



Notice

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Company will be held at the Registered Office of the Company at Rathod Colony, P.O. Rajgangpur, District. Sundergarh, Odisha-770 017 on Thursday, the August 22, 2013 at 11:30 AM to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Statement of Profit & Loss for the Financial year ended on that date, Cash Flow Statement for the Financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial year ended March 31, 2013.
3. To appoint a Director in place of Mr. M. B. N. Rao, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Naresh Chandra, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Dr. Jamshed J. Irani, who retires by rotation and is eligible for re-appointment.
6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :

"RESOLVED THAT M/s. Lodha & Co., Chartered Accountants, 14, Government Place, East, Kolkata 700069, having Firm Registration No. 301051E , be and are hereby reappointed as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and the Board of Directors of the Company be and are hereby authorised to fix their remuneration plus other applicable expenses in connection with statutory audit and/or continuous audit and also such other remuneration, as may be decided by the Board /Committee of the Board, for performing the duties other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board."

By Order of the Board of Directors
For **Electrosteel Castings Limited**

A. K. Kanodia
Company Secretary

May 10, 2013
Kolkata

NOTES :

- (a) The relevant details in respect of item Nos. 3 to 5 above, pursuant to Clause 49 of the Listing Agreement, are annexed hereto.
- (b) **EVERY SHAREHOLDER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER AND SUCH PROXY NEED NOT BE A SHAREHOLDER. THE PROXY FORMS SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
- (c) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Resolution of the Board of Directors authorizing their representative to attend and vote on their behalf at the Meeting.
- (d) The Register of Members and Share Transfer books of the Company will remain closed from 16th August, 2013 to 22nd August, 2013 (both days inclusive).
- (e) The dividend on Equity shares, if declared, shall be paid to those members whose names appear in the Register of Members of the Company as on 14th August, 2013. With respect to shares held in electronic form the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on 14th August, 2013 as per details furnished by the Depositories for this purpose.
- (f) The Unclaimed dividend for the financial year 2004-05 has been transferred by the Company to the Investor Education & Protection Fund constituted by the Central Government under Section 205A & 205C of the Companies Act, 1956. Members who have not encashed their dividend in respect of subsequent years are requested to check with the Company's Registered Office at Rathod Colony, Rajgangpur, Dist. Sundergarh, Odisha-770017. Members are requested to note that in terms of Section 205C of the Companies Act, 1956 any dividend unpaid/unclaimed for a period of 7 years from the date when it first became due for payment is required to be transferred to the Investor Education and Protection Fund of the Central Government. Thereafter, no claim shall be entertained in respect of the dividend transferred to the Fund.
- (g) Members desirous of getting any information in respect of the Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting as also the Attendance Slip duly filled in for attending the meeting.
- (h) Shareholders are requested to provide particulars of their bank account details for availing 'National Electronic Clearing Service' (NECS) facility. Further, NECS facility is also available to the beneficial owners of shares in demat form. Those desirous of availing the facility may provide their mandate for physical holding to the Company and for demat holding to their DP in writing.
- (i) Equity Shares of the Company fall under the category of compulsory dematerialised trading by all investors. Considering the advantages of scripless trading, shareholders are requested to consider dematerialisation of their shareholding so as to avoid inconvenience.
- (j) Members are also requested to notify their email addresses, if any, to the Company/Registrar & Share Transfer Agent so that all correspondence can be sent to them electronically in view of Circular No. 17/95/2011 CL-V dated 21st April, 2011 issued by Ministry of Corporate Affairs. Members willing to receive such correspondence physically free of cost should inform the Company.
- (k) Shareholders are requested to give us their valuable suggestions for improvement of our investor services.

