

## STEELCAST LIMITED

CIN: L27310GJ1972PLC002033

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

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

### Notice of 45<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the **45<sup>th</sup> Annual General Meeting** of the Members of STEELCAST LIMITED will be held at 1630 Hours on Tuesday the 9th August 2016, at Nilambag Palace Hotel, Bhavnagar 364 001, Gujarat, to transact the following business:

#### Ordinary Business :

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify appointment of Auditors and fix their remuneration and in this regard pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the appointment of M/s. Sanghavi & Co., having Firm Registration No. 109099W, Chartered Accountants, who were appointed as Statutory auditors of the Company at the Annual General Meeting relating to the Financial Year 2013-14 till the conclusion of the Annual General Meeting relating to the Financial Year 2016-17 after receiving a recommendation in this regard from the Audit Committee pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, as Statutory Auditors of the Company be and is hereby ratified and confirmed to carry out statutory audit for the Financial Year 2016-17, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors in consultation with the Auditors, plus applicable service tax and re-imbursement of traveling and out of pocket expenses incurred by them for the purpose of audit."

#### Special Business :

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 75,000 (Rupees Seventy Five Thousand) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year commencing on 1st April, 2016 and ending on 31st March, 2017, as fixed by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. S K Rajani & Co., Cost Accountants (FRN.101113), for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325,7325 and 8487), be and is hereby ratified and confirmed."

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, subject to such other consents, approvals and permissions if any needed. Mr. Chetan M Tamboli having Director Identification Number 00028421, be and is hereby

re-appointed as Managing Director, for a further period of 5 (five) years with effect from 1st September, 2016, on the terms and conditions hereinafter mentioned, and more particularly described in the draft Agreement, with liberty to the Board to alter the same from time to time, so long as the alterations are in conformity with the provisions of the Companies Act, 2013:

- i. The total remuneration payable to Mr. Chetan M Tamboli will be @5% of the Net Profit of the Company, the said profit being computed in accordance with the provisions of the Companies Act, 2013.
- ii. Out of the total remuneration specified in para i above, Mr. Chetan M Tamboli will be paid as salary a sum of Rs.2,25,000/- per month, in the scale of Rs.2,25,000-8,000-2,65,000.
- iii. In addition to the salary, Mr. Chetan M Tamboli will also be paid a House Rent Allowance of Rs.30,000/- per month.
- iv. The difference between 5% of the Net Profit specified in para i above, and the sum of the amounts mentioned in paras ii & iii above and the value of perquisites as laid down in para vii below will be paid to Mr. Chetan M Tamboli by way of Commission.
- v. If, in any year, there is inadequacy of profit or there is no profit, then:
  - a. If there is inadequacy of profit, the total remuneration shall not exceed 5% of the Net Profit.
  - b. In the event of there being inadequacy of profit or no profit, notwithstanding anything contained in paras i, ii, iii, iv & va above, the total remuneration payable to Mr. Chetan M Tamboli shall not be less than the amounts shown under paras ii & iii above, subject to the ceiling specified under Schedule V to the Companies Act, 2013.
- vi. The revised salary and allowance as above and the benefits and perquisites as mentioned in paras vii below will be effective from 01.09.2016, with future increments in salary within the specified scale falling due on 1st April each year hereafter. However, the ceiling on the aggregate remuneration at 5% of the Net Profit would apply to the Financial Year 2016-17 and all the subsequent Financial Years.
- vii. **Perquisites:** Perquisites and benefits will also be allowed and paid to Mr. Chetan M Tamboli within the overall ceiling of 5% of net profit, and classified in three categories (Part A, Part B and Part C) as follows:

#### PART A

- i. **Medical reimbursement:** Expenses incurred for MANAGING DIRECTOR and his family subject to a ceiling of one month's salary during one year or, three months salary over a period of three years.
- ii. **Leave Travel Concession:** MANAGING DIRECTOR and his family, once in a year in accordance with the rules specified by the Company
- iii. **Fees of Clubs:** Subject to a maximum of two clubs. This will not include admission and life membership fees.
- iv. **Mediclaime & Personal Accident Insurance:** As applicable to other Executives of the Company and in accordance with the Company's policy.

“Family” means spouse, dependent children and dependent parents, if any.

#### PART B

Contribution to the Employees Provident Fund, Superannuation Fund and/or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

- i. **Provident Fund:** Provident Fund as applicable to other Executives of the Company.
- ii. **Gratuity:** Gratuity as applicable to other Executives of the Company.
- iii. **Superannuation:** Superannuation as applicable to other Executives of the Company.

