 31 March 2016.
4. To appoint a Director in place of Mr. Uddhav Kejriwal (DIN:00066077), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Naresh Chandra (DIN:00015833), who retires by rotation and being eligible, offers himself for re-appointment.
6. To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass 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 and the Rules made thereunder [including any statutory modification(s), re-enactment thereof for the time being in force], the appointment of M/s. Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E), as Auditors of the Company at 59th Annual General Meeting (AGM) for a term of 3 (three) years i.e. till the conclusion of 62nd AGM, which was subject to the ratification at every AGM, be and is hereby ratified and they shall hold office as Auditors from the conclusion of this AGM till the conclusion of next AGM of the Company, on such remuneration (plus applicable service tax and out of pocket expenses at actuals etc.) as may be mutually agreed between the Board of Directors (which shall include any Committee thereof) of the Company and the Auditors."

#### SPECIAL BUSINESS:

7. Ratification of remuneration of M/s. S. G. & Associates, Cost Auditors of the Company for the Financial Year 2016-17

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the Company hereby ratifies the remuneration of Rs.1,20,000 plus applicable service tax and out-of-pocket expenses as approved by the Board of Directors and payable to M/s. S. G. & Associates, a firm of Cost Accountants, (Firm Registration No.000138), who are appointed as the Cost Auditors to conduct audit of the cost records maintained by the Company for the Financial Year 2016-17.

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

8. Offer or invitation to subscribe to Non-Convertible Debentures on Private Placement basis

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Rules made thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to the provisions of the Articles of Association of the Company and such other applicable laws, rules, regulations, circulars and guidelines, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board to which the Board may delegate its powers conferred by this Resolution) to make offer(s) or invite subscription(s) for secured/unsecured redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds, and/or other debt securities, etc., in one or more series/tranches, for an aggregate amount not exceeding Rs.200 Crore (Rupees Two Hundred Crore Only) on a private placement basis, during the period of one year from the date of passing of this Special Resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and beneficial to the Company including as to when the said debentures be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

By Order of the Board of Directors  
**For Electrosteel Castings Limited**

14 May 2016  
Kolkata

**Subhra Giri Patnaik**  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (AGM/THE MEETING) OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AT THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
3. Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. Corporate Members/Trusts/Societies etc. intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board/Managing Committee Resolution together with the representative’s specimen signature authorising him/her to attend and vote on their behalf at the Meeting.
6. (a) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3 September 2016 to Friday, 9 September 2016 (both days inclusive) for the purpose of determining the Members eligible to receive the dividend.  
(b) The dividend on Equity Shares, if approved, by the Members will be credited/despached on or before 8 October 2016, to those Members whose names shall appear in the Register of Members of the Company as on the close of business hours on Friday, 2 September 2016; in respect of the shares held in dematerialized form, the dividend will be paid to Members whose names are furnished by National

Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

7. The Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Members holding shares in physical form are requested to advise any change in their address and/or bank mandates immediately to the Company/Registrar & Share Transfer Agents (RTA), i.e. M/s. Maheshwari Datamatics Pvt. Ltd., at 6, Mangoe Lane, 2nd Floor, Kolkata 700 001.
8. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2007-08 (Final), from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 11 September 2015 (date of last Annual General Meeting) on the website of the Company ([www.electrosteelcastings.com](http://www.electrosteelcastings.com)).
9. Members wishing to claim dividends, which remain unclaimed are requested to correspond with RTA. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the IEPF.
10. The Members are requested to :
  - (a) Intimate change in their registered address, if any, to the Company's RTA in respect of their holdings in physical form.
  - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - (c) Non-Resident Indian Members are requested to inform RTA for shares held in physical form or their Depository Participant for shares held in demat form, as the case may be, immediately of the change in residential status on return to India for permanent settlement.
  - (d) Register their e-mail address and changes therein from time to time with RTA for shares held in physical form and with their respective Depository Participants for shares held in demat form.
  - (e) Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.electrosteelcastings.com](http://www.electrosteelcastings.com) under the section 'Investor Relations'.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA/Investor Service Department of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
13. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.
14. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Registered Office and copies thereof will be made available at Corporate Office during business hours on all working days, up to and including the date of the Annual General Meeting of the Company.
15. Electronic copy of the Annual Report for 2015-16 along with Notice of the 61st Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all Members whose e-mail Ids are registered with the Depository Participants/the Company for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2015-16 along with Notice of the 61st Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to them in the permitted mode.
16. Members may also note that the Notice of the 61st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.electrosteelcastings.com](http://www.electrosteelcastings.com) for download.

17. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

18. Voting through electronic means

- I. In compliance with the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM “remote e-voting” will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot 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 ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 6 September 2016 (9:00 a.m.) and ends on Thursday, 8 September 2016 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 2 September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] :
    - (i) Open e-mail and open PDF file viz; “Electrosteel Castings AGM 2016.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 by typing the following URL: <https://www.evoting.nsd.com/>
    - (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 the 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 “Electrosteel Castings 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 scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to rbihani.fca@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

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

- VI. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. 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.
- VIII. 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).
- IX. 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 being 2 September 2016.
- X. Any person, who acquires shares of the Company and become Member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. 2 September 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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 or voting at the AGM through ballot paper.
- XII. Ms. Rashmi Bihani of M/s Bihani Rashmi & Co., Chartered Accountants (Membership No. FCA 064298) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.electrosteelcastings.com](http://www.electrosteelcastings.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.
19. A Route map showing direction to reach the venue of the 61st AGM is given at the end of this Notice as per the requirement of the Secretarial Standard 2 on "General Meetings".

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S. G. & Associates, a firm of Cost Accountants (Firm Registration No. 000138) as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31 March 2017 at a remuneration of Rs.1,20,000 (Rupees One Lakh Twenty Thousand Only) plus reimbursement of out of pocket expenses and service tax payable.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read together with the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board and payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, the consent of the Members is hereby sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31 March 2017.

The Board recommends the Resolution as set out at Item No. 7 for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 7 of the Notice.

**Item No. 8**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Companies Act, 2013 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

Keeping in view the aforesaid legal provisions, the Members of the Company, at the 60th Annual General Meeting held on 11 September 2015, had authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series/tranches, aggregating up to Rs.200 Crores on private placement. The Members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorisation.

However, in order to augment long term resources for financing, inter-alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement, issuable/redeemable at par.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item No.8 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Board recommends the Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 8 of the Notice.

By Order of the Board of Directors  
**For Electrosteel Castings Limited**

14 May 2016  
Kolkata

**Subhra Giri Patnaik**  
Company Secretary

## Annexure – A

The relevant details of Directors seeking appointment/re-appointment as required under Regulation 26 and 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

Sl. No.	Particulars	Mr. Uddhav Kejriwal (DIN:00066077)	Mr. Naresh Chandra (DIN:00015833)
1.	Date of Birth	10 August 1978	1 August 1934
2.	Date of Appointment	16 June 2003	11 May 2004
3.	Brief Resume	Mr. Uddhav Kejriwal, is a commerce graduate. After joining in 2003, he has made a major contribution for the creation of the Company's Haldia facility having 2.95 Lakhs TPA Coke making capacity, 60,000 MT Sponge Iron capacity and 12 MW Power Plant. He oversees all financial affairs and commercial issues pertaining to the business of the Company.	Mr. Naresh Chandra, graduated with a Masters' degree in Mathematics from Allahabad University. A former civil servant, he joined the Indian Administrative Services in 1956 and has served as Chief Secretary to the Government of Rajasthan, Commonwealth Secretariat Advisor on Export Industrialization and Policy in Colombo (Sri Lanka), Advisor to the Government of Jammu and Kashmir, and successively Secretary to the Ministries of Water Resources, Defense, Home and Justice in the Government of India. In December 1990, he became Cabinet Secretary, the highest post in the Indian Civil Service. In 1992, he was appointed Senior Advisor to the Prime Minister of India. He has served as the Governor of the State of Gujarat in 1995-1996 and Ambassador of India to the United States of America in 1996-2001.  He has been honoured with the Padma Vibhushan, a high civilian award, by the President of India in 2007.
4.	Nature of Expertise in specific functional area	Developing and managing/executing business plans, operational plans, risk management and financial affairs of the organisation. Evaluation of financial planning, budget and administrative operations. Monitoring procedures and practices pertaining to human resources, including appraisal process and rewarding systems for management and employees.	Expertise in administration, management and corporate legal affairs gained over a period of 36 years of association with the Indian Administrative Service in various capacities till his retirement in 1992 and thereafter as Senior Adviser to the Prime Minister of India, as the Governor of Gujarat, as the Ambassador of India to the USA and as the Chairman of Central Government Committees on 'Corporate Governance', 'Private Companies and Limited Liability Partnership' and 'Committee on Civil Aviation Policy'.
5.	Disclosure of relationships between directors inter-se	Mr. Kejriwal is the son of Mr. Mayank Kejriwal, Joint Managing Director of the Company.	Mr. Chandra is not related to any other Director of the Company.
6.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board (includes only Audit Committee and Stakeholders' Relationship Committee)	1. He holds Directorships in Electrosteel Castings Ltd.  2. He does not hold any Committee Membership.	1. He holds Directorships in: a) Cairn India Limited b) Bajaj Auto Limited c) Bajaj Holdings & Investments Limited d) Bajaj Finserv Limited e) Vedanta Limited f) Balrampur Chini Mills Limited g) Eros International Media Limited h) Gammon Infrastructure Projects Limited i) Electrosteel Castings Ltd.  2. He holds Committee membership in: <b>a. Audit Committee</b> i. Cairn India Limited ii. Bajaj Auto Ltd.

