



Head Office:
GK Tower, 2nd & 3rd floor,
19, Camac Street, Kolkata – 700017
West Bengal, India
Board Number: + 91-33-7103 4400
Fax No: + 91-33-2290 2882
CIN: L27310JH2006PLC012663

Sec/Share/17-18/49

Date: 12th October, 2017

By Online Filing

The Manager
Dept. of Corporate Services
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Scrip Code : 533264

The Manager
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051
Scrip Code :ESL

Dear Sir,

Sub. : Submission of Notice of Tenth Annual General Meeting

Further to our letter dated 9th October, 2017, please find enclosed Notice for the 10th Annual General Meeting of the Company for the financial year 2016-17, scheduled to be held on Tuesday, 7th November, 2017 at Forum Hall, 2nd Floor, Capitol Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834001 at 1.00 p.m.

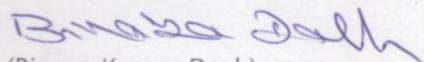
The same has been sent to the shareholders of the Company in the permitted mode on 12th October, 2017.

Please treat this as compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

For ELECTROSTEEL STEELS LIMITED


(Binaya Kumar Dash)

Company Secretary

Encl. : As stated above



October 6, 2017

Dear Shareholder,

We wish to inform you that the notice of the 10th Annual General Meeting ("AGM") along with Annual Report of the Company as approved by the Board of Directors of the Company ("Board") at their meeting held on 15th May, 2017 have already been circulated to the Members on 16th August, 2017 ("**Notice**"). As per the said Notice, the AGM was scheduled to be held on Thursday, 14th September, 2017 at 4.00 p.m. at Forum Hall, 2nd Floor, Capitol Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834001, Jharkhand.

Subsequent to Notice date, pursuant to the order of the National Company Law Tribunal, Kolkata Bench ("**Order**"), dated July 21, 2017 ("**CIR Commencement Date**") the corporate insolvency resolution process ("**CIR Process**") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and the related rules and regulations issued thereunder ("**Code**"). Mr. Dhaivat Anjaria, (having IBBI registration number IBBI/IPA-001/IP-P00088/2017-18/10184) was appointed as the Interim Resolution Professional for the Company in accordance with the terms of the Order. He was subsequently confirmed to continue as the Resolution Professional ("**Resolution Professional**") by the Committee of Creditors ("**CoC**") (as constituted under the Code), pursuant to the majority decision of CoC dated 21st August 2017.

Subsequently, in view of some of the items as set out in the Notice required deliberations and/or approval of the Committee of Creditors prior to convening the AGM in accordance with the provisions of the Code. Given the paucity of time, the Resolution Professional sought the approval of Registrar of Companies, Jharkhand for extension of time period for convening the AGM for the financial year 2016-17, which was duly approved by the ROC, Jharkhand, vide its approval dated September 13, 2017 granting time extension for 1 month 15 days i.e. on or before November 15, 2017.

Accordingly, we are sending herewith the revised Notice of the Tenth (10th) Annual General Meeting of the Company.

Further, with reference to the Annual Report 2016-17 sent to the Members on 16th August, 2017, necessitates changes in the Directors' Report and Corporate Governance Report due to change in date of AGM and Book Closure dates and resignation of Mr. Pradeep Kumar Misra, Director, (DIN: 01471543), who resigned from the Board on 5th July, 2017. The changes have been given in the Corrigendum to the Annual Report, detailed below. The corrigendum should be read in conjunction with the printed Annual Report 2016-17 and all other information in the Annual Report 2016-17 remains unchanged.

CORRIGENDUM TO THE ANNUAL REPORT OF ELECTROSTEEL STEELS LTD. FOR THE FINANCIAL YEAR 2016-17

Page No./Heading of printed Annual Report 2016-17	Existing Para	Modified Para
DIRECTORS' REPORT Page no. 6 DIRECTORS AND KEY MANAGERIAL PERSONNEL	The Board at its Meeting held on September 29, 2016, on the recommendation of the Nomination & Remuneration Committee and subject to approval of shareholders in the ensuing Annual General Meeting, appointed Mr. Pradeep Kumar Misra as an Additional Independent Non-Executive Director designated as Chairman, not liable to retire by rotation. The Board at its Meeting held on September 29, 2016, accepted the resignation of Ms. Rishu Kumari,	The Board at its Meeting held on September 29, 2016, on the recommendation of the Nomination & Remuneration Committee and subject to approval of shareholders in the ensuing Annual General Meeting, appointed Mr. Pradeep Kumar Misra as an Additional Independent Non-Executive Director designated as Chairman, not liable to retire by rotation. The Board at its Meeting held on September 29, 2016, accepted the resignation of Ms. Rishu Kumari, Independent Non-Executive Woman Director with effect from September