PART C

Provision of telephone at the residence will not be considered as a perquisite. Personal long distance calls on telephone shall be billed by the Company to the MANAGING DIRECTOR.

“RESOLVED FURTHER THAT pursuant to the Articles of Association of the Company, Mr. Chetan M Tamboli shall not be subject to retirement by rotation.”

“RESOLVED FURTHER THAT Mr. Tipirneni Kumar, Whole Time Director of the Company, be and is hereby authorized to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company, with Mr. Chetan M Tamboli, and the common seal of the Company be affixed on the said agreement in the presence of him.”

By Order of the Board of Directors  
For **STEELCAST LIMITED**

Place : Ahmedabad  
Date: May 30, 2016

**(Chetan M Tamboli)**  
Chairman & Managing Director

**Notes:**

- 1. The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.
- 2. A statement giving the relevant details of the Directors seeking re-appointment is annexed hereto.
- 3. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member of the Company. The proxy form duly completed and signed should be lodge with the Company at its Registered Office at least 48 hours before the time of the meeting.**
- 4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- 5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- 7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- 8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 4th August, 2016 to 9th August, 2016 (both days inclusive) for the purpose of 45th Annual General Meeting
10. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed/unpaid dividend in respect of financial year 2008-09 is due for transfer to the said Fund in September 2016. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or the said Fund after the said transfer.
11. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2008-09, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
12. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the R&T Agents M/s. MCS Share Transfer Agent Ltd, 101, First Floor, Shatdal Complex, Opp: Bata Show Room, Ahmedabad 380 009 or the Company at Ruvapari Road, Bhavnagar 364 005. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
13. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
14. **Voting through electronic means:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulation 2015, the Company is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 45th Annual General Meeting (AGM). The Company has engaged the service of National Securities Depository Limited (NSDL) as authorized agency to provide e-voting facilities. The instructions for remote e-voting are as under:
  - 14.1 In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants), the following may be done:
    - a. Open the email and the attached PDF file viz; "STEELCAST 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 e-voting. Please note that the password is an initial password.
    - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - c. Click on Shareholder-Login
    - d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
    - e. 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.
    - f. Home page of e-voting opens. Click on e-voting: Active Voting Cycle.
    - g. Select "EVEN" of STEELCAST LIMITED
    - h. Now you are ready for e-voting as Cast Vote page opens.
    - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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**
- 14.2 In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):
- a. Initial password will be provided separately:  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - b. Please follow all steps in Sr. Nos. 14.1 a to l above to cast vote.
- 14.3 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](http://www.evoting.nsdl.com) or contact Mr. Rajeev Ranjan, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 on 022-24994738, toll free : 1800-222-990.
- 14.4 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.
- 14.5 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. 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. In the even a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
- 14.6 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).
- 14.7 The remote e-voting period commences on 4th August, 2016 (9:00 am) and end on 8th August, 2016 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd August, 2016 may cast their vote electronically. The remote 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.
- 14.8 The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date of 3rd August, 2016
- 14.9 Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 3rd August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kmk@steelcast.net](mailto:kmk@steelcast.net). 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).
- 14.10 Mr. Dinesh G Bhimani of D G Bhimani & Associates, Practicing Company Secretary (Membership No. ACS 12192) (Address: 207, Nathwani Chambers, Sardar Gunj, Anand-388 001, Gujarat) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the physical ballots received from members who do not have access to the e-voting process and at the Annual General Meeting) in a fair and transparent manner.
- 14.11 The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes

caste at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.

- 14.12 The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.steelcast.net](http://www.steelcast.net) and on the website of NSDL immediately. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a Driving License, Passport, and Voter ID Card.
16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
17. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its Registered Office address to enable the Company to collect the relevant information.

By Order of the Board of Directors  
For **STEELCAST LIMITED**

Place : Ahmedabad

Date: May 30, 2016

**(Chetan M Tamboli)**

Chairman & Managing Director

### **EXPLANATORY STATEMENT**

#### **(Pursuant to section 102(2) of the Companies Act, 2013)**

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### **Item No. 4 of Special Business:**

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 30th May, 2016, the Board has considered and approved appointment of M/s S K Rajani & Co., Cost Accountants having FRN.101113, for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325, 7325 and 8487) at a remuneration of Rs. 75,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2017.

