



STEELCAST LIMITED

REGD. OFFICE & WORKS RUVAPARI ROAD
BHAVNAGAR, GUJARAT
INDIA 364 005
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E-MAIL info@steelcast.net
WEBSITE www.steelcast.net
CIN L27310GJ1972PLC002033

AC

By Listing Centre

July 14, 2018

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

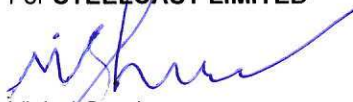
Sub : Notice of 47th Annual General Meeting of STEELCAST LIMITED
Ref : Scrip Code 513517

Pursuant to Regulations 30, 36, 44 and other applicable regulation of SEBI (LODR) Regulations, 2015, we wish to inform you the following details:

1. The Forty Seventh Annual General Meeting of the Company for the Financial Year 2017-18 will be held on Tuesday, 07th August, 2018 at 16:00 Hours at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar 364 002 to transact the business set out in the notice of the said meeting. A copy of the notice is attached herewith for your information and record.
2. The Annual Report for the Financial Year 2017-18 of the Company was despatched to the shareholders of the Company at their registered address/e-mail id on 12th July, 2018 and 13th July, 2018 respectively.
3. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administrative) Rules, 2014 the Company is offering e-voting facility to the members to cast their votes electronically through e-voting services provided by M/s. National Securities Depository Limited (NSDL).
4. The cut-off date for determining the eligibility of members to vote by remote e-voting is Thursday, 02nd August, 2018. The voting period begins on Saturday, 04th August, 2018 at 09:00 AM and ends on Monday, 06th August, 2018 by 05:00 PM.
5. M/s. Dinesh G Bhimani & Associates, Practicing Company Secretaries, Anand, Gujarat, has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
6. Kindly note that the Chairman or in his absence any Director will announce the result which shall not be later than 05:00 PM, 09th August, 2018. The declared result along with Scrutinizer's report shall be placed on Company's website at www.steelcast.net and also on the website of NSDL. The result will also be communicated to BSE Ltd, where the Company's share is listed.

Please take the above intimation on records.

Thanking you,
For **STEELCAST LIMITED**


Vishal Sondagar
COMPANY SECRETARY



STEELCAST LIMITED

CIN: L27310GJ1972PLC002033

Registered Office: Ruvapari Road, Bhavnagar, Gujarat 364 005.

Phone 0278-2519062 www.steelcast.net, info@steelcast.net

Notice of 47th Annual General Meeting

NOTICE is hereby given that the **47th Annual General Meeting** of the Members of STEELCAST LIMITED will be held at 1600 Hours on Tuesday the August 7, 2018, at Efce Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.
- To declare dividend on equity shares for the year ended 31st March, 2018.
- To appoint a Director in place of Mrs. Manali C Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

- To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 80,000 (Rupees Eighty Thousand Only) plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year commencing on April 1, 2018 and ending on 31st March, 2019, as fixed by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. S K Rajani & Co., Cost Accountants (FRN.101113), for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325.7325 and 8487), be and is hereby ratified and confirmed".

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Dhimant Dhirajlal Mehta (holding DIN 00362227), who was appointed as

Additional Independent Director dated on 25th July, 2017 up to the conclusion of next Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office for a period of three (3) years effective from 25th July, 2017, not subject to retirement by rotation."

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Rushil Chetan Tamboli (DIN 07807971) who was appointed as Additional Whole Time Director dated on 02nd November, 2017, be and is hereby reappointed as a Whole Time Director of the Company for a period of 5 (Five) years effective from 02.11.2017, with the terms of remuneration and also with the other terms and conditions more particularly described in the agreement to be entered into between the Company and Mr. Rushil Chetan Tamboli, with liberty to the Board to alter the same from time to time, so long as the alterations are in conformity with the provisions of Schedule V to the Companies Act, 2013":

- Salary:** Salary of ₹ 50,000/- Per month in the scale of ₹ 50,000-5000-75,000, with future increments following due on 1st November every year hereafter.
- Conveyance Allowance:** Conveyance allowance of ₹ 8,000/- per month
- Perquisites:** Perquisites shall be allowed in addition to salary. Perquisites are classified in two categories, i.e., Part-A and Part-B as follows:

PART-A

- Leave Travel Concession:** WHOLE TIME DIRECTOR and his family, once in a year in accordance with the rules specified by the Company
- Fees of Clubs:** Subject to a maximum of two clubs. This will not include admission and life membership fees.
- Medical Expenses Reimbursement, Mediclaim Insurance & Personal Accident Insurance:** As applicable to other Executives of the Company in accordance with the Company's rules.