	Independent Non-Executive Woman Director with effect from September 29, 2016. The Board at its Meeting held on December 8, 2016, accepted the resignation of Mr. Amrendra Prasad Verma, Nominee Director, with effect from October 18, 2016. The Board places on record its appreciation for the valuable services provided by Mr. Amrendra Prasad Verma and Ms. Rishu Kumari. The Board at its Meeting held on December 8, 2016, appointed Mr. Devaprasad Mozumder as a Nominee Director, proposed by the Lenders of the Company, not liable to retire by rotation. The Board at its Meeting held on December 8, 2016, on the recommendation of the Nomination & Remuneration Committee and subject to approval of shareholders in the ensuing Annual General Meeting, appointed Ms. Jayantika Ganguly as an Additional Independent Non-Executive Woman Director, not liable to retire by rotation. The Company has received from Mr. Pradeep Kumar Misra and Ms. Jayantika Ganguly, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation by Director in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not dis-qualified in accordance with the provisions of Sec. 164(2) of the Companies Act, 2013 and (iii) Statement of declaration that they meet the criteria of independence as provide in Sec. 149(6) of the Act. The Board is of the opinion that Mr. Pradeep Kumar Misra and Ms. Jayantika Ganguly are persons of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "the LODR Regulations") for such appointment for a period of five years. All Directors have made necessary disclosures as required under various provisions of the Act and the LODR Regulations.	29, 2016. The Board at its Meeting held on December 8, 2016, accepted the resignation of Mr. Amrendra Prasad Verma, Nominee Director, with effect from October 18, 2016. The Board places on record its appreciation for the valuable services provided by Mr. Amrendra Prasad Verma and Ms. Rishu Kumari. The Board at its Meeting held on December 8, 2016, appointed Mr. Devaprasad Mozumder as a Nominee Director, proposed by the Lenders of the Company, not liable to retire by rotation. The Board at its Meeting held on December 8, 2016, on the recommendation of the Nomination & Remuneration Committee and subject to approval of shareholders in the ensuing Annual General Meeting, appointed Ms. Jayantika Ganguly as an Additional Independent Non-Executive Woman Director, not liable to retire by rotation. Mr. Pradeep Kumar Misra has resigned from the Board with effect from 5th July, 2017. The Company has received from Ms. Jayantika Ganguly, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation by Director in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not dis-qualified in accordance with the provisions of Section 164(2) of the Companies Act, 2013 and (iii) Statement of declaration that she meets the criteria of independence as provide in Section 149(6) of the Act. The Board is of the opinion that Ms. Jayantika Ganguly is a person of integrity and possess relevant expertise and experience and is eligible and fulfills the conditions as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "the LODR Regulations") for such appointment for a period of five years. All Directors have made necessary disclosures as required under various provisions of the Act and the LODR Regulations. During the period under review, Mr. Binaya Kumar Dash was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. February 14, 2017 in place of Mr. Anubhav Maheshwari who tendered his resignation as company
--	---	---

	During the period under review, Mr. Binaya Kumar Dash was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. February 14, 2017 in place of Mr. Anubhav Maheshwari who tendered his resignation as company Secretary and Compliance Officer w.e.f. February 4, 2017. Mr. Lalit Kumar Singhi, Non-Executive Director shall retire at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of Members of the Company at the ensuing Annual General Meeting. The brief Resume/Profile of the Director recommended by the Board for appointment/re-appointment is attached with the Notice for the ensuing Annual General Meeting.	Secretary and Compliance Officer w.e.f. February 4, 2017. Mr. Lalit Kumar Singhi , Non-Executive Director shall retire at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of Members of the Company at the ensuing Annual General Meeting. The brief Resume/Profile of the Director recommended by the Board for appointment/re-appointment is attached with the Notice for the ensuing Annual General Meeting.
CORPORATE GOVERNANCE REPORT Page No. 29 GENERAL SHAREHOLDER INFORMATION	a) Annual General Meeting : Date: 14th September, 2017 Time: 4.00 p.m. Venue: Forum Hall, Capital Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834 001, Jharkhand.	a)Annual General Meeting : Date: 7th November, 2017 Time: 1:00 p.m. Venue: Forum Hall, Capital Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834 001, Jharkhand.
	c) Dates of Book Closure: From 8th September, 2017 to 14th September, 2017 (Both days inclusive).	c) Dates of Book Closure: From 1st November, 2017 to 7th November, 2017 (Both days inclusive).

Thanking You,
For **ELECTROSTEEL STEELS LIMITED**

Binaya Kumar Dash
Company Secretary
ACS-17982

THIS PAGE IS INTENTIONALLY LEFT BLANK

ELECTROSTEEL STEELS LTD.