The Board recommends the resolution set out at Item No. 4 of the Notice for the approval and ratification by the members in terms of Section 148 of the Companies Act, 2013, as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the passing of the Resolutions set out at Item No. 4.

# Item No. 5 of Special Business:

Special Resolution as mentioned in item no 5 relate to reappointment of Mr. Chetan M Tamboli (DIN 00028421) as a Managing Director for a further period of 5 years with effect from September 1, 2016 in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 as amended.

In view of the nature of duties being discharged by Mr. Chetan M Tamboli and upon the powers vested by the shareholders, the Board of Directors at its meeting held on 30th May, 2016, reappointed him as Managing Director for a further period of Five years with effect from September 1, 2016, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board subject to approval of shareholders at this Meeting.

Considering his rich and wide experience as well as long term association with the Company and taking into account his valuable contribution to the growth of the Company, it is desirable to reappoint Mr. Chetan M Tamboli as Managing Director for a further period of Five years from September 1, 2016, in pursuance of the provisions of Companies Act, 2013, as amended. Subject to approval of shareholders.

Details of Directors seeking re-appointment at forthcoming Annual General Meeting:

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

<b>Name of the Director</b>	Mr. Chetan M Tamboli (DIN No. 00028421)
<b>Date of Birth</b>	09.12.1959
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	31.08.1991
<b>Qualification</b>	MBA (Finance)
<b>Experience</b>	Mr. Chetan M Tamboli, a Promoter Director, has been appointed as Chairman of the Company on August 16, 2011, with designation as Chairman & Managing Director. Prior to the Chairman, he served as Vice Chairman & Managing Director. He has associated with the Company as a Whole Time Director since September 01, 1991. He has more than 32 years of experience in steel casting. He is also Director of many reputed companies. His areas of expertise comprise Strategic Management & Finance, General Management, Production and Corporate Laws. Presently, he is Chairman of CII western Region.
<b>Shareholding</b>	He holds 3,062,920 Equity Shares (15.13%) and also Chetan M Tamboli HUF holds 835,320 Equity Shares (4.13%) in the Company.
<b>Terms and conditions of appointment or re-appointment along with details of remuneration</b>	Refer resolution as same is mentioned in it.
<b>Remuneration last drawn</b>	Rs. 3,381,161 during FY 2015-16.
<b>No. of Meetings of the Board attended during the year</b>	Six meetings attended out of Six meetings held during the Financial Year 2015-16.
<b>Directorships of other Companies</b>	Vadilal Industries Limited Rushil Industries Limited Rushil Enterprise Limited Rushil Infrastructure Private Limited Tamboli Investments Private Limited
<b>Membership/Chairmanship of Committees of other Companies</b>	Member of Nomination & Remuneration Committee of Vadilal Industries Limited.

Mr. Chetan M Tamboli and Mrs. Manali C Tamboli are related as husband and wife respectively.

The appointment is made subject to the terms and conditions contained in the draft agreement and is available for inspection at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m. under Section 190 of the Act.

The Board of Directors recommends the Resolutions at Item No. 5 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

Mr. Chetan M Tamboli and Mrs. Manali C. Tamboli, being husband-wife, are deemed to be interested in resolution at item No 5 of the notice since it relates to appointment of Mr. Chetan M Tamboli as Managing Director of the Company and to the remuneration payable to him as Managing Director.

Except Mr. Chetan M Tamboli and his relatives including Mrs. Manali C Tamboli a Non Executive Director, none of the other Directors or the Key Managerial Persons or their relatives is in any way interested or concerned, financially or otherwise in the passing of the Resolutions set out at Item No. 5 except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors  
For **STEELCAST LIMITED**

Place : Ahmedabad

Date: May 30, 2016

**(Chetan M Tamboli)**  
Chairman & Managing Director

### **ANNEXURE TO ITEMS 2 OF THE NOTICE**

Details of Directors seeking re-appointment at the  
forthcoming Annual General Meeting

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

<b>Name of the Director</b>	Mrs. Manali C. Tamboli (DIN No. 02544323)
<b>Date of Birth</b>	06.09.1964
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	16.05.2009
<b>Qualification</b>	BA (Psychology)
<b>Experience</b>	Mrs. Manali C Tamboli, a Promoter, has been appointed as Non-Executive Director of the Company on May 16, 2009. She is also Director of other companies. She has vast experience in Corporate Communication and Public Relations.
<b>Shareholding</b>	She holds 1,029,480 Equity Shares (5.09%) in the Company.
<b>Terms and conditions of appointment or re-appointment along with details of remuneration</b>	-
<b>Remuneration last drawn</b>	-
<b>No. of Meetings of the Board attended during the year</b>	Five meetings attended out of Six meetings held during the Financial Year 2015-16.
<b>Directorships of other Companies</b>	Rushil Industries Limited Rushil Enterprise Limited Tamboli Investments Private Limited
<b>Membership/ Chairmanship of Committees of other Companies</b>	No Memberships / Chairmanships of Committees of other Companies.

