

August 17, 2015

To,  
The Manager,  
Corporate Relationship Department,  
BSE Limited,  
Dalal Street,  
Mumbai.

To,  
The Manager,  
The National Stock Exchange of India Ltd.  
Bandra Kurla Complex,  
Mumbai.

**Sub: Result of Postal ballot – Compliance of Clause 35A of the Listing Agreement**

Respected Sirs,

We wish to inform you the Company has conducted the Postal Ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 issued by Securities and Exchange Board of India, for obtaining Shareholders' approval by way of resolution for the transfer of "Casting Business Undertaking" (as defined in Scheme) of Atlas Castalloy Limited to Alicon Castalloy Limited pursuant to the Scheme of Arrangement between Atlas Castalloy Limited and Alicon Castalloy Limited and their respective shareholders and creditors as detailed in the Postal Ballot Notice dated July 14, 2015. As per the aforesaid circulars of SEBI, the Promoters and Promoters group have abstained from voting on the resolution.

The relevant resolution has been passed by the members based on the votes cast by Physical ballot papers and e-voting.

In compliance with the requirements under clause 35A of the Listing Agreement with the Stock Exchange, we are enclosing herewith the details in the prescribed form along with the scrutinizer's report.

Please acknowledge the receipt.

Thanking you,  
For Alicon Castalloy Ltd.

A handwritten signature in black ink, appearing to be 'S. Rai', written in a cursive style.

S. Rai  
Chairman & Managing Director  
(DIN: 00050950)

1	Date of declaration of result of voting through postal ballot	Monday, 17 <sup>th</sup> August, 2015
2	Total number of shareholders on record date:	4,164 (Four Thousand One Hundred and Sixty Four)
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A.
5	(Agenda-wise) Details of the Agenda:  Resolution required: Mode of voting:	To consider and approve transfer of "Casting Business Undertaking" (as defined in Scheme) of Atlas Castalloy Ltd. to Alicon Castalloy Ltd. under the provisions of Section 391 to 394 of the Companies Act, 1956.  Ordinary Resolution Postal ballot / E-voting

Promoter/Public	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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	11,07,965	11,07,965	100.00	11,07,262	703	99.94	0.06
<b>Total</b>	<b>11,07,965</b>	<b>11,07,965</b>	<b>100.00</b>	<b>11,07,262</b>	<b>703</b>	<b>99.94</b>	<b>0.06</b>



S. Rai  
Chairman & Managing Director  
(DIN: 00050950)

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 an Ordinary Resolution by Postal Ballot**

I am appointed as Scrutinizer by the Board of Directors of Alicon Castalloy Limited for conducting the process of postal ballot in a fair and transparent manner for passing the following resolution as an 'Ordinary Resolution' 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'):

- **“Ordinary Resolution seeking approval from public shareholders (i.e. Equity Shareholders other than those forming part of the promoters and promoters group) to the Scheme of arrangement between Alicon Castalloy Limited and Atlas Castalloy Limited and their respective shareholders and creditors.”**

Ballot papers were dispatched along with notice pursuant to Section 110 of the Act along with draft of Ordinary 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 and names of Beneficial Holders as provided by Depositories NSDL/CDSL as on 10/07/2015.

CDSL was appointed to conduct e-voting through their online e-voting system. Accordingly, Postal Ballot papers were emailed to those Shareholders holding valid email Id by RTA. The mails were Password Protected as per SQTC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, were sent password physically by RTA for 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 15/07/2015 (physical):	1,735
	(b) Number of ballot papers e-mailed by RTA :	2,429
	(c) Number of ballot papers returned undelivered by Post :	100
	(d) Number of e-mails bounced/undelivered as per RTA, e-mails were re-sent and also physical postal ballot papers were sent by post. :	27



...2/

2)	Date of commencement of voting cycle	:	16/07/2015 (9:00 a.m.)
3)	Last date fixed for receiving ballot papers, duly completed	:	14/08/2015 (5:00 p.m.)
	Last date fixed for voting through e-mail (e-voting)	:	14/08/2015 (5:00 p.m.)
4)	(a) Number of response received (Physical)	:	9
	(b) Number of response received (e-voting) <b>(Refer Note 1)</b>	:	12
	<b>Total</b>	:	<b>21</b>
5)	(a) Number of valid ballot papers received (Physical)	:	8
6)	(a) Number of invalid ballot papers received (physical)	:	1
7)	(a) Number of votes cast "For the Resolution (physical)"	:	301 (4 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	11,06,961 (11 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>11,07,262 (99.94%)</b>
8)	(a) Number of votes cast "Against the Resolution (physical)"	:	650 (4 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)";	:	53 (2 cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>703 (0.06%)</b>
9)	Number of invalid votes	:	200 (1 Ballot)
	Number of votes rejected (on the ground of double voting)	:	0

**Note 1:** One shareholder holding 9 shares has casted by e-voting 6 votes in favour and 3 votes against the resolution.

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

A summarized statement showing the details of votes cast is annexed and forms part of this report (**Annexure 1**).

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure 2** of this report.

#### Conclusion –

**"Since the number of votes cast by the Members in favor of the resolution are more than the number of votes cast against the Resolution, the proposed Ordinary Resolution may be declared as passed."**

Thanking you,



Yours faithfully,

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

Encl: as above.

## Details of Voting in terms of SEBI Circulars

ALICON CASTALLOY LIMITED							
POSTAL BALLOT							
SUMMARY REPORT FOR RESOLUTION APPROVING SCHEME OF ARRANGEMENT							
Sr. No.	Particuiars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	4	18.18	301	0.03	301	0.03
	Assent (E-voting)	11	50.00	11,06,964	99.89	11,06,961	99.89
<b>1</b>	<b>SUB TOTAL</b>	<b>15</b>	<b>68.18</b>	<b>11,07,265</b>	<b>99.92</b>	<b>11,07,262</b>	<b>99.92</b>
2	Dissent (Physical)	4	18.18	650	0.05	650	0.06
	Dissent (E-voting)	2	9.09	59	0.01	53	Negligible
<b>2</b>	<b>SUB TOTAL</b>	<b>6</b>	<b>27.27</b>	<b>709</b>	<b>0.06</b>	<b>703</b>	<b>0.06</b>
3	Invalid	1	4.55	200	0.02	200	0.02
	<b>TOTAL</b>	<b>22</b>	<b>100.00</b>	<b>11,08,174</b>	<b>100.00</b>	<b>11,08,165</b>	<b>100.00</b>

**Note:** One shareholder holding 9 Equity Shares has casted by e-voting 6 votes in favour and 3 votes against the resolution.





Alicon Castalloy Ltd. Postal Ballot

**BASIS OF ACCEPANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 10/07/2015 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 number of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Where a shareholder has not put any tick mark on either assent or dissent.
3. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
4. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
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 not received.
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 attested by other person / authority.



A handwritten signature in black ink, appearing to be 'U.C. Shukla'.

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