



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

NOTICE

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“ACT”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, that the Resolutions appended is proposed to be passed as Special Resolutions by the members of the Company by way of Postal Ballot.

Pursuant to Section 110 of the Companies Act, 2013 read with the rules made thereunder, the businesses set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members through Postal Ballot. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the appended resolutions setting out the material facts and reasons thereof along with the Postal Ballot Form is enclosed herewith for your consideration.

Members may please note that the Company is providing voting facility through Postal Ballot (including e-voting). Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights, should treat this Notice as intimation only.

Mr. Tushar M. Vora, Company Secretary in Practice, Ahmedabad has been appointed by the Company as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The members opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on Tuesday, the 4th August, 2015.

E-voting:

In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as e-voting) facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot Form through post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The e-voting facility is available at the link <https://www.evotingindia.com>. Please refer the instructions for e-voting printed overleaf of the Postal Ballot Form for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company or a director authorized by him in writing after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting by Postal Ballot (including e- voting) will be announced by the Chairman of the Company or by such other person as may be authorized by him on Friday the 7th August, 2015 at 4.00 p.m. at the Registered Office of the Company. The result of the Postal Ballot and the scrutinizer’s report will be displayed at the said address and posted on the Company’s website at www.welcaststeels.com and communicated to the Stock Exchanges where the shares of the Company are listed.



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

SPECIAL BUSINESSES:

1. SHIFTING OF THE REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF GUJARAT:

To consider and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, if any, (including any statutory modification (s) or re-enactment thereof, for the time being in force), and subject to the approval of the Regional Director / Central Government / any other authority as may be prescribed from time to time and subject to such permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Karnataka to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted and replaced by the following clause:

II. The Registered Office of the Company will be situated in the State of Gujarat.

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Plot No. 15, Phase I, Peenya Industrial Area, Bengaluru, Karnataka, India, 560 058 under the jurisdiction of the Registrar of Companies, Karnataka to 115,GVMM Estate, Odhav Road, Odhav, Ahmedabad, Gujarat under the jurisdiction of the Registrar of Companies, Ahmedabad.”

“RESOLVED FURTHER THAT Mr. Bhadresh K. Shah, Director and Mr. S. N. Jetheliya, Company Secretary of the Company be and are hereby severally authorized to agree to and make and accept such conditions, modifications and alterations by any of the authorities, statutory or otherwise, while according approval, consent as may be considered and necessary and to appoint counsels, advisors, scrutinizers, file applications / petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

2. BORROWINGS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of the Special Resolution under section 293(1)(d) of the Companies Act, 1956, passed in the Twenty Ninth Annual General Meeting of the Company held on 30th August 2001 and pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions of the Act and Rules made thereunder [including any statutory modifications or re-enactments thereof], all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [“Board”] to borrow, from time to time, any sum or sums of money [including non-fund based banking facilities], in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed [apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business] may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 250/- Crores [Rupees Two Hundred Fifty Crores only] over and above the aggregate of the paid-up capital and its free reserves at any time during any Financial Year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

3. MORTGAGE / HYPOTHECATE OF PROPERTIES UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013:

To consider and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution:

“RESOLVED THAT consent of the Members of the Company be and is hereby accorded in terms of Section 180 (1) (a) of the Companies Act, 2013 (“the Act”) to the Board of Directors (“the Board”) of the Company, to mortgage, hypothecate or otherwise create charge or encumbrance of all or any of the properties and assets of the Company, movable and immovable, wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms, in such form and in such manner as the Board may think fit, together with power to take over the management of the business and concern of the Company in certain events to or in favour of all or any of the banks, financial institutions, etc. (hereinafter referred to as “the Lenders”) for securing any loans [both rupees loan as well as foreign currency loans (including temporary loans & working capital facilities obtained from the Company’s Bankers in the ordinary course of business)] and / or advances already obtained or debts already incurred or that may hereafter be obtained from any of the Lenders, all financial obligations / commitments together with interest, additional interest, compound interest, premium on prepayment, costs, charges, expenses and all other moneys due, owing or payable presently or in future by the Company to the said Financial Institutions, Banks or any other lenders provided however for creation of Charges / mortgages / hypothecations, the total amount shall not exceed Rs.250 Crores (Rupees Two Hundred Fifty Crores)over and above the paid-up Share Capital & Free Reserves of the Company during any Financial Year.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize with the Financial Institutions, Banks or any other lenders such deeds, agreements and other documents for creating the mortgage, hypothecation, charge or encumbrance and to do and perform all such acts, deeds, matters and things and to execute or authorize execution of all such documents or writings as the Board of Directors of the Company may consider necessary, expedient, usual, requisite or incidental thereto for the purpose of implementing this resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best interest of the Company.”