Mrs. Manali C Tamboli and Mr. Chetan M Tamboli are related as wife and husband respectively.

By Order of the Board of Directors  
For **STEELCAST LIMITED**

Place : Ahmedabad

Date: May 30, 2016

**(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**

Dear Member(s)

Sub: Electronic mode of service of documents.

As a part of Green initiative by the Ministry of Corporate Affairs (MCA), now members can receive various communications and correspondence including Annual Report through electronic mode i.e. e-mail. In this connection, we request the members to support the green initiative by registering their e-mail id's in the below format to receive various communications to be sent by the Company, electronically.

1. Members holding the shares in physical form may send the communication to the Registrar and Share Transfer Agents (RTA) MCS Share Transfer Agent Limited either physically or thro e-mail at: (a) mcsahmd@gmail.com (or) (b) kmk@steelcast.net
2. Members holding the shares in demat form may furnish the details to the respective Depository Participants.

The E-communication registration form should be signed by the sole/first named Member as per the specimen signature recorded with the RTA. Upon a specific request, even after registering the e-communication, members are entitled to receive such communications in physical form.

Thanking You

Yours faithfully

**For STEELCAST LIMITED**

Sd/- Chetan M Tamboli

CHAIRMAN & MANAGING DIRECTOR



**E-COMMUNICATION REGISTRATION FORM**

MCS Share Transfer Agent Limited,  
101, First Floor, Shatdal Complex, Opp: Bata Show Room,  
Ahmedabad 380 009, Gujarat.  
Ph.No.: 079-26581296, 079-26582878,  
Email Id: mcsahmd@gmail.com

Folio No. / DP ID & Client ID .....

Name of the sole / first named Member : .....

Name of joint holder(s) : .....

Registered Address : .....

E Mail ID to be registered : .....

Date:

Signature of the Member:

Note: Members holding shares in demat form are requested to address and send the E-communication registration form to their depository participant (DP). Members are requested to keep DP/RTA/Company informed as and when there is any change in the e-mail address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above mentioned e-mail ID.



**STEELCAST LIMITED**

**Regd. Office :** Ruvapari Road, Bhavnagar, Gujarat, India 364 005.

**ATTENDANCE FORM**

Name of Shareholder		
Number of Equity Shares held		
Folio Number		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 45th Annual General Meeting of the Company at Nilambag Palace Hotel, Bhavnagar at 1630 hours on August 9, 2016.

Signature of the attending Member/Proxy	
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- Note:** 1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.  
2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.

**STEELCAST LIMITED****Registered Office:** Ruvapari Road, Bhavnagar, Gujarat, India 364 005.**FORM NO. MGT-14 - PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name & Address of the Shareholder: (In BLOCK Letters)			
Email ID:			Folio No.:
No. of shares held:			DP ID – Client ID:

I/We, .....being the member (s) 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, in case of a poll, for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Tuesday, the 9th day of August, 2016 at 1630 hours at Nilambag Palace Hotel, Bhavnagar 364 001, Gujarat and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

Resolution No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors' and Auditors' thereon.		
2	To appoint a Director in place of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment		
3	To ratify appointment of M/s. Sanghavi & Co., having Firm Registration No. 109099W, Chartered Accountants as Statutory auditors and fix their remuneration for the financial year 2016-17		
Special Business			
4	To ratify the remuneration paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2016-17		
5	To reappoint Mr. Chetan M Tamboli having Director Identification Number 00028421 as Managing Director of the Company		

Signed on this day of ..... 2016      Signature of shareholder: .....

Signature of Proxy holder(s): .....

Signature across  
Revenue Stamp

Affix One  
Rupee  
Revenue  
Stamp

- Note:** 1. The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.  
 2. The Proxy need not be a Member of the Company.  
 3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.  
 4. This form of proxy confers authority to demand or join in demanding a poll.  
 5. The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

**For Office Use** Proxy No.:

Date of Receipt: