

# EASTCOAST STEEL LIMITED

CIN: L27109PY1982PLC000199

Registered Office: Cuddalore Road, Pillayarkuppam Post, Bahoure Commune, Pondicherry - 607403.

Telephone: +91-413-2611117, 2611425 Fax: +91-413-2611423 Email Id: esl@eastcoaststeel.com

Website: www.eastcoaststeel.com

## POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other laws and regulations as may be applicable from time to time, it is proposed to seek the approval of the Shareholders of Eastcoast Steel Limited (the "Company") under Section 180(1)(a) of the Act authorizing the Board of Directors to sell, lease, transfer, assign or otherwise dispose the whole or part of the Land and monetize the same in the best interest of the Company as Special Resolution by way of postal ballot using postal ballot form / remote electronic voting ("E-voting"). Accordingly, the draft Special Resolution together with an Explanatory Statement setting out the material facts in respect of the proposed resolution as required under Section 102 and 110 of the Act is annexed to this Notice along with postal ballot form for consideration of the Shareholders.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company has provided e-voting facility to its shareholders and has entered into an agreement with Link Intime India Private Limited ("LIPL"), Registrar and Share Transfer Agents of the Company, for providing e-voting platform. The procedure for e-voting is explained under the notes provided with this postal ballot notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ashish C. Bhatt, Company Secretary in Whole-time practice (Membership No. 4650 / CP No. 2956), as the Scrutinizer to scrutinize the postal ballot voting process and remote e-voting process in a fair and transparent manner and the Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer shall submit his report to the Chairman or any person authorized by him.

Shareholders are requested to carefully read the instructions printed in the Notice and Postal Ballot Form and record their assent (for) or dissent (against) while casting their votes electronically or physically through postal ballot form and return the form duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer on or before the close of business hours at 5.00 p.m. IST on **Saturday, 13<sup>th</sup> July, 2019**. A Postal Ballot Form sent by courier or by registered post / speed post at the expense of the shareholder(s) will also be accepted. The result of the postal ballot and e-voting process will be declared on or before Monday, 15<sup>th</sup> July, 2019 by placing it along with the Scrutinizers' Report on the Company's website at [www.eastcoaststeel.com](http://www.eastcoaststeel.com) and on the website of LIPL <https://instavote.linkintime.co.in> besides making necessary disclosures to the Stock Exchanges.

The resolution(s), if assented by the requisite majority shall be deemed to have been passed on **Saturday, 13<sup>th</sup> July, 2019**, i.e. the last date specified for receipt of duly completed Postal Ballot Forms and e-voting.

### **RESOLUTION PROPOSED TO BE PASSED BY POSTAL BALLOT (INCL. BY E-VOTING):**

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: TO AUTHORIZE THE BOARD OF DIRECTORS TO SELL, LEASE, TRANSFER, ASSIGN OR OTHERWISE DISPOSE AND MONETIZE THE LAND OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, (including, any statutory modification(s) or amendment thereto or re-enactment thereof), the applicable law (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to lease, sell, transfer, assign or otherwise dispose or cause to be sold, leased, assigned, transferred and delivered the whole or part of the Land located at Cuddalore Road, Pillayarkuppam Post, Bahour Commune, Pondicherry – 607403 together with buildings, structures, fixtures etc. therein ( "Property") of the Company in order to monetize the same and utilize the proceeds towards repaying existing loans including interest liabilities or enhancement of working capital of the Company for general business purposes by way of one or more transactions and to one or more persons, not being "related parties" as defined under the Act and/or the Listing Regulations for such consideration and on such terms and conditions as the Directors in their own discretion consider beneficial to the Company, without any further reference to or approval of the Shareholders in this regard.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate, and to do all acts, take such steps, finalize, execute all documents, agreements, deeds, letters and writings as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to engaging any advisor, consultant, agent or intermediary, as may be deemed necessary.”