PART-B

Contribution to the Provident Fund, Superannuation Fund and or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

- a. Provident Fund: Provident Fund as applicable to other Executives of the Company.
- b. Gratuity: Gratuity as applicable to other Executives of the Company.
- c. Superannuation: Superannuation as applicable to other Executives of the Company.

"RESOLVED FURTHER THAT recommendation made by the Nomination and Remuneration Committee, the Board may vary, from time to time the remuneration payable to Mr. Rushil C Tamboli, so long as it is in conformity with the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT Mr. Chetan M Tamboli, Chairman and Managing Director be and is hereby authorised to execute and sign the agreement, including any supplementary agreement as may be required at a future date, on behalf of the Company with Mr. Rushil C Tamboli, and the common seal of the Company be affixed on the said agreement in the presence of him."

7. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligation and Disclosures) Regulations, 2015 as amended, Mr. Tipirneni Kumar (holding DIN 00028100), who was appointed as Director, being director liable to retire by rotation, at the last annual general meeting of the company held on 4th July, 2017, and whose term of office expires at this annual general meeting in terms of resolution passed by the Board at their meeting held on August 31, 2017, be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors
For **STEELCAST LIMITED**

(Chetan M Tamboli)

Place: Bhavnagar
Date: May 30, 2018

CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment is annexed hereto.
3. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member of the Company. The proxy form duly completed and signed should be lodge with the Company at its Registered Office at least 48 hours before the time of the meeting.**
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section

113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from August 3, 2018 to August 7, 2018 (both days inclusive) for the purpose of 47th Annual General Meeting

NOTES: (Contd.)

10. Pursuant to Section 124 & Section 125 as per Companies Act, 2013 came in to effect on September 7, 2016 (corresponding to the provisions of Section 205A (5) and 205C of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed/unpaid dividend in respect of financial year 2010-11 is due for transfer to the said Fund in September 2018. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or the said Fund after the said transfer.
11. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2010-11, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/ revalidated dividend warrant(s).
12. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the R&T Agents M/s. MCS Share Transfer Agent Ltd, 101, First Floor, Shatdal Complex, Opp: Bata Show Room, Ahmedabad 380 009 or the Company at Ruvapari Road, Bhavnagar 364 005. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
13. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
- 14. Voting through electronic means:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulation 2015, the Company is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 47th Annual General Meeting (AGM). The Company has engaged the service of National Securities Depository Limited (NSDL) as authorised agency to provide e-voting facilities. The instructions for remote e-voting are as under:
- 14.1 In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants), the following may be done:
- Open the email and the attached PDF file viz: "STEELCAST remote e-voting. PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder-Login
 - Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep password confidential.
 - Home page of e-voting opens. Click on e-voting: Active Voting Cycle.
 - Select "EVEN" of STEELCAST LIMITED
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- 14.2 In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):
- Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps in Sr. Nos. 14.1 a to l above to cast vote.
- 14.3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or

NOTES: (Contd.)

- contact Mr. Amit Vishal, National Securities Depository Limited, Trade World, 'A' Wing, 4thFloor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 on 022-24994360, toll free : 1800-222-990.
- 14.4 If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 14.5 The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
- 14.6 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 14.7 The remote e-voting period commences on August 4, 2018 (9:00 am) and end on August 6, 2018 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 2, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 14.8 The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date of 02nd August, 2018
- 14.9 Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. August 2, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@steelcast.net. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- 14.10 Mr. Dinesh G Bhimani of D G Bhimani & Associates, Practicing Company Secretary (Membership No. FCS 8064) (Address: 207, Nathwani Chambers, Sardar Gunj, Anand-388 001, Gujarat) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the physical ballots received from members who do not have access to the e-voting process and at the Annual General Meeting) in a fair and transparent manner.
- 14.11 The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes caste at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
- 14.12 The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.steelcast.net and on the website of NSDL immediately. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a Driving License, Passport, and Voter ID Card.
16. The Company is concerned about the environment and utilises natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
17. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its Registered Office address to enable the Company to collect the relevant information.

