

STEELCAST LIMITED

CIN: L27310GJ1972PLC002033

Registered Office: Ruvapari Road, Bhavnagar, Gujarat 364 005.

Phone 0278-2519062 www.steelcast.net , info@steelcast.net

To,
The Members,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, STEELCAST LIMITED (the "Company") is seeking the consent of its members through Postal Ballot for the following Special Business:

- (i) Authority to the Board of Directors of the Company for creation of charges/mortgages, in respect of borrowings, under section 180(1) (a) of the Companies Act, 2013.

The proposed Special Business, along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Dinesh Bhimani of D. G. Bhimani & Associates, Company Secretaries, 207, Nathwani Chambers, Sardar Gunj, Anand 388001, Gujarat, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer not later than 5:30 p.m. on Thursday, September 25, 2014. The Ballot Forms received after the said date will be treated as not received.

SPECIAL BUSINESS:

Authority to the Board of Directors for creation of charges/mortgages in respect of borrowings

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

“RESOLVED THAT in supersession of resolution passed under Section 293(1) (a) of the Companies Act, 1956 by Shareholders through Postal Ballot on August 10, 2012, consent of the Company 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(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities / instruments to secure rupee/foreign currency loans and/or the issue of any securities / debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of

whatever nature or by whatever name (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Bhavnagar
Date: August 20, 2014

By Order of the Board of Directors
For STEELCAST LIMITED

Registered Office:

Ruvapari Road,
Bhavnagar 364 005
Gujarat, India
Phone 0278-2519062, www.steelcast.net
CIN: L27310GJ1972PLC002033

(Chetan M Tamboli)
Chairman & Managing Director

Notes:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on August 14, 2014.
3. The Company has appointed Mr. Dinesh Bhimani of D.G.Bhimani & Associates, Company Secretaries, Anand, Gujarat, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by courier along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.steelcast.net or <https://www.evoting.nSDL.com> or seek duplicate Postal Ballot Form from the Company’s Registered Office at Ruvapari Road, Bhavnagar 364005, fill in the details and send the same to the Scrutinizer.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Ltd for facilitating e-Voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The Shareholders who wish to vote by

Postal Ballot Form (instead of e-Voting) can download Postal Ballot Form from www.steelcast.net or <https://www.evoting.nsdl.com>.

6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:30 p.m. on Thursday, September 25, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

I. The procedure and instructions for e-voting are as follows:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants)
 - (i) Open email and open PDF file viz; "STEELCAST e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 new password. It is strongly recommended not to share your password with any other person and take utmost care to keep password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycle.
 - (vii) Select "EVEN" of STEELCAST LIMITED
 - (viii) Now you are ready for 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of Postal Ballot along with Postal Ballot Form (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):
- (i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (II) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. Members can cast their vote online from **27th August, 2014, 9.30 a.m. to 25th September, 2014, 5.30 p.m.** The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
8. The result of the Postal Ballot shall be declared by the Chairman of the Company on Saturday, September 27, 2014 at 12.00 p.m. at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.steelcast.net and also on the website of NSDL i.e. <https://www.evoting.nsdl.com> and shall be communicated to the stock exchange where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers.

ANNEXURE TO THE NOTICE
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

The Shareholders of the Company had, vide Postal Ballot dated August 10, 2012, authorised the Board, by way of Ordinary Resolutions under the provisions of Section 293(1)(a) of the Companies Act, 1956, for creation of a mortgage or charge for the borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers / Financial Institutions/other investing agencies and trustees up to the amount of Rs. 200 crores (Rupees Two Hundred Crores), including interest, charges, etc., payable thereon.

Under Section 180 of the Companies Act, 2013, ("the Act") the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution.

The approval of the Members for the said creation of mortgage or charge for the borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1) (a) of the Companies Act, 2013.

The Board of Directors recommends the Resolutions at Item No. 1 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 1.

Place: Bhavnagar
Date: August 20, 2014

By Order of the Board of Directors
For STEELCAST LIMITED

Registered Office:

Ruvapari Road,
Bhavnagar 364 005
Gujarat, India
Phone 0278-2519062, www.steelcast.net
CIN: L27310GJ1972PLC002033

(Chetan M Tamboli)
Chairman & Managing Director

STEELCAST LIMITED

CIN: L27310GJ1972PLC002033

Registered Office: Ruvapari Road, Bhavnagar, Gujarat 364 005.

Phone 0278-2519062 www.steelcast.net, info@steelcast.net**POSTAL BALLOT FORM**

Serial No:

Sr. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any	
2.	Registered address of the sole/first named Shareholder	
3.	DP ID No. & Client ID No.* / Registered Folio No.** : [*Applicable to Members holding shares in dematerialized form **Applicable to Members holding shares in physical form]	
4.	No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot, by conveying my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Special Resolution for Authority to the Board of Directors for creation of charges/mortgages in respect of borrowings under section 180(1) (a), as detailed in Notice dated August 20, 2014.			

Place:

Date:

Signature of the Shareholder**Particulars of e-Voting**

E-Voting Event Number(EVEN)	User ID	Password

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions and return the Postal Ballot Form duly completed in the self-addressed Business Reply envelope.
2. Unsigned Postal Ballot Form will be rejected.
3. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
4. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 5.30 p.m.) on Thursday, September 25, 2014, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall be disabled for voting thereafter.
5. In compliance with the provisions of Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of despatching Postal Ballot Form. e-Voting is optional. The instructions for e-Voting are detailed in the notice.
6. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by courier along with Ballot Form. Members have option to vote either through e-Voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.evoting.nsdl.com> or www.steelcast.net or seek duplicate Postal Ballot Form from the Company's Registered Office at Ruvapari Road, Bhavnagar 364005, fill in the details and send the same to the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
8. The result of the Postal Ballot shall be declared by the Chairman on Saturday, September 27, 2014 at 12.00 p.m. at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the Postal Ballot shall also be hosted on the Company's website www.steelcast.net