**By Order of the Board of Directors
For Welcast Steels Limited**

Place : Bengaluru
Date : 18th June 2015

Sd/-
(S. N. Jetheliya)
Company Secretary



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

NOTES:

1. The Explanatory statements pursuant to Section 102 (1) read with Section 110 of the Companies Act, 2013 setting out the material facts are annexed hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during the business hours.
3. The Notice is being sent to all the members by Speed Post (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 19th June 2015 and these will be considered for voting.
4. The dispatch of the Postal Ballot Notices will be completed by 3rd July 2015. The Voting through Postal Ballot /e-voting will be completed by 4th August 2015. The voting through Postal Ballot / e-voting will commence on 6th July 2015 and end on 4th August 2015.
5. A member who has not received the Postal Ballot Form may request the Company for a duplicate Form. The Postal Ballot Form / Duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 pm on 4th August 2015. The Postal Ballot received after the said date will be treated as not having been received.
6. Resolutions passed by members through Postal Ballot (including e-voting) are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the resolution is not less than three times the number of votes cast against the resolution.
7. The Board of Directors of the Company has appointed Mr. Tushar M. Vora, Practicing Company Secretary, Ahmedabad as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman of the Company or any other person as may be authorized by him in writing.
8. The Resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman of the Company, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on Friday the 7th August 2015 at 4.00 p.m. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.welcaststeels.com besides communicating the same to the BSE Ltd., Mumbai and Bangalore Stock Exchange of India Ltd., Bangalore where the shares of the Company are listed.
9. The Postal Ballot Form and the postal prepaid self-addressed Business Reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
10. The Company is extending e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member opts for e-voting, then he / she should not vote by Postal Ballot and vice-versa. However, in case members cast their vote,



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

through physical Postal Ballot and e-voting, then voting by e-voting shall prevail and voting done by physical postal ballot shall be treated as invalid.

11. A member, who desirous to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it in the enclosed self addressed postage Pre-paid envelope.
12. However, envelopes containing postal ballots, if sent by courier at the expenses of the Registered Member will also be accepted.
13. The Postal Ballot Form should be completed and signed by the members. 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 member and in his absence, by the next named member.
14. Postal Ballot Form received after the last date and the time fixed for closure of voting will be strictly treated as cancelled as if the reply from the member has not been received.

**By Order of the Board of Directors
For Welcast Steels Limited**

Place : Bengaluru
Date : 18th June 2015

Sd/-
(S. N. Jetheliya)
Company Secretary

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF KARNATAKA TO THE STATE OF GUJARAT:

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Karnataka, formerly known as State of Mysore. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Karnataka.

The Board of Directors analyzed that the shifting of Registered Office from the State of Karnataka to the State of Gujarat will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The proposed shifting of the Registered Office is in the best interest of the Company. The shareholders and all concerned parties including the creditors or operations or employees of the Company shall in no manner be adversely affected in any manner whatsoever. The shifting will provide more administrative convenience.

In terms of the provisions of Section 12, 13 and 110 of the Companies Act, 2013 read with Rules made thereunder, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of members by way of Special Resolution by Postal Ballot and further required the approval of the Central Government (Regional Director).