Place: Mumbai  
Date : May 30, 2019

**Registered Office:**  
Cuddalore Road, Pillayarkuppam Post,  
Bahoure Commune, Pondicherry - 607403

**By the order of the Board of Directors**  
**Sd/-**  
**P. S. Parikh**  
**Director**  
**DIN: 00106727**

**NOTES:**

1. A Statement pursuant to Section 102 of Act setting out material facts in relation to the Resolution as set out in the postal ballot notice is annexed hereto.
2. Shareholders have an option to vote either through e-voting or physically through postal ballot form. Shareholders opting for e-voting should not vote through postal ballot form. Similarly, shareholders voting through postal ballot form should not exercise the option for e-voting. However, in case shareholders cast their vote exercising both the options, i.e. through postal ballot form and e-voting, then votes casted through e-voting shall only be taken into consideration and votes casted by postal ballot form shall be treated as invalid. E-voting shall commence from **14<sup>th</sup> June, 2019 at 9.00 a.m.** IST and shall end on **13<sup>th</sup> July, 2019 at 5.00 p.m.** IST (inclusive of both the days). The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. The Company has appointed CS Ashish C. Bhatt, (Membership No. 4650 / CP No. 2956), Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process and voting done through physical postal ballot form in a fair and transparent manner. The postal ballot form and the self- addressed postage prepaid envelope are enclosed for use of the shareholders.
4. Postal Ballot Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 31<sup>st</sup> May, 2019 (“Cut-Off Date”). Voting rights will be reckoned on the paid-up value of shares registered in the name of the shareholders, whose name appear on the Register of Members / Beneficial Owners as on the cut-off date i.e. 31<sup>st</sup> May, 2019.
5. Shareholders who have registered their e-mail IDs, with the Company/Depositories for receipt of documents in electronic mode are being sent postal ballot notice along with postal ballot form on their registered e-mail IDs. For shareholders whose email IDs are not registered or who have requested the Company to serve documents by physical mode, physical copy of the postal ballot notice and postal ballot form is being sent by permitted mode along with a self- addressed postage pre-paid envelope. Shareholders may note that this Notice will be available on the Company's website, [www.eastcoaststeel.com](http://www.eastcoaststeel.com) and on the website of LIPL <https://instavote.linkintime.co.in>. Shareholders have an option to cast their votes either through e-voting or through postal ballot form. Shareholders who wish to cast their votes physically through postal ballot form may do so by filling up the details required therein. The postal ballot form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, 247 Park, C – 101, 1<sup>st</sup> Floor, L.B.S. Marg, Vikhroli – (West), Mumbai – 400083 or from the Company by sending a request through an e-mail addressed to [esl@eastcoaststeel.com](mailto:esl@eastcoaststeel.com) by mentioning their Folio No./ DP ID and Client ID.
6. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 5.00 p.m. IST on **Saturday, 13<sup>th</sup> July, 2019**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted.
7. A Member cannot exercise his / her vote through proxy on Postal Ballot / e-voting.

**INSTRUCTIONS AND PROCESS FOR E-VOTING**

**For Shareholders opting to vote electronically through e-voting**

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:  
<https://instavote.linkintime.co.in>.

2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:  
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call LIIPL:- Tel : 022 - 49186000.

**EXPLANATORY STATEMENT**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the Special Resolution mentioned in the accompanying Postal Ballot Notice dated May 30, 2019.

**ITEM NO. 1:**

There is substantial amount of borrowings that the Company has on account of unsecured loans, availed in order to discharge the liability of Pondicherry Electricity Department as notified by the Government of Puducherry vide G.O.M. No. 08 dated 10-03-2017 and dealt with in the Civil Appeal No. 8079 of 2003 disposed of by Hon. Supreme Court of India vide Order dated July 11, 2017. It has however now become increasingly difficult to service the said unsecured loans, as operational activities in the Company continue to remain at a standstill.

In view thereof the management proposes to lease, sell, transfer, assign or otherwise dispose the whole or part of the Land located at Cuddalore Road, Pillaiyarkuppam Post, Bahour Commune, Pondicherry – 607403 together with buildings, structures fixtures etc. therein ("Property"), in order to monetize the same and utilize the proceeds towards repaying the existing loans including interest liabilities and also for enhancement of working capital of the Company for general business purposes.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 ("the Act") mandates that the Board of Directors of a Company shall exercise the power to sell, lease, or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a Special Resolution.

Accordingly, pursuant to Section 180 (1)(a) of the Act consent of members is being sought by way of a Special Resolution to sell, lease, transfer, assign or otherwise dispose, the whole or part of the property in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are interested in the proposed resolution. Your Directors recommend the Special Resolution for your approval.

Place: Mumbai  
Date : May 30, 2019

**By the order of the Board of Directors**  
**Sd/-**  
**P. S. Parikh**  
**Director**  
**DIN: 00106727**

**Registered Office:**  
Cuddalore Road, Pillaiyarkuppam Post,  
Bahoure Commune, Pondicherry - 607403