CIN: L27310JH2006PLC012663

Registered Office: 801, Uma Shanti Apartments, Kanke Road, Ranchi - 834 008, Jharkhand

Tel & Fax No. : (0651) 2285636

Corporate Office: G K Tower, 2nd & 3rd Floor, 19 Camac Street, Kolkata-700 017

E-mail: eil.investors@electrosteel.com, Website: www.electrosteelsteels.com

REVISED NOTICE OF TENTH ANNUAL GENERAL MEETING

To
The Members,

REVISED NOTICE is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, 7th November, 2017 at Forum Hall, 2nd Floor, Capitol Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834 001 at 1.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March 2017 together with the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Lalit Kumar Singhi, (DIN: 00893144) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules and regulations prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Lodha & Co., Chartered Accountants (Firm Registration No.:301051E) of 14, Government Place East, Kolkata 700069, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years, commencing from the conclusion of the ensuing Tenth Annual General Meeting to be held in FY 2017-18 till the conclusion of the Fifteenth Annual General Meeting to be held in FY 2022-23 (subject to ratification by the members at every subsequent AGM) on such remuneration as may be determined by the Board of Directors in addition to applicable taxes and reimbursement of all out of pocket expenses in connection with the audit of the financial statements of the Company."

Special Business:**Item No. 4:****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 relevant rules and regulations prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members be and is hereby given for payment of remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes, reimbursement of out of pocket and other incidental expenses, for conducting the audit of the Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, as amended from time to time, for the financial year 2017-2018, to M/s S. G. & Associates, Cost Accountants (Firm Registration No. 000138) as Cost Auditors of the Company.

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

Item No. 5:**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules and regulations prescribed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Jayantika Ganguly, (DIN : 07667499), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th December, 2016 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Jayantika Ganguly as a candidate for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of five years with effect from 8th December, 2016 to 7th December, 2021 and whose office shall not be liable to retire by rotation."

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

Item No. 6**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules and regulations prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

consent of the members be and is hereby accorded for re-appointment of Mr. Rama Shankar Singh, Whole Time Director (DIN: 02093276), of the Company for a period of three years commencing with effect from 6th February, 2017 to 5th February, 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed herewith.

RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Rama Shankar Singh as Whole-Time Director, the Company has no profits or its profits are inadequate as contemplated in Schedule V to the Act, the Company may pay to the Whole-Time Director, remuneration, as detailed in the explanatory statement annexed to the Notice, as minimum remuneration, subject to requisite approvals, if any.

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

Item No. 7

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the relevant rules and regulations prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded, for appointment of Ms. Radha Kinkari Kejriwal Agarwal, who is a relative of Mr. Umang Kejriwal, Director, to hold office or place of profit under the Company as "Officer on Special Duty" at a remuneration of Rs. 50,00,000/- (Rupees Fifty Lacs only) per annum, with effect from 1st April, 2017."

In absence of the Board of Directors of Electrosteel Steels Limited,

By Order of the Resolution Professional of
Electrosteel Steels Limited

Binaya Kumar Dash
Company Secretary
ACS-17982

Date: 6th October, 2017
Place: Kolkata

NOTES:

1. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS CONCERNING THE BUSINESS UNDER ITEM NOS. 3 TO 7 OF THE NOTICE, IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. The Register of Members (Beneficial Owners) and Share Transfer Books of the Company will remain closed from 1st November, 2017 to 7th November, 2017 (both days inclusive).
5. Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") the brief resume/profile of the Directors recommended by the Board for appointment/reappointment is enclosed as Annexure to the Notice.
6. Members are requested to notify immediately changes of address, nominations, etc., if required:
 - (i) to their Depository Participants (DPs) in respect of their shares held in demat form; and
 - (ii) to the Company or to its Registrar & Transfer Agent in respect of the shares held in physical form, if any.
7. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the Registered Office and Corporate Office of the Company on all working days, except Saturday, Sunday and public holidays between 10:00 A.M. to 3:00 P.M., up to the date of the AGM. The notice is also available on the Company's website: www.electrosteelsteels.com.
8. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 shall be open for inspection during business hours at the Registered Office of the Company and shall be kept open for inspection at the Annual General Meeting. The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

9. Members are requested to bring their attendance slips together with their copies of the Annual Report to the meeting.
10. Members desiring any information on the Audited Annual Accounts 2016-17 and operations of the Company, are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
11. Members may note that Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to furnish the copy of the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Transfer Agent.
Further it is mandatory to furnish a copy of the PAN in the following cases:
 - (i) Deletion of the name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - (iii) Transposition of shares - when there is change in the order of names in which physical shares are held jointly in the names of the two or more shareholders.
 - (iv) Transfer of Shares.
12. Pursuant to Sections 20 and 101 of the Companies Act, 2013, read with relevant Rules made thereunder and LODR Regulations, the Company can serve Notice for the meeting and other communications through electronic mode to those members, who have registered their e-mail address either with the Company or with the Depositories. Accordingly, the Annual Report for the financial year ended 31st March, 2017 has been sent electronically to all the members, whose email address has been registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.
13. The Board of Directors of the Company has appointed Mr. Arun Kumar Khandelia (FCS:3829), Partner of M/s K. Arun & Co., Company Secretaries, as Scrutinizer for conducting the voting and remote e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

14. VOTING THROUGH ELECTRONIC MEANS:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rules made thereunder and Regulation 44 of LODR Regulations, the Company will provide facility for voting by electronic means for the businesses to be transacted at the AGM.
- (b) 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. 31st October, 2017 shall be entitled to avail the facility of voting through remote e-voting/Venue of the meeting. The shareholders shall have one vote per equity share held by them as on the cut-off date 31st October, 2017. The facility of remote e-voting would be provided for every folio/client ID, irrespective of the number of joint holders.