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

Explanatory Statement (Pursuant to section 102(2) of the Companies Act, 2013)

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 4 OF SPECIAL BUSINESS:

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 30th May, 2018, the Board has considered and approved appointment of M/s S K Rajani & Co., Cost Accountants having FRN.101113, for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325 and 8487) at a remuneration of ₹ 80,000 plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2019.

The Board recommends the resolution set out at Item No. 4 of the Notice for the approval and ratification by the members in terms of Section 148 of the Companies Act, 2013, as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 4.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Dhimant D Mehta (DIN No. 00362227)
Date of Birth	03-03-1951
Nationality	Indian
Date of Appointment on Board	25.07.2017
Qualification	B. Sc. (Physics), Chartered Accountants
Experience	He has worked with Deloitte Touché Tohmatsu India Private Limited as financial advisor for 12 years in his capacity as Director/Partner/Senior Advisor. He was associated with Dr. Mohanlal Piramal Group for more than 21 years, worked as President & Director at Electric Control Gear (India) Limited. He worked as Technical and Financial tie ups and as Financial Controller cum Company Secretary with Maheshwari Mills Limited, Ahmedabad for more than 4 years. He also worked as Chief Internal Auditor at Premier Tyres Limited for almost 2 Years.
Shareholding	NIL
Terms and conditions of appointment along with details of sitting fees	Independent Director for three years w.e.f. 25th July, 2017 with sitting fees as applicable to other non-executive directors for attending Board of Directors meeting and committee meeting thereof.

ITEM NO. 5 OF SPECIAL BUSINESS:

The Board of Directors at their meeting held on 25th July, 2017, and after receiving recommendation from Nomination & Remuneration Committee, had appointed Mr. Dhimant Dhirajlal Mehta (DIN : 00362227), as an Additional Independent Director with effect from 25th July, 2017 pursuant to Section 161 of the Companies Act, 2013. He holds office upto conclusion of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lac) proposing candidature of Mr. Dhimant Dhirajlal Mehta (DIN : 00362227) for the office of Independent Director, to be appointed as such under the provisions of Section 149 and other applicable provisions of the Companies Act, 2013.

The Company has received a declaration from Mr. Dhimant Dhirajlal Mehta (DIN : 0362227) in writing to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), as an Independent Director of the Company for a period of 3 (Three) years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Explanatory Statement (Contd.)

Sitting fees last drawn	₹ 165,000/-
No. of Meetings of the Board attended during the year	Six meetings attended out of Seven meetings applicable to him to attend after his appointment to Directorship during the Financial Year 2017-18.
Directorship of other Companies	NIL
Membership/Chairmanship of Committees of other Companies	NIL

There is no inter-se relationship between the Board Members.

No Director, Key Managerial personnel or their relatives, except Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 6 OF SPECIAL BUSINESS:

Mr. Rushil Chetan Tamboli (DIN : 07807971), son of Mr. Chetan M Tamboli, Chairman & Managing Director and Mrs. Manali C Tamboli, Non-Executive Non-Independent Director of the Company, is working with the Company since August, 2011. He is Bachelor of Science in Industrial Engineering from Pennsylvania State University, University Park, PA.

The Board of Directors at their meeting held on 02nd November, 2017, after receiving recommendations from Nomination & Remuneration Committee, appointed Mr. Rushil Chetan Tamboli (DIN : 07807971), as an Additional Director with title of Whole Time Director for the period of 5 (Five) years subject to approval in next Annual General Meeting of the Company, who is liable to retire by rotation.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration to Mr. Rushil Chetan Tamboli, as Whole Time Director for the period of 5 (Five) years effective from 02nd November, 2017.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lac) proposing candidature of Mr. Rushil Chetan Tamboli (DIN : 07807971) for the office of Whole Time Director, to be appointed as such under provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

