

May 04, 2019

To  
The Manager  
The Department of Corporate Services  
BSE Limited  
Floor 25, P. J. Towers,  
Dalai Street, Mumbai — 400 001

To  
The Manager  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai — 400 051

**Scrip Code: 531147**

**Scrip Symbol: ALICON**

**Sub: Results of Postal Ballot**

Sir/Madam,

This has reference to our letter dated March 29, 2019 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the Members by way of Special Resolutions vide Postal Ballot/ Electronic Voting with respect to the following items of business:

1. Re-appointment of Mr. A.D.Harolikar (DIN: 00239460) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.
2. Re-appointment of Mr. Vinay Panjabi (DIN: 00053380) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions for the above mentioned items of business i.e. 1 and 2 have been passed by the Members of the Company with requisite majority.

The approval is deemed to have been received on the last date of receipt of Postal Ballot forms, i.e. on Thursday, May 02, 2019.

Please find enclosed the voting results and scrutinizer's report. The same will also be made available on the Company's website at [www.alicongroup.co.in](http://www.alicongroup.co.in).

Kindly take this information on your record.

Thanking you,

Yours faithfully,

For **Alicon Castalloy Ltd**



**Swapnal Patane**  
**Company Secretary**

**Name of the Company : ALICON CASTALLOY LTD - POSTAL BALLOT - 2019**

Date of the AGM/EGM	02.05.2019
Total number of shareholders on record date	5602
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group Public	NA NA
<b>No. of shareholders present in the meeting through Video Conferencing</b> Promoters and Promoter Group Public	NA NA

**Agenda-wise disclosure (to be disclosed separately for each agenda item)**

Resolution required : (Ordinary)			<b>Resolution No.1 - Re-appointment of Mr. A.D. Harolikar as an Independent Non-Executive Director</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	0	(4)	(5)		
Promoter and Promoter Group	E-Voting	8702913	0	0.00	0	0	0.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8702913</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	5812	0	0.00	0	0	0.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5812</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	4931396	1960080	39.75	1960080	0	100.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (if applicable)		17	0.00	7	10	41.18	58.82
	<b>Total</b>		<b>4931396</b>	<b>1960097</b>	<b>39.75</b>	<b>1960087</b>	<b>10</b>	<b>100.00</b>
<b>Total</b>		<b>13640121</b>	<b>1960097</b>	<b>14.37</b>	<b>1960087</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

Resolution required : (Ordinary)			Resolution No.2 - Re-appointment of Mr. Vinay Panjabi as an Independent Non-Executive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	E-Voting	8702913	0	0.00	0	0	0.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>8702913</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	5812	0	0.00	0	0	0.00	0.00
	Poll			0.00			0.00	0.00
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	<b>Total</b>		<b>5812</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	4931396	1960080	39.75	1960080	0	100.00	0.00
	Poll			0.00		0	0.00	0.00
	Postal Ballot (if applicable)		2017	0.04	2007	10	99.50	0.50
	<b>Total</b>		<b>4931396</b>	<b>1962097</b>	<b>39.79</b>	<b>1962087</b>	<b>10</b>	<b>100.00</b>
<b>Total</b>		<b>13640121</b>	<b>1962097</b>	<b>14.38</b>	<b>1962087</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

4<sup>th</sup> May, 2019

The Chairman,  
Alicon Castalloy Ltd.  
Gat No. 1426, Village Shikrapur  
Taluka Shirur, Dist. Pune  
Pin: 412 208  
Maharashtra

Dear Sir,

**Sub: Report on passing of Special Resolutions by Postal Ballot**

I am appointed as a Scrutinizer by Alicon Castalloy Limited (hereinafter referred to as "the Company") for conducting the process of postal ballot in a fair and transparent manner for passing resolution as per **Annexure-1** to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

The Company dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolution and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on 22/03/2019.