(c) VOTING THROUGH REMOTE E-VOTING:

- (1) The Company has engaged the services of Karvy Computershare Private Limited (Karvy) to provide remote e-voting facilities to the members. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the Annual General Meeting (remote e-voting) will be provided by Karvy and the items of business as detailed in the Notice may be transacted through remote e-voting.
- (2) The remote e-voting period commences on Friday, 3rd November, 2017 (9:00 a.m) and ends on Monday, 6th November, 2017 (5:00 pm). The remote e-voting module shall be forthwith blocked by Karvy.
- (3) A member who has cast his vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (4) The members who have not casted their vote through remote e-voting process can vote at venue of the AGM.
- (5) In case a Member receiving an email of the AGM Notice from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the log in credentials (i.e., User ID and password). Event No. followed by Folio No./DPID/Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on "LOGIN".
 - iv) You will now reach password change Menu where in you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase

(a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e. Electrosteel Steels Limited.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially for "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: karun@cskarun.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Electrosteel Steels Limited_10th Annual General Meeting".
 - xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 31st October, 2017, may write to the Karvy on the Email ID: evoting@karvy.com or to Ms. C Shobha Anand, Asst. General Manager, Contact No. 040-6716 2222, at [Unit: Electrosteel Steels Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned above, to cast the vote.
- (6) **In case of Members receiving physical copy of the AGM Notice by Post / courier [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s)]:**
- i) User ID and initial password as in the enclosed Attendance Slip.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (14c) above, to cast your vote.
- (7) In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).

15. VOTING AT AGM VENUE:

The facility for voting through Ballot shall be made available at the venue of the meeting and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

- 16. Members who have caste their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 17. Corporate members/trusts/societies intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and/or vote (poll) on their behalf at the Meeting.
- 18. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company and shall make, not later than 2 days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of Annual General Meeting.

The results declared along with the Scrutinizer Report shall be placed on the website of the Company i.e. www.electrosteelsteels.com and on Karvy's website and displayed on the Notice board of the Company at its Registered Office as well as the Corporate Office within the stipulated time from the conclusion of the Annual General Meeting and would be communicated to the Stock Exchanges where the Company's shares are listed.

19. In keeping with the Ministry of Corporate Affairs "Green Initiative" measures and applicable provisions of Companies Act, 2013 read with the allied rules made thereunder, the Company hereby requests Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
20. All unclaimed / unpaid share application money, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, unclaimed /unpaid share application money, lying in the IPO Refund Account is being transferred to IEPF
21. A route map showing directions to reach the venue of the 10th AGM is given at the end of this Notice as per the requirement of the revised Secretarial Standards-2 on "General Meetings".

In absence of the Board of Directors of Electrosteel Steels Limited,
By Order of the Resolution Professional of
Electrosteel Steels Limited

Date: 6th October, 2017
Place: Kolkata

Binaya Kumar Dash
Company Secretary
ACS-17982

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

In terms of the provisions of Section 139 of Companies Act, 2013 ("Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. B. Chhawchharia & Co., Chartered Accountants, (Firm Registration No. 305123E) were appointed as the Statutory Auditor of the Company since incorporation i.e. December 20, 2006 and re-appointed at every AGM thereafter. M/s. B. Chhawchharia & Co. have therefore been in office for more than 10 years and in compliance with the provisions of the Act, the Company is required to appoint a new auditor in their place.

The Board of Directors, at their meeting held on 15th May, 2017, recommended the appointment of M/s. Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) as the Statutory Auditor of the Company in place of M/s. B. Chhawchharia & Co., for a period of five years, to hold office from the conclusion of the ensuing 10th AGM until the conclusion of the 15th AGM of the Company, with such remuneration, as may be determined by the Board, subject to ratification by the Members at every AGM till the 15th AGM.

The members are informed that in accordance with Section 28(1)(m) of the Insolvency and Bankruptcy Code, 2016 the Resolution Professional is required to seek prior approval of the Committee of Creditors for making changes in the appointment or terms of contract of Statutory Auditors of the Company. Accordingly, the Committee of Creditors at their Meeting held on 21st September, 2017 have also approved the appointment of M/s. Lodha & Co., Chartered Accountants, subject to approval of shareholders.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item No. 4

The Board of Directors on the recommendation of the Audit Committee at its meeting held on 15th May 2017, appointed M/s. S. G. & Associates, Cost Accountants, (Firm Registration No. : 000138), as the Cost Auditors for the audit of the cost records to be maintained by the Company for the goods to be produced during the financial year 2017-18, at a remuneration of Rs.60,000/- (Rupees Sixty Thousands only) plus applicable taxes, reimbursement of out of pocket expenses to be incurred in connection with cost audit of the accounts.

In terms of the provisions of the Section 148 of the Companies Act, 2013 read with the relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor shall be ratified subsequently by the shareholders.

Accordingly, consent of the members is sought for passing the ordinary resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the audit of the cost records to be maintained by the Company for the goods to be produced during the financial year 2017-18.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item No. 5

The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Ms. Jayantika Ganguly as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 with effect from 8th December, 2016.

Ms. Jayantika Ganguly will hold office up to the date of the ensuing 10th Annual General Meeting. The Company has received Notice in writing from a Member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Jayantika Ganguly for the office of the Director of the Company.

Ms. Jayantika Ganguly has provided the following documents (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8, pursuant to Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with Section 164(2) of the Companies Act, 2013 and (iii) declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Jayantika Ganguly, fulfils the conditions specified in the Act and Rules made thereunder and she is independent of the management of the Company.

The Board considered that her association would be of immense benefit to the Company and that the Board desires to continue to avail services of Ms. Jayantika Ganguly.

Accordingly, the Board recommends the ordinary resolutions as set out in the Notice in relation to the appointment of Ms. Jayantika Ganguly as an Independent Director of the Company, for a period of five years, for approval of the shareholders of the Company.

Except Ms. Jayantika Ganguly, being the appointee, none of the Directors, Key Managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Mr. Rama Shankar Singh, aged 69 years, is a B.Tech Graduate in Mining Engineering from the Indian School of Mines, Dhanbad. He is having over 40 years of experience in the planning, design and construction of Mines projects.

The tenure of Mr. Rama Shankar Singh as Whole-Time Director of the Company expired on 5th February, 2017.

The lenders of the Company vide letter dated 18th January 2017 had accorded approval for re-appointment of Mr. Singh as a Whole-Time Director for a further period of three years w.e.f. 6th February 2017. However, since the operations of the Company are not doing well, which resulted in financial stress and default in payment of interest and installments to the Lenders, the Company has been advised by the lenders, that his proposed remuneration be reduced by 50% of the existing remuneration, which would be reviewed as and when the operations of the Company would improve.

The Board of Directors in its meeting held on 2nd February, 2017 on the recommendation of the Nomination & Remuneration Committee and Audit Committee, has reduced payment of remuneration to 50% of the existing remuneration, subject to approval of the Shareholders. Consent of the Members of the Company is sought to approve the appointment and payment of remuneration, as per the terms and conditions, as detailed herein below to Mr. Rama Shankar Singh as Whole-Time Director of the Company for a period of three years i.e. from 6th February 2017 to 5th February, 2020, with an authority to the Board to determine remuneration payable from time to time within the approved limits.

I. Period: 6th February, 2017 till 5th February, 2020.

II. Basic Salary: Upto Rs. 2,32,500 per month.

III. Special Allowance: Upto Rs. 2,59,500 per month.

IV. Perquisites : In addition to the remuneration as stated above, Mr. Singh would be entitled, as per the Rules of the Company, to the following perquisites:

(a) **Medical Benefits:** Reimbursement of medical expenses incurred including premium paid on health insurance policies for self and family.

(b) **Housing or House Rent Allowance:**

Residential accommodation including electricity at actuals or House Rent Allowance in lieu thereof @ 60% of the Basic salary.

(c) **Club Fees:**

Fees upto a maximum of two clubs, excluding admission and life membership fees.

(d) **Car and Telephones/Cellular Phones:**

A Company owned/leased/arranged car with driver will be provided to Mr. Singh for use in connection with the Company's business. Use of car for personal purpose shall be billed to him separately. The Company shall provide

Telephones/Cellular Phones at the residence of Mr. Singh. Use of personal long distance calls shall be billed to him separately.

- (e) **Leave:** As per the Rules of the Company. Encashment of leave at the end of the tenure of his appointment, as per Policy of the Company.
- (f) **Leave Travel Allowance:** As per the Rules of the Company.
- (g) Contribution to Provident Fund, Superannuation Fund, Gratuity Fund as per the Policy of the Company.

Explanation:

For the purpose of eligibility of perquisites "family" means the spouse and the dependent children of the Whole Time Director.

For the purpose of calculation of such monetary value, the perquisites shall be valued as per Income Tax Rules, 1962, wherever applicable and in the absence thereof, at cost.

Mr. Rama Shankar Singh shall not be paid sittings fees for attending the meetings of the Board and /or committee thereof.

OVERALL/ MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of his employment, the remuneration as stated above may be paid, subject to requisite approvals, if any, to Mr. Singh as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

OTHER TERMS

The appointment can be terminated by Mr. Singh or the Company, by any one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Pursuant to the provisions of Section 102(1) of the Companies Act, 2013, Mr Rama Shankar Singh along with his relatives hold 2,00,000 equity shares of the Company representing 0.01% of the paid up Equity share capital of the Company.