			iii. Electrosteel Castings Ltd. iv. Bajaj Holdings & Investments Limited* v. Bajaj Finserv Limited vi. Gammon Infrastructure Projects Limited vii. Balrampur Chini Mills Limited viii. EROS International Media Limited ix. Vedanta Limited <b>b. Stakeholders Relationship Committee</b> i. Bajaj Auto Ltd.
7.	Number of shares held in the Company	32,29,540 Equity Shares of Re.1/- each	1,000 Equity Shares of Re. 1/- each

\*Chairman of the Committee

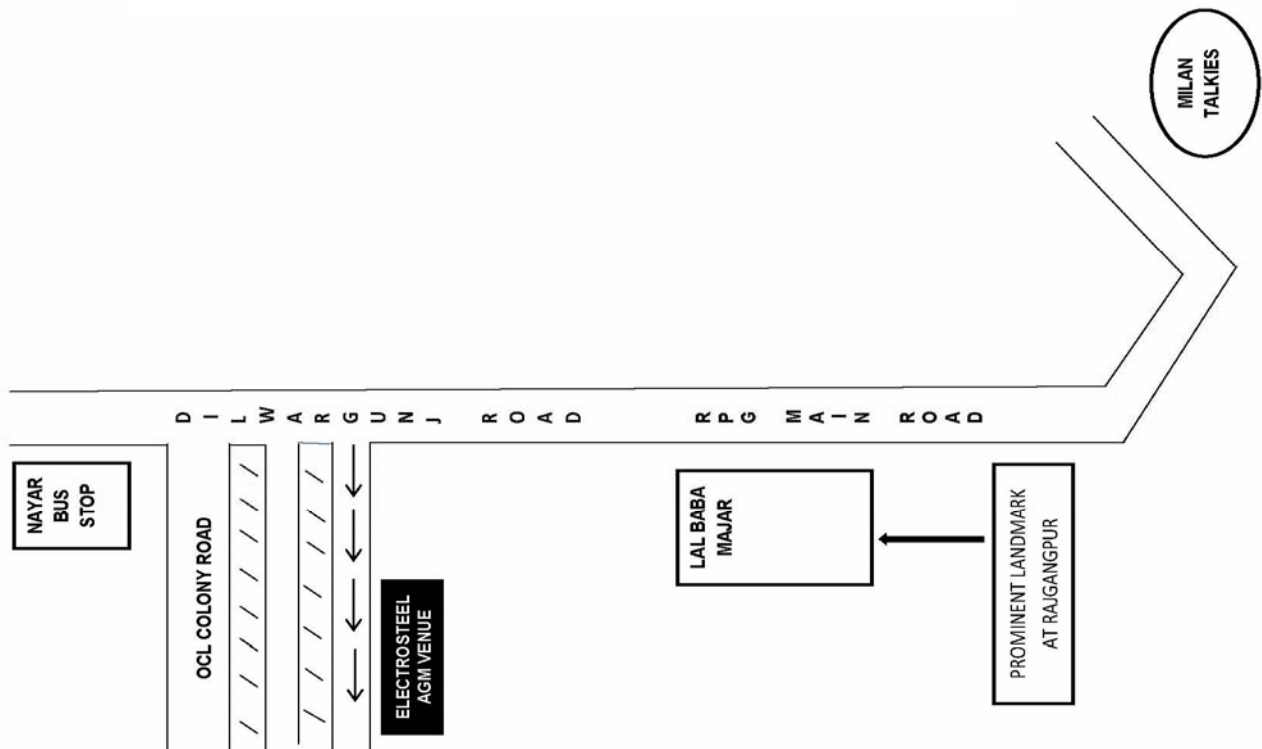
Note: For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Uddhav Kejriwal and Mr. Naresh Chandra, please refer to the Corporate Governance Report.

