ELECTROSTEEL CASTINGS LIMITED
Registered Office: Rathod Colony, Rajgangpur, Sundergarh, Odisha-770017
Corporate Office: 19, Camac Street, Kolkata 700017

POSTAL BALLOT NOTICE

[Pursuant to Section 192A of the Companies Act, 1956
read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011]

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for obtaining the consent of the Members of Electrosteel Castings Limited for the proposed Ordinary Resolution as set out below, through Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the Resolution is also appended hereto for your consideration.

Authority for Creation of Charge

To consider and if thought fit, to give Assent/Dissent to the following Resolution as an Ordinary Resolution through Postal Ballot under the provisions of Section 293(1)(a) of the Companies Act, 1956 :

"**RESOLVED THAT** the consent of the members of the Company be and is hereby granted in terms of Section 293(1)(a), Section 192A read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to create mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, for securing the borrowings availed/to be availed by the Company and/or any of the Company's /subsidiary/affiliate/ associate company, by way of loan(s) (in foreign currency and/or Rupee currency) and Securities (comprising of Fully/Partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or Secured Premium Notes and/or Floating Rates Notes/Bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits of upto Rs. 4,500 Crores (Rupees Four Thousand Five Hundred Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Trustee(s)/Agent(s), in respect of the said loans/borrowings/ Debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Trustee(s)/Agent(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

By order of the Board
For Electrosteel Castings Limited

Anand Kumar Kanodia
Company Secretary

Date : 10th May, 2013
Place : Kolkata

NOTES:

1. In terms of Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules 2011, the business set out in the Notice above are required to be passed by Postal Ballot. An Explanatory Statement as required under Section 173(2) and Section 192A of the Companies Act, 1956 in respect of the special business specified above is annexed hereto.

2. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

3. The Board of Directors has appointed Mr. Sushil Kumar Chhawchharia, a practicing Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

4. The shareholders are requested to carefully read the instructions printed on the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed, postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours (1700 hours) on or before 27th June, 2013. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.

5. The Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on 5th July, 2013 by the Chairman or Managing Director or any other Director or Company Secretary of the Company, duly authorised by the Board of Directors at the Corporate Office of the Company at 19, Camac Street, Kolkata 700017.

6. The result will also be displayed at the Registered Office as well as the Corporate Office of the Company and on the website of the Company www.electrosteel.com and will be sent to the Stock Exchanges where the shares of the Company are listed. The results will also be published in the newspapers.

7. The Ordinary Resolution, if assented to by requisite majority, shall be taken as passed on 5th July, 2013.

Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956

Section 293(1)(a) of the Companies Act, 1956 requires that the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company except with the approval of the members of the Company through Postal Ballot. Since the creation of charge(s)/mortgage(s) for securing the financial facilities obtained/to be obtained by the Company or any of its subsidiary/ affiliate/ associate company may be deemed to be disposal of the whole or substantially the whole of the undertaking of the Company, it is proposed to obtain approval of the shareholders of the Company pursuant to the provisions of the aforesaid Sections of the Companies Act, 1956.

The Members had given their consent vide the Resolution passed through Postal Ballot, result of which was announced on 27th October, 2009 for creating charge(s) / mortgage(s) on the whole or substantially the whole of the undertakings of the Company or all movable / immovable properties of the Company both present and future wherever situated in favour of the Lenders for securing any sums of money borrowed by the Company / to be availed aggregating upto Rs.3,500 Crores (Rupees Three Thousand Five Hundred Crores only) or equivalent amount in any other foreign currency. The Company is seeking the consent of the Shareholders/mortgage(s) under Section 293(1)(a) of the Companies Act, 1956, for increasing the limit for the purpose of creation of charge(s)/mortgage(s) upto Rs. 4,500 Crores (Rupees Four Thousand Five Hundred Crores only).

Your approval is sought by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Your Directors recommend the Resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

By order of the Board
For Electrosteel Castings Limited

Anand Kumar Kanodia
Company Secretary

Date : 10th May, 2013
Place : Kolkata

ELECTROSTEEL CASTINGS LIMITED

Registered Office: Rathod Colony, Rajgangpur, Sundergarh, Odisha-770 017
Corporate Office: 19, Camac Street, Kolkata-700017

POSTAL BALLOT FORM

Postal Ballot No :

1. Name and Registered Address of Sole / first named Shareholder :

2. Name(s) of Joint Holders, if any :

3. Ledger Folio/DP ID & Client ID No. :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 10th May, 2013 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark(✓) at the appropriate column below:

Description	No. of Shares	Please (✓) in the appropriate box below	
		I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for creation of charges / mortgages on all movable and immovable properties of the Company in favour of the Lenders etc., for securing any sums of money borrowed or to be borrowed by the Company aggregating Rs. 4,500 Crores only.			

Place:

Date:

Signature of Shareholder

Notes:

1. **Last date for receipt of Postal Ballot Form by Scrutinizer is 27th June, 2013.**
2. **Please read the instructions printed overleaf carefully before completing this form.**

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the enclosed postage pre-paid self-addressed envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Registered Shareholder, will also be accepted.

2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.

4. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.

5. A shareholder may request for a duplicate Ballot Form, if so required. All such requests should be addressed to the Company Secretary at his email id: anand.kanodia@electrosteel.com

6. Unsigned Postal Ballot Forms will be rejected.

7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours of 27th June, 2013. All Postal Ballot Forms received after this date will be treated as if reply from such shareholder has not been received.

8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.

9. Members are requested not to send any other paper/document alongwith the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope.

10. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders on the date of despatch of the notice.

11. A shareholder need not use all his votes, nor does he need to cast all his votes, in the same way.