The Resolution Professional sought the approval of the Committee of Creditors regarding the proposed remuneration to be paid to Mr. Rama Shankar Singh. Accordingly, the Committee of Creditors at their Meeting held on 21st September, 2017 have also approved the terms of his appointment along with remuneration proposed, subject to approval of shareholders.

Except Mr Rama Shankar Singh, none of the Directors, Key Managerial personnel and their relatives is concerned or interested, financially or otherwise, in the said resolution.

This may also be considered and treated as an Abstract and Memorandum of Interest of the Directors under Section 190 of the Companies Act, 2013. Approval of the shareholders is sought for remuneration paid/payable for the period of the appointment i.e. 6th February, 2017 to 5th February 2020.

The Board recommends the Special Resolution as set out in the Notice for approval of the Members.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V TO THE COMPANIES ACT 2013

I GENERAL INFORMATION:

- 1 Nature of the Industry:** Manufacturer and seller of Iron & Steel and DI Pipes
- 2 Date or expected date of commercial production:** 29/9/2010
- 3 In case of new companies, expected date of commencement of activities :** Not Applicable
- 4 Financial Performance based on the given parameters:**

The following are the details of financial performance of the Company during last three years:

(Rs.in crores except EPS)

Particulars	2016-17	2015-16	2014-15
Revenue from operations (gross)	2774.29	2888.76	2032.87
Profits before making provision for Tax	(1463.48)	(367.99)	(624.03)
Profits after making provision for Tax	(1463.48)	(367.99)	(624.03)
EPS	(6.07)	(1.53)	(2.68)

5. Foreign Investments or collaborations, if any

The total holdings of foreign institutional investors, foreign companies, foreign corporate bodies, foreign portfolio investors as on 31st March, 2017 are 69,54,25,534 Equity shares of Rs 10 each constituting 28.86% of the paid up Capital of the Company.

There is no foreign collaboration of the Company. The entire plant has been/is being imported from China.

II. INFORMATION ABOUT THE APPOINTEE

1 Background details:

Mr. Rama Shankar Singh, aged 69 years, is a B.Tech Graduate in Mining Engineering from the Indian School of Mines, Dhanbad. He is a registered member of Professional Societies/Institution in MIMA and MMGI. He is having over 40 years of experience in the planning, design and construction of Mines projects. He has specialised experience in construction and maintenance of infrastructure, cross country pipe line, large volumes road and aerial transport.

2 Past Remuneration

Details of past remuneration of Mr. Singh as a Whole-Time Director of Electrosteel Steels Ltd. are as follows:

Amount (Rs.)

2016-17	2015-16	2014-15
1,39,69,067	1,51,99,000	1,45,42,000

3 Recognition or awards

None

4 Job profile and his suitability

As a Whole-Time Director, Mr. Singh is entrusted with substantial powers of management and technical affairs of the Company subject to superintendence, control and directions of the Board. He is also required to perform such duties and exercise such powers as have been or may, from time to time, be entrusted or conferred upon him by the Board.

Mr Singh is a Senior Corporate Executive of proven caliber and skill and is having wide ranging experience in project planning and management, industrial production planning. His management and technical prowess coupled with his vast experience is critical for the effective and efficient operations of the Company. The Company will benefit from his capabilities.

5 Remuneration proposed

The remuneration details of Mr. Singh for the period 6th February, 2017 till 5th February, 2020 is detailed herein above.

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The Company has its own distinctive remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at all levels. The Board considering the type of industry, size of the Company, profile and responsibilities entrusted on Mr. Singh feels that the remuneration proposed to be paid to Mr. Singh as the Whole-Time Director is comparable with the levels prevailing in the industry.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Singh does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel except to the remuneration being paid to him as a Whole-Time Director of the Company and the shareholding of 2,00,000 equity shares of the Company.

III. OTHER INFORMATION:

1 Reasons of loss or inadequate profits

At present the Plant is not being fully commissioned. Increase in input costs coupled with lower than expected market realization are some of the reasons for loss.

2 Steps taken or proposed to be taken for improvement

The Company management process involves continuous steps to improve performance through optimum utilization of the capacity of the Plant, maximizing sales realization and minimizing cost. The cash flows are expected to improve after the Plant is operational to the installed capacity.

3 Expected increase in productivity and profits in measurable terms

Barring unforeseen circumstances, the Company expects to close the current financial year with increased sales and improvement in profitability/sales realization.

IV DISCLOSURES

The disclosure of the remuneration package is provided in the explanatory statement and will also be mentioned in the Board of Directors' Report under heading 'Corporate Governance' in Annual Report 2017-18, subject to the shareholders' approval.

Item No. 7

Ms. Radha Kinkari Kejriwal Agarwal is a Graduate from Cardiff University, UK and has completed her post-graduation. The shareholders of the Company approved her appointment as 'Officer on Special Duty' in the 7th Annual General Meeting held on 16th September, 2014 for a period of three years with effect from 1st April, 2014 to 31st March, 2017.