Annexure as referred to in the notes on notice

Information pursuant to Clause 49 of the
Listing Agreement regarding reappointment of Directors

Mr. M.B.N. Rao

Mr. M B N Rao, aged 64 years, is a B. Sc (Ag), ACIB (London), FIIB. DCS (Cambridge), IDCS (London). He is the Former Chairman & Managing Director of Canara Bank having rich experience in the field of banking and finance in India and abroad. He also held position of Chairman of the Indian Banks' Association, Chairman of various companies engaged in Banking, Insurance, Mutual Funds and Merchant Banking. He is a Graduate in agriculture, Fellow of the Indian Institute of Banking and Finance, Associate of the Chartered Institute of Banking, London and holds diplomas in Computer Studies from Cambridge and National Computing Centre, London. He is holding 1000 equity shares of the Company. His directorships in other Public Limited Companies are as follows :

Sl. No.	Name of the Company	Nature of Interest	Chairmanship/ Membership of Committee
1.	Cholamandalam Investment and Finance Company Limited	Chairman	Audit Committee - Member
2.	E.I.D. Parry (India) Limited	Director	Audit Committee - Member
3.	Madras Cements Limited	Director	-
4.	TAZ GVK Hotels and Resorts Ltd.	Director	Audit Committee- Member
5.	Neyveli Lignite Corporation Ltd.	Director (Appointed by GOI)	Audit Committee- Member
6.	Aircel Limited	Director	-
7.	Aircel Cellular Limited	Director	-
8.	Dishnet Wireless Limited	Director	-
9.	Apollo Munich Health Insurance Company Limited	Director	Audit Committee- Chairman
10.	CRISIL Risk and Infrastructure Solutions Limited	Director	-
11.	Indian Clearing Corporation Limited	Director	Audit Committee- Chairman
12.	Lanco Amarkantak Power Limited	Director	Audit Committee- Chairman
13.	Lanco Power Limited	Director	Audit Committee- Member
14.	Nuziveedu Seeds Limited	Director	Audit Committee- Member

Mr. Naresh Chandra

Mr. Naresh Chandra, aged 78 years, is a retired IAS. He is a qualified M.Sc. (Mathematics) and has held senior posts in the Indian Civil Service. He was the advisor to the Governor of Jammu & Kashmir from 1986 to 1989, Cabinet Secretary to the Indian Government from 1990 to 1992, senior advisor to the Prime Minister of India from 1992 to 1995, Governor of the State of

Gujarat from 1995 to 1996, and India's ambassador to the United States from 1996 to 2001. After he retired from the civil service, he was appointed by the Indian Government to chair a committee on Corporate Governance. He is holding 1,000 equity shares of the Company. His directorships in other Public Limited Companies are as follows :

Sl. No.	Name of the Company	Nature of Interest	Chairmanship/ Membership of Committee
1.	Hindustan Motors Limited	Director	Audit Committee - Chairman
2.	Bajaj Auto Limited	Director	Audit Committee - Member and Shareholders' / Investors' Grievance Committee - Member
3.	Bajaj Finserv Limited	Director	Audit Committee - Member
4.	Bajaj Holdings and Investments Ltd.	Director	Audit Committee - Member
5.	Balrampur Chini Mills Limited	Chairman	-
6.	Cairn India Limited	Director	Audit Committee - Member
7.	Gammon Infrastructure Project Ltd.	Director	Audit Committee - Member
8.	EROS International Media Limited	Chairman	Audit Committee - Member
9.	AVTEC limited	Director	-

Dr. Jamshed Jiji Irani

Dr. Jamshed Jiji Irani, aged 76 years, has held senior positions in various companies, including Managing director of Tata Iron and Steel Co. Limited. Dr. Irani is a Fellow member of the Institute of Metals, Institution of Engineers, All India Management Association, Institute of Standards Engineers, Indian Academy of Sciences and Institution of Industrial Managers. He is holding 1,000 equity shares of the Company. His directorships in other Public Limited Companies are as follows :

Sl. No.	Name of the Company	Nature of Interest	Chairmanship/ Membership of Committee
1.	Repro India Limited	Director	-
2.	Housing Development Corporation Limited	Director	-
3.	Kansai Nerolac Paints Limited	Chairman	-

None of the Directors is interested or concerned other than those whose reappointment is sought in the respective Resolutions.

The Board of Directors commends the Resolutions for your approval.

By Order of the Board of Directors
For **Electrosteel Castings Limited**

A. K. Kanodia
Company Secretary

May 10, 2013
Kolkata