A copy of the Memorandum as on date and a copy of indicating the proposed amendments is available for inspection at the Registered Office of the Company on any working day during office hours from 9.30 A.M. to 5.00 P.M.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors recommends passing of the resolution set out in Item No. 1 as Special Resolution for the approval of members by way of a Postal Ballot (including e-voting).



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

2. BORROWINGS UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

In order to meet the additional fund requirements of the Company, it is proposed by the Board at their meeting held on 2nd May, 2015 to increase the overall borrowing limits of the Company.

In terms of the provisions of sections 180[1][c] of the Companies Act 2013, the Board of Directors of the Company requires Member's approval by way of Special Resolution to borrow moneys in excess of aggregate of the paid-up share capital and its free reserves [reserves not set apart for any specific purpose] of the Company.

It is therefore necessary to obtain the approval of Members by way of a Special Resolution to borrow money in excess of aggregate of paid-up Share Capital and its free reserves [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 250 Crores [Rupees Two Hundred Fifty Crores only] over and above the aggregate of the paid-up capital and its Free Reserves at any time during any Financial Year.

The resolution contained in Item No. 2 of the accompanying notice, accordingly, seek Members' approval as Special Resolution for increasing the borrowing limits.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the members of the Company by way of Postal Ballot (including e-voting).

3. MORTGAGE / HYPOTHECATE OF PROPERTIES UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013:

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, it is necessary to obtain fresh approval of the members by means of a Special Resolution, through Postal Ballot, to enable the Board of Directors of the Company to create mortgage / hypothecate on the Company's assets, both present and future, in favour of the lenders / Trustees to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Banker in the ordinary course of business).

It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charges / mortgages / hypothecations for the amount which shall not exceed Rs. 250 Crores [Rupees Two Hundred Fifty Crores only] over and above the paid-up Share Capital and Free Reserves of the Company during any Financial Year."

Further the proposal to Mortgage and / or create charge / Hypothecation by the Company of its immovable properties with power to take over the assets of the Company may be regarded as disposal of the Company's properties / undertaking (s). The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the members of the Company pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all the working days up to the date of declaration of the results of Postal Ballot.

**By Order of the Board of Directors
For Welcast Steels Limited**

Sd/-

(S. N. Jetheliya)
Company Secretary

Place : Bengaluru
Date : 18th June 2015



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058

Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

POSTAL BALLOT FORM

(Please read carefully the instruction printed overleaf before exercising your vote)

Sr. No.

1. Name (s) of Shareholder(s) – including Joint Holders, if any. (in Block Letters)	
2. Registered Address of the sole / first named Shareholder.	
3. Registered folio No. / DP ID No. / Client ID No.* (* Applicable to Investors holding shares in dematerialized Form)	
4. Number of Shares held	

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot (including e-voting) for the business as stated in the notice dated 18th June 2015 of the Company by sending my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Particulars of the Resolution	No. of Equity shares	I / We assent to the Resolution [For]	I / We dissent to the Resolution [Against]
1.	SPECIAL RESOLUTION pursuant to the provisions of Section 12, 13 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, if any, (including any statutory modification (s) or re-enactment thereof, for the time being in force), and subject to the approval of the Regional Director / Central Government / any other authority as may be prescribed and subject to such permissions and sanction, as may be required from any other authority, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Karnataka to the State of Gujarat.			
2.	SPECIAL RESOLUTION under Section 180 (1) (c) of the Companies Act, 2013 authorizing the Board of Directors to Borrow money which together with money borrowed by the company exceed the aggregate of its Paid-up Share Capital and Free Reserves apart from temporary loans obtained from the Company's Bankers in Ordinary Course of Business) provided that the total borrowing shall not exceed Rs. 250 crores.			
3.	SPECIAL RESOLUTION under Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors to Mortgage / Hypothecate / Create Security and / or create any charge on immovable and / or movable Properties of the Company to secure the Borrowings (including temporary loans & Working Capital Facilities obtained by the Company from any of its Scheduled Banks / Financial Institutions in the Ordinary Course of Business), the total amount shall not exceed Rs. 250 Crore.			

Place:

Date:

(Signature of the Shareholder / s)

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	Existing Password*
150619006	Folio No. / Client ID	PAN Number / Bank Account No. / Date of Birth
* Voting facility will be available during the following voting period.		
Commencement of e-voting	End of e-voting / receipt of Postal Ballot	
Monday, 6th July 2015 at 9 a.m.	Tuesday, the 4th August 2015 at 5.00 p.m.	

NOTE: Please read the instructions carefully before exercising your vote.



[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

INSTRUCTIONS

1. A Member, who desirous to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form (in original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed, postage pre-paid envelope.

However, envelopes containing postal ballot form, if sent by courier / registered post to the address of the Scrutinizer at the expense of the Member, will also be accepted.
2. The consent of the Member must be accorded by recording the **assent** in the column '**FOR**' and **dissent** in the column '**AGAINST**' by affixing a tick mark (✓) in the appropriate column. The assent or dissent received in any other manner shall not be considered valid.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the RTA by the first named Member and in his/her absence, by the next named Member.
4. The right of voting by Postal Ballot shall not be exercised by a Proxy.
5. An unsigned or incorrect Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. The postage pre-paid self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday the 4th August 2015. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the Member has not been received.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Members as on 19th June 2015.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date and time specified herein above.
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed envelope, other than those elucidated in point number 6. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
 Regd. Office: 15, Phase I, Peenya Industrial Area,
 Bengaluru – 560 058
 Website: www.welcaststeels.com;
 Email: info@welcaststeels.com
 Ph.: 080-28394058, 28394059, 64502100

13. Voting through electronic means:

In case of members receiving e-mail for Postal Ballot:

The e-voting periods Starts on Monday the 6th July, 2015 at 9.00 A.M. and ends on Tuesday the 4th August, 2015 at 5.00 p.m. During this period, the members of the company holding shares either in physical form or in dematerialized form, as on the Cut-off date of 19th June 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 - (x) Click on the EVSN of **Welcast Steels Limited (WSL)** on which you choose to vote.
 - (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of Postal Ballot Form:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The e-voting period begins on Monday the 6th July 2015 (9.00 a.m.) and ends on Tuesday the 4th August 2015 (5.00 p.m.). During this period Members' of the Company,



WELCAST STEELS LIMITED

[CIN:L27104KA1972PLC002163]
Regd. Office: 15, Phase I, Peenya Industrial Area,
Bengaluru – 560 058
Website: www.welcaststeels.com;
Email: info@welcaststeels.com
Ph.: 080-28394058, 28394059, 64502100

holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th June 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) The voting rights of Members shall be in proportion to their Shares of the paid-up equity share capital of the Company.
- (D) Mr. Tushar Vora, Practicing Company Secretaries (Membership Number FCS-3459; CP No. 1745) [Address: 32 Arpan Society, Nr. Mayur High School, Paliyad Nagar, Naranpura, Ahmedabad – 380010] has been appointed as the Scrutinizer to scrutinize the Postal Ballot (including e-voting) process in a fair and transparent manner.
- (E) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloadable section of www.evotingindia.co.in under help section or write email to helpdesk.evoting@cdslindia.com
- (F) The Scrutinizer shall within a period not exceeding three (3) working days from the closing of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any of the person authorized by him in writing.
- (G) The Results shall be declared by the Company on 7th August 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.welcaststeels.com and on the website of CDSL within two (2) working days of passing of the resolutions and communicated to the Stock Exchanges.

Contact Details

Company	:	Welcast Steels Limited Regd. Office: 15, Phase I, Peenya Industrial Area, Bengaluru – 560 058 Website: www.welcaststeels.com ; email: info@welcaststeels.com Ph.: 080-28394058, 28394059, 64502100
Registrar and Share Transfer Agent	:	Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate Sakivihar Road, Saki Naka Andheri (E), Mumbai- 400 072. Phone : 022 - 28470652, 40430200 Fax : 022 - 28475207 E-mail : info@bigshareonline.com
e-Voting Agency	:	Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	:	CS Tushar Vora, Practicing Company Secretary E-mail : cstushar@tusharvora.com