Thereafter, the Board of Directors at its meeting held on 2nd February, 2017 (i.e. prior to commencement of Corporate Insolvency Resolution process) approved the appointment (i.e. holding of office or place of profit) by Ms. Radha Kinkari Kejriwal Agarwal at a remuneration of Rs. 1,00,00,000 (Rupees One Crore only) per annum with effect from 1st April, 2017, subject to the approval of the shareholders.

The Board of Directors believe that the remuneration proposed to be paid to Ms Radha Kinkari Kejriwal Agarwal is commensurate with her qualification & knowledge and is in line with industry standards prevalent in the current scenario.

Since, Ms. Radha Kinkari Kejriwal Agarwal is the daughter of Mr. Umang Kejriwal, Director of the Company and thus any transaction by the Company with her would fall under the definition of related party transactions in accordance with Section 5 of the Insolvency and Bankruptcy Code, 2016 (Code). In accordance with Section 28(1)(f) read with Section 5(24) of the Code, prior approval of the Committee of Creditors is required to undertake any transaction with any related party. Accordingly, the Committee of Creditors at their Meeting held on 21st September, 2017 have also approved the terms of her appointment along with remuneration proposed, subject to approval of shareholders.

The Committee of Creditors at their Meeting held on 21st September, 2017, proposed that remuneration payable to Ms Radha Kinkari Kejriwal Agarwal be reduced by 50% of the existing remuneration, i.e., Rs. 50,00,000 (Rupees Fifty lakhs only) per annum.

The particulars of the transaction pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013 are as under:

- 1) Name of the Related Party: Ms Radha Kinkari Kejriwal Agarwal.
- 2) Name of the Director or Key Managerial Personnel who is related:- Mr. Umang Kejriwal, Director
- 3) Nature of relationship:- Daughter of Mr. Umang Kejriwal, Director
- 4) Nature, Material Terms, Monetary Value and particulars of the contract or arrangement: - As mentioned above.
- 5) Any other information relevant or important for the members to take a decision on the proposed resolution - None

Except Mr. Umang Kejriwal, Director of the Company and his relative Ms. Radha Kinkari Kejriwal Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

In absence of the Board of Directors of Electrosteel Steels Limited,
By Order of the Resolution Professional of
Electrosteel Steels Limited

Date: 6th October, 2017
Place: Kolkata

Binaya Kumar Dash
Company Secretary
ACS-17982

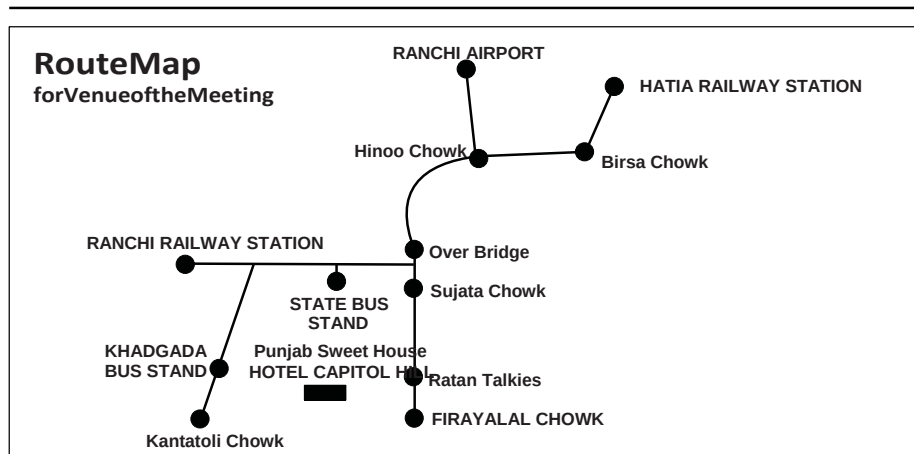
Annexure to AGM Notice dated 6th October, 2017

**Details of Directors seeking appointment/re-appointment at the forthcoming 10th Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)**

Name of the Director	Mr. Lalit Kumar Singhi (DIN: 00893144)
Date of Birth	18-11-1959
Date of Appointment on the Board	06-02-2012
Brief Resume	Mr. Lalit Kumar Singhi, started his business career in aluminum industry in the year 1979 and has over 31 years of experience in aluminum trading.
Expertise	From 1991 to 2005, Mr. Singhi handled the consignment agency of Hindalco under the flagship of his own Company, where he was looking after the sales of aluminum products of Hindalco for the entire eastern region of India. From 1982 to till date, he has been engaged in the export business of garments to the European Countries. He is also involved in importing the wireless communication system for the Indian Army.
Relationships between Directors inter-se	None
Directorship held in other Public Listed Companies (Excluding Private Limited Companies, Foreign Companies & Section 8 Companies)	Nil
Member in the Committees of the Boards of companies in which he is Director (Includes only Audit Committee & Stakeholders' Relationship Committee)	Nil
Number of shares held in the Company as on 31.03.2017	190,000