The Company has appointed CDSL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid email-Ids. The mails were Password Protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, passwords were sent physically for facilitating e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- |    |                                                                                                                                                  |   |                        |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------|---|------------------------|
| 1) | (a) Number of ballot paper posted on 29/03/2019 (physical)                                                                                       | : | 1458                   |
|    | (b) Number of ballot papers e-mailed on 30/03/2019                                                                                               | : | 4144                   |
|    | (c) Number of ballot papers returned undelivered by Post                                                                                         | : | 32                     |
|    | (d) Number of e-mails bounced/undelivered as per Universal email (E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 214                    |
| 2) | Date of commencement of voting cycle                                                                                                             | : | 03/04/2019 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed                                                                                      | : | 02/05/2019 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting                                                                                                      | : | 02/05/2019 (5:00 p.m.) |

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5)	(a) Number of response received (Physical)	:	5
	(b) Number of response received (e-voting)	:	4
	<b>Total</b>	:	<b>9</b>
6)	(a) Number of valid ballot papers received (Physical)	:	5
7)	(a) Number of invalid ballot papers received (physical)	:	0
	(b) Number of invalid e-voting	:	0
8)	<b>Resolution 1 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	7 (2 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	19,60,080 (4 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>19,60,087 (100%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	10 (2 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	Nil
	<b>Total Number of votes cast against the Resolution</b>	:	<b>10 (Negligible)</b>
	<b>Number of votes abstained for voting (physical)</b>	:	<b>2,000 (1 Ballot)</b>
9)	<b>Resolution 2 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	2,007 (3 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	19,60,080 (4 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>19,62,087 (100%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	10 (2Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	Nil
	<b>Total Number of votes cast against the Resolution</b>	:	<b>10 (Negligible)</b>
10)	Number of invalid votes	:	Nil

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.



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**Conclusion –**

- (i) **For Resolution 1 (Special Resolution): Re-appointment of Mr. A. D. Harollikar (DIN: 00239460) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

- (ii) **For Resolution 2 (Special Resolution): Re-appointment of Mr. Vinay Panjabi (DIN: 00053380) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

Thanking you,



Yours faithfully,

A handwritten signature in blue ink, appearing to be 'U.C. Shukla', written over the typed name.

(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Encl: as above.

1. **Special Resolution for re-appointment of Mr. A. D. Harollikar (DIN: 00239460) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. A. D. Harollikar (DIN: 00239460), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from 1stApril, 2019 to 31stMarch, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this Resolution.”

2. **Special Resolution for re-appointment of Mr. Vinay Panjabi (DIN: 00053380) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vinay Panjabi (DIN: 00053380), as an Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from 1stApril, 2019 to 31stMarch, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this Resolution.”



## Details of Voting in terms of SEBI Circulars

ALICON CASTALLOY LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 1							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	2	25.00	7	Negligible	7	Negligible
	Assent (E-voting)	4	50.00	19,60,080	100.00	19,60,080	100.00
<b>1</b>	<b>SUB-TOTAL</b>	<b>6</b>	<b>75.00</b>	<b>19,60,087</b>	<b>100.00</b>	<b>19,60,087</b>	<b>100.00</b>
2	Dissent (Physical)	2	25.00	10	Negligible	10	Negligible
	Dissent (E-voting)	0	Negligible	0	Negligible	0	Negligible
<b>2</b>	<b>SUB-TOTAL</b>	<b>2</b>	<b>25.00</b>	<b>10</b>	<b>Negligible</b>	<b>10</b>	<b>Negligible</b>
	<b>TOTAL</b>	<b>8</b>	<b>100.00</b>	<b>19,60,097</b>	<b>100.00</b>	<b>19,60,097</b>	<b>100.00</b>
3	Invalid	0	N.A.	0	N.A.	0	N.A.

ALICON CASTALLOY LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	3	33.33	2007	0.10	2007	0.10
	Assent (E-voting)	4	44.45	19,60,080	99.90	19,60,080	99.90
<b>1</b>	<b>SUB-TOTAL</b>	<b>7</b>	<b>77.78</b>	<b>19,62,087</b>	<b>100.00</b>	<b>19,62,087</b>	<b>100.00</b>
2	Dissent (Physical)	2	22.22	10	Negligible	10	Negligible
	Dissent (E-voting)	0	Negligible	0	Negligible	0	Negligible
<b>2</b>	<b>SUB-TOTAL</b>	<b>2</b>	<b>22.22</b>	<b>10</b>	<b>Negligible</b>	<b>10</b>	<b>Negligible</b>
	<b>TOTAL</b>	<b>9</b>	<b>100.00</b>	<b>19,62,097</b>	<b>100.00</b>	<b>19,62,097</b>	<b>100.00</b>
3	Invalid	0	N.A.	0	N.A.	0	N.A.



Alicon Castalloy Limited - Postal Ballot

**BASIS OF ACCEPTANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 22/03/2019, which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or 'No' 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.



  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654