By Order of the Board of Directors  
**For Electrosteel Castings Limited**

14 May 2016  
 Kolkata

**Subhra Giri Patnaik**  
 Company Secretary

## ROUTE MAP TO THE VENUE OF THE AGM







# ELECTROSTEEL CASTINGS LIMITED

Form No. MGT - 11

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN : L27310OR1955PLC000310  
Name of the Company : **ELECTROSTEEL CASTINGS LIMITED**  
Registered Office : Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017, India  
Name of the Member(s) :  
  
Registered Address :  
  
E-mail Id :  
Folio No./Client ID :  
DP ID :

I/We, being the member(s) of \_\_\_\_\_ Shares of the above named Company, 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: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 61st Annual General Meeting of the Company, to be held on Friday, 9 September 2016 at 11.30 a.m. at the Registered Office of the Company situated at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
<b>Ordinary Business</b>	
1.	Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2016 together with the Report of the Directors and Auditors thereon.
2.	Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2016 together with the Report of the Auditors thereon.
3.	Declaration of Dividend on Equity Shares of the Company
4.	Re-appointment of Mr. Uddhav Kejriwal as a Director, who retires by rotation
5.	Re-appointment of Mr. Naresh Chandra as a Director, who retires by rotation
6.	Ratification of appointment of the Statutory Auditors
<b>Special Business</b>	
7.	Ratification of remuneration of M/s. S. G. & Associates, Cost Auditors of the Company for the Financial Year 2016-17
8.	Offer or invitation to subscribe to Non-Convertible Debentures on Private Placement basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re. 1

### Note:

1. The Shareholder may vote either for or against each resolution.
2. This 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.



## ELECTROSTEEL CASTINGS LIMITED

**CIN:** L27310OR1955PLC000310

**Registered Office:** Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017, India

**Tel:** +91 066 2422 0332; **Fax:** +91 066 2422 0332

**Corporate Office:** G. K. Tower, 19, Camac Street, Kolkata 700 017, India

**Tel:** +91 033 2283 9990; **Fax:** +91 033 2289 4339

**Website:** www.electrosteelcastings.com; **E-Mail:** companysecretary@electrosteel.com

### ATTENDANCE SLIP

Serial No.:

Registered Folio No./ DP Id/ Client Id	
Name and address of the Member(s)	
Joint Holder(s), if any	
No. of shares held	

I/We hereby record my/our presence at the 61st Annual General Meeting of Electrosteel Castings Limited being held at Rathod Colony, Rajgangpur, Sundergarh, Odisha 770 017 on Friday, 9 September 2016 at 11.30 a.m.

\_\_\_\_\_  
**Name of the Member/Proxy\* in block letters**

\_\_\_\_\_  
**Signature of the Member/Proxy\***

\*Strike out whichever is not applicable

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
<b>104520</b>		

Note:

1. Please handover duly filled up and signed Attendance Slip at the entrance of Meeting venue.
2. The remote e-voting period commences on 6 September 2016 (9:00 a.m) and ends on 8 September 2016 (5:00 p.m). Please read the e-voting instructions in the Notice carefully before exercising your vote.