Name of the Director	Ms. Jayantika Ganguly (DIN: 07667499)	Mr. Rama Shankar Singh (DIN: 02093276)
Date of Birth	15-02-1984	20-06-1948
Date of Appointment on the Board	08-12-2016	06-02-2014
Brief Resume	Ms. Jayantika Ganguly is an advocate by profession, associated with Khaitan & Co. and has an experience of over eight years in corporate laws. She specializes in banking, project finance and corporate transactions and has handled assignments in varied sectors such as roads, oil and gas, energy, infrastructure and aviation across multiple jurisdictions. She is an alumnus of the West Bengal National University of Juridical Sciences.	Mr. Rama Shankar Singh is a B.Tech Graduate in Mining Engineering from the Indian School of Mines, Dhanbad. He is a registered member of professional Societies/Institution in Indian Mine Managers Association-IMMA and Member of the Mining, Geological, and Metallurgical Institute of India MMGI.

Expertise	She specializes in banking, project finance and corporate transactions and has handled assignments in varied sectors such as roads, oil and gas, energy, infrastructure and aviation across multiple jurisdictions.	He has around four decades of experience in the planning, design and construction of Mines projects and also in the operation and maintenance of Mines. He has specialised experience in construction and maintenance of infrastructure, cross country pipe line, large volumes road and aerial transport.
Relationships between Directors inter-se	None	None
Directorship held in other Public Listed Companies (Excluding Private Limited Companies, Foreign Companies & Section 8 Companies)	Nil	Nil
Member in the Committees of the Boards of companies in which he is Director (Includes only Audit Committee & Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the Company as on 31.03.2017	Nil	2,00,000



THIS PAGE IS INTENTIONALLY LEFT BLANK



ELECTROSTEEL STEELS LIMITED
10th Annual General Meeting

PROXY FORM

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

CIN: **L27310JH2006PLC012663**

Name of the Company: **ELECTROSTEEL STEELS LIMITED**

Registered Office: **801, Uma Shanti Apartments, Kanke Road, Ranchi - 834 008, Jharkhand**

Name of member (s):
Registered Address:
E-mail Id:
Folio No/Client ID: DP ID:.....

I/We, being the member(s) holding..... Shares of **Electrosteel Steels Limited**, 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 10th Annual General Meeting of the Company, to be held on Tuesday, 7th November, 2017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional	
Ordinary Business		For	Against
1	Adoption of Annual Financial Statements for the year ended March 31, 2017		
2	Re-appointment of Mr. Lalit Kumar Singhi (DIN: 00893144), who retires by rotation		
3	Appointment of M/s. Lodha & Co., Chartered Accountants (FRN: 301051E) as Statutory Auditors of the Company and to fix their remuneration		
Special Business			
4	Ratification of remuneration payable to M/s S. G. & Associates, Cost Accountants as Cost Auditors of the Company		
5	Appointment of Ms. Jayantika Ganguly (DIN: 07667499), as Non-Executive Independent Director		

6	Re-appointment of Mr. Rama Shankar Singh (DIN: 02093276) as Whole Time Director		
7	Re-appointment of Ms. Radha Kinkari Kejriwal Agarwal to hold office or place of profit		

Signed this day of 2017

Signature of Shareholder:

Signature of Proxy holder(s):

Affix a
Revenue
Stamp

Notes:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 10th Annual General Meeting dated 6th October, 2017.
3. It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

THIS PAGE IS INTENTIONALLY LEFT BLANK

THIS PAGE IS INTENTIONALLY LEFT BLANK



SPECIMEN COPY

Registered Office: 801, Uma Shanti Apartments, Kanke Road, Ranchi-834 008, Jharkhand, Tel: (0651) 2285636

Corporate Office: G. K. Tower, 2nd & 3rd Floor, 19 Camac Street, Kolkata-700017

CIN: L27310JH2006PLC012663, E-mail: eil.investors@electrosteel.com, website: www.electrosteelsteels.com**10TH ANNUAL GENERAL MEETING
ATTENDANCE SLIP****Only Shareholders or the proxies will be allowed to attend the meeting**

Name and address of the Member(s)	Sr. NO BALNO HOLDER HOLDER_ADD HOLDER_AD1 HOLDER_AD2 HOLDER_AD3 PIN : HOLDER_PIN
Joint Holder(s)	
Registered Folio No./ DP ID/Client ID	DPID / HOLDER_FOL
No. of shares held	TOTAL_SHAR

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 10th Annual General Meeting of Electrosteel Steels Limited being held on Tuesday, 7th November, 2017 at Forum Hall, Capitol Hill Hotel, Mahatma Gandhi Marg, Main Road, Ranchi-834001, Jharkhand at 1.00 P.M.

Name of the Shareholder _____
(in capital letters)Name of the Proxy _____
(in capital letters)_____
Signature**NOTE:** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.**E-VOTING**

EVENT (E-Voting Even Number)	User ID	Password/PIN
3568	USER_ID	PWD

NOTE: Please read the e-voting instructions in the Notice carefully before exercising your vote.