Except Mr. Rushil Chetan Tamboli and his relatives including Mr. Chetan M Tamboli, Chairman & Managing Director and Mrs. Manali C Tamboli, Non-executive Non-Independent Director of the Company, none of the other Directors or Key Managerial Persons or their relatives is in any way interested or concerned, financially or otherwise in the passing of the Resolutions set out at item no. 6 except to the extent of their shareholding in the Company, if any.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Rushil C Tamboli (DIN No. 07807971)
Date of Birth	14.08.1989
Nationality	Indian
Date of Appointment on Board	02.11.2017
Qualification	B. E. (IE)
Experience	Working since Aug 2011 in Steelcast Limited in various capacities like 6 Sigma project for improving fuel efficiency of Heat Treatment operations, headed Heat Treatment Section and Shell Moulding Foundry. He was instrumental in developing new parts, achieving improvement in Man Hours Per Ton etc.
Shareholding	NIL
Terms and conditions of appointment along with details of remuneration	As mentioned at Point No 6 under Special Resolution above.
Remuneration last drawn	Rs. 1,061,364/-
No. of Meetings of the Board attended during the year	Three meetings attended out of Four meetings applicable to him to attend after his appointment to Directorship during the Financial Year 2017-18.
Directorship of other Companies	Tamboli Investments Private Limited
Membership/Chairmanship of Committees of other Companies	NIL

Mr. Rushil C Tamboli is the son of Mr. Chetan M Tamboli & Mrs. Manali C Tamboli

Explanatory Statement (Contd.)

ITEM NO. 7 OF SPECIAL BUSINESS:

Special Resolution mentioned in item no. 7 related to appointment of Mr. Tipirneni Kumar (DIN : 00028100) as a Non-Executive Non-Independent Director.

Shri Tipirneni Kumar has been associated with this Company since more than 49 years and at present company is on its way to achieve big milestones of success and for that it is desirable to take advantage of his large experience. In view of the nature of duties discharged by Mr. Tipirneni Kumar, the Board of Directors at its meeting held on 31st August, 2017, appointed him as Non-Executive Non-Independent Director with effect from September 1, 2017, upto the conclusion of the next Annual General Meeting of the Company. Considering his rich and wide experience as well as long term association with the Company and taking into account his valuable contribution to the growth

of the Company, it is desirable to appoint Mr. Tipirneni Kumar as Non-Executive Non-Independent Director in pursuance of the provisions of the Companies Act, 2013, as amended time to time. The resolution seeks the approval of members for the appointment of Mr. Tipirneni Kumar, as a Non-Executive Non-Independent Director of the Company.

The Board of Directors recommends the Resolutions at Item No. 7 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

Except Mr. Tipirneni Kumar and his relatives, none of the other Directors, Key Managerial Personnel of Company or their relatives are concerned or interested, financially or otherwise in the said resolution.

Details of Directors seeking appointment at forthcoming Annual

General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Tipirneni Kumar (DIN No. 00028100)
Date of Birth	09.07.1940
Nationality	Indian
Date of Appointment on Board	22.09.1979
Qualification	Master of Engineering (Foundry)
Experience	Mr. Tipirneni Kumar, has been appointed as Whole Time Director of the Company on September 22, 1979 to August 31, 2017. He has been appointed as Non-Executive Non-Independent Director vide Board of Directors meeting held on August 31, 2017 w.e.f. September 1, 2017. He has vast experience in engineering foundry.
Shareholding	He holds 120,000 Equity Shares (0.5929%) in the Company.
Terms and conditions of appointment along with details of sitting fees	He is liable to retire by rotation and sitting fees payable as applicable to other Non-Executive Directors for attending Board of Directors meeting and committee thereof.
Remuneration last drawn	₹ 2,816,180/-
No. of Meetings of the Board attended during the year	Four meetings attended out of Nine meetings held during the Financial Year 2017-18.
Directorship of other Companies	NIL
Membership/Chairmanship of Committees of other Companies	NIL
There is no inter-se relationship between the Board Members.	

