

28<sup>th</sup> September, 2017

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.

Dear Sir,

**Sub: Declaration of voting results**

We would like to inform you that the 27<sup>th</sup> Annual General Meeting of the Company was held on Tuesday, 26<sup>th</sup> September, 2017. The results of the votes cast through remote e-voting and ballot on all the resolutions are enclosed alongwith a copy of consolidated scrutinizer's report, which is also available on the Company's website [www.alicongroup.co.in](http://www.alicongroup.co.in).

The details regarding the voting results in specified format as per Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is attached herewith alongwith the scrutinizer's report.

Please acknowledge receipt.

Thanking you,

Yours faithfully,  
For ALICON CASTALLOY LIMITED



  
(A. D. HAROLIKAR)  
DIRECTOR

Encl: As above.

**Announcement of Results of voting on various resolutions placed in the Annual General Meeting held on 26<sup>th</sup> September, 2017.**

Results of voting by remote e-voting and ballot system conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Act (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company had appointed Mr. Upendra C. Shukla, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting and ballot process. Mr. Upendra C. Shukla has submitted his report. The details of consolidated voting by remote e-voting and ballot are as under:

**Resolution No. 1:** Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 2:** Ordinary Resolution: To declare dividend for the financial year 2016-17.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.



**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mrs. Pamela Rai (DIN: 00050999) who retires by rotation and being eligible, offers herself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 4:** Ordinary Resolution: To appoint M/s. Kirtane & Pandit LLP, Chartered Accountants as Statutory Auditors for a term of five years and fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 5:** Special Resolution: To re-appoint Mr. S. Rai (DIN: 00050950) as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> November, 2017.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.



**Resolution No. 6:** Special Resolution: To confirm Mr. Junuchi Suzuki as the ultimate beneficial owner of the 8,60,000 Equity Shares proposed to be issued to Enkei Corporation, Japan on preferential basis.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	6	1100153	99.45	6	6122	0.55	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	25	9865125	00.94	6	6122	0.06	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

**Resolution No. 7:** Special Resolution: To authorize Board of Directors of the Company to determine fees to be charged to a member under section 20(2) of the Companies Act, 2013.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Poll	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

For ALICON CASTALLOY LTD.



(A.D. HAROLIKAR)  
DIRECTOR

Place: Mumbai  
Date: 28<sup>th</sup> September, 2017

**UPENDRA SHUKLA**

*B. Com., F. C. S.*

**Company Secretary**

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri S.Rai  
Chairman,  
Alicon Castalloy Limited,  
Gat no. 1426, Village Shikrapur,  
Taluka Shirur,  
District Pune 412208

Dear Sir,

**Sub: Combined Report on E-voting and voting by Ballot conducted at the 27th Annual General Meeting of Alicon Castalloy Limited.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 27th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 27th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 27th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 27th AGM of the Shareholders of the Company, held on Tuesday, the 26th September, 2017.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 27th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:



**Resolution No. 1:** Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company (standalone and consolidated) for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	11	1106225	100.00	1	50	0.00	0	0
Ballot	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 2:** Ordinary Resolution: To declare dividend for the financial year 2016-17.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mrs. Pamela Rai (DIN: 00050999) who retires by rotation and being eligible, offers herself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



**Resolution No. 4:** Ordinary Resolution: To appoint M/s. Kirtane & Pandit LLP, Chartered Accountants as statutory auditors for a term of five years and fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Resolution No. 5:** Special Resolution: To re-appoint Mr. S.Rai (DIN: 00050950) as Managing Director of the Company for a period of five years w.e.f. 1st November, 2017

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Ballot	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.

**Resolution No. 6:** Special Resolution: To confirm Mr. Junuchi Suzuki as the ultimate beneficial owner of the 8,60,000 Equity Shares proposed to be issued to Enkei Corporation, Japan on preferential basis.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser eceived	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.



**Resolution No. 7:** Ordinary Resolution: To authorize Board of Directors of the company to determine fees to be charged to a members under section 20(2) of the Companies Act, 2013

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
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Ballot	19	8764972	100.00	0	0	0.00	0	0
Combined	30	9871197	100.00	1	50	0.00	0	0


Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

- 7) Out of 19 ballot papers, no ballot paper was rejected.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,

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

Date: 27th September, 2017  
Place: Mumbai