By Order of the Board of Directors
For **STEELCAST LIMITED**

(Chetan M Tamboli)

CHAIRMAN & MANAGING DIRECTOR

Place: Bhavnagar

Date: May 30, 2018

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE

47th Annual General Meeting

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

Name of the Director	Mrs. Manali C Tamboli (DIN No. 02544323)
Date of Birth	06.09.1964
Nationality	Indian
Date of Appointment on Board	16.05.2009
Qualification	BA (Psychology)
Experience	Mrs. Manali C Tamboli, a Promoter, has been appointed as Non-Executive Director of the Company on May 16, 2009. She is also Director of other Companies. She has vast experience in Corporate Communication and Public Relations.
Shareholding	She holds 1,029,480 Equity Shares (5.09%) in the Company.
Terms and conditions of appointment or re-appointment along with details of remuneration	She is liable to retire by rotation and sitting fees payable as applicable to other Non-Executive Directors for attending Board of Directors meeting and committee thereof.
Sitting fees last drawn	₹ 120,000/-
No. of Meetings of the Board attended during the year	Eight meetings attended out of Nine meetings held during the Financial Year 2017-18.
Directorships of other Companies	Rushil Industries Limited
Rushil Enterprise Limited	
Tamboli Investments Private Limited	
Membership/ Chairmanship of Committees of other Companies	No Memberships / Chairmanships of Committees of other Companies.
Mrs. Manali C Tamboli and Mr. Chetan M Tamboli are related as wife and husband respectively.	

By Order of the Board of Directors
For **STEELCAST LIMITED**

(Chetan M Tamboli)

CHAIRMAN & MANAGING DIRECTOR

Place: Bhavnagar

Date: May 30, 2018

ROUTE MAP

TO THE VENUE OF 47TH AGM OF STEELCAST LIMITED TO BE HELD ON TUESDAY, AUGUST 7, 2018



STEELCAST LIMITED

Regd. Office : Ruvapari Road, Bhavnagar, Gujarat, India 364 005.

ATTENDANCE FORM

Name of Shareholder	
Number of Equity Shares held	
Folio Number	
If Demat Shares	DP ID
Client ID	

I hereby record my presence at the 47th Annual General Meeting of the Company at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002 at 1600 hours on August 07, 2018.

Signature of the attending Member/Proxy

- Note:**
1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
 2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.



STEELCAST LIMITED

Registered Office: Ruvapari Road, Bhavnagar, Gujarat, India 364 005.

FORM NO. MGT-11 - PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name & Address of the Shareholder:(In BLOCK Letters)

Email ID: Folio No :

No. of shares held: DP ID – Client ID:

I/We,being the member (s)of the above named company, hereby appoint:

1. Name:
Address:
E-mail ID: Signature:.....

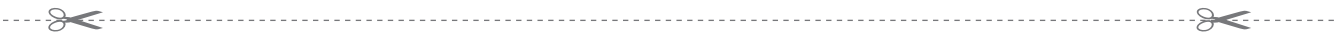
or failing him/her

2. Name:
Address:
E-mail ID: Signature:.....

or failing him/her

3. Name:
Address:
E-mail ID: Signature:.....

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 47th Annual General Meeting of the Company, to be held on Tuesday, the 7th day of August, 2018 at 1600 hours at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002 and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:



Resolution No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.		
2	To declare dividend on equity shares for the year ended 31st March, 2018.		
3	To appoint a Director in place of Mrs. Manali C Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.		
Special Business			
4	To ratify the remuneration paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2018-19.		
5	To appoint Mr. Dhimant D Mehta, having Director Identification Number 00362227 as an Independent Director for the period of Three (3) years with effect from 25.07.2017.		
6	To appoint Mr. Rushil C Tamboli, having Director Identification Number 07807971 as Whole Time Director for the period of Five (5) years with effect from 02.11.2017.		
7	To appoint Mr. Tipirneni Kumar, having Director Identification Number 00028100 as Director of the Company, who is liable to retire by rotation.		

Signed on this day of.....2018 Signature of shareholder:.....

Signature of Proxy holder(s): Signature across Revenue Stamp



- Note:**
1. The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.
 2. The Proxy need not be a Member of the Company.
 3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
 4. This form of proxy confers authority to demand or join in demanding a poll.
 5. The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

For Office Use Proxy No.: Date of Receipt: