

## NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of EASTCOAST STEEL LIMITED will be held at the Registered office of the Company at Cuddalore Road, Pillayarkuppam Post, Bahour Commune, Pondicherry- 607 402 on Saturday, 26<sup>th</sup> September, 2015 at 11:15 A.M. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Nalin S. Parikh (DIN: 00106844) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to pass, with or without modification, the following resolution;  
“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and applicable provisions if any, the appointment of M/s. Chaturvedi & Shah (Firm Registration No. 101720W), Chartered Accountants, Mumbai who were appointed as Auditors of the Company to hold office from the conclusion of the 31<sup>st</sup> Annual General Meeting until the conclusion of 36<sup>th</sup> (Thirty Sixth) Annual General Meeting is hereby ratified and the Board has been empowered to fix their remuneration for the financial year 2015-16 in consultation with the auditors.”

### **SPECIAL BUSINESS:**

4. **Appointment of Shri Hitesh V. Raja as an Independent Director of the Company**  
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 provision of Section 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV of the said Act, Shri Hitesh V. Raja (DIN : 02681574), who was appointed as an Additional Director of the Company with effect from 05<sup>th</sup> January, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five (5) consecutive years commencing from 5<sup>th</sup> January, 2015.”
5. **Appointment of Smt. Sharmila S. Chitale as an Independent Director of the Company**  
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 provision of Section 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV of the said Act, Smt. Sharmila S. Chitale (DIN: 07146530), who was appointed as an Additional Director of the Company with effect from 27<sup>th</sup> March, 2015 under Section 161 of the Companies Act, 2013, be and hereby appointed as an Independent Director of the Company to hold office for a term upto five (5) consecutive years commencing from 27<sup>th</sup> March, 2015.”

6. **Keeping Registers, returns, etc. at a place other than the Registered Office**  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to Section 94 of the Companies Act, 2013 and all other applicable provisions, if any and the relevant Rules framed thereunder, consent of the members be and is hereby accorded to keep and maintain the Register of Members under Section 88 and copies of the Annual Returns filed under Section 92 of the Act, minute books, and other statutory records & documents at the Company’s Corporate Office at 163-164/A, Mittal Tower, Nariman Point, Mumbai – 400 021.”

**RESOLVED FURTHER THAT** the Company Secretary Shri P.K.R.K. Menon be and he is hereby authorised to notify the Registrar of Companies, Pondicherry and to do all such acts, deeds, matters and things to give effect to this Resolution”.

**By order of the Board of Directors  
For EASTCOAST STEEL LIMITED**

Sd/-

**Nalin S. Parikh**

Director

DIN: 00106844

**Place :** Mumbai

**Date :** 12<sup>th</sup> August, 2015

**NOTES:**

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy must be filled, stamped and duly signed and deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.**
3. Bodies Corporate who are members of the Company are requested to send duly certified copy of the Board resolution authorising their representatives to attend and vote at the Meeting.
4. Members are requested to bring their Attendance Slip while attending the Meeting. Members holding shares in demat form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.

5. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively has allowed companies to send official documents through electronic mode.  
In spirit of the above circulars and as part of the Company’s Green Initiative, the Company may propose to send documents like Notice convening the general meetings, Financial Statements, Director’s Report etc. to the e-mail address provided by the members.  
Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Link Intime India Private Limited (Registrars) in case of shares held in physical form.
6. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.
7. As required by clause 49 IV (G) of the Listing Agreement, a brief profile of Directors seeking appointment or re-appointment at ensuing Annual General Meeting is given.
8. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 19<sup>th</sup> September, 2015 to 26<sup>th</sup> September, 2015 (both days inclusive).
10. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate, etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company’s Registrars.
11. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of demat holdings.
12. For any assistance or information about shares, dividend, etc., members may contact the Company or the Registrars.
13. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
14. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
15. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company at least seven days prior to the Meeting so as to enable the Company to provide appropriate response thereto at the Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company/Registrar.
17. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing

Agreement with the Stock Exchanges, the Company is providing its members with the option of voting by electronic means.

- (a) **The e-voting period commences at 9.00 a.m. on Wednesday, 23<sup>rd</sup> September, 2015 and ends at 5.00 p.m. on Friday, 25th September, 2015. The e-voting module shall also be disabled by CDSL for voting thereafter.**
- (b) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- (d) The Board of Directors at their meeting has appointed M/s. JM Associates, Company Secretaries as the scrutinizer to conduct the e-voting process in a fair and transparent manner.
- (e) **Instructions for e-voting**

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (i) Click on "Shareholders" tab.
- (ii) Now, select "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.  
If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend bank details field as mentioned in instruction (iv).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user id who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**General Instructions:**

- a. The voting period begins on Wednesday, the 23<sup>rd</sup> September, 2015 at 9.00 a.m. and ends on Friday, the 25<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialised form, as on the Book Closure date i.e. 19<sup>th</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those who failed to cast their vote electronically may only cast their vote at the General Meeting.
- b. Shri Soy Joseph of M/s. JM Associates, Practicing Company Secretary (Membership No. 13852), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of voting at the AGM will first count the votes at the meeting and thereafter will , unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 19<sup>th</sup> September, 2015
- e. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain login id and password by sending a request at CDSL.
- f. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.eastcoaststeel.com](http://www.eastcoaststeel.com) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 26<sup>th</sup> September, 2015 and the company shall simultaneously communicate to the BSE Limited where the shares are listed.

18. Detailed profiles of Directors seeking appointment in the Annual General Meeting scheduled on Saturday, the 26<sup>th</sup> September, 2015 (Pursuant to Clause 49 (IV) (G) (i) of the Listing Agreement)

Name of Director	<b>Shri Nalin S. Parikh</b>
Date of Birth	02 <sup>nd</sup> January, 1935
Date of Appointment	22 <sup>nd</sup> January, 1990
Expertise in Specific Functional area	Over 50 years of vast experience as an administrator. Travelled widely and has a good insight in international trade, more particularly in steel and foreign tradeoff Iron & Steel products. Has been the principal importer for steel in special applications in automobiles, engineering and other industries.
Qualification	B.com, B.A., L.L.B., M.B.A.
Board Membership of other Public Companies (excluding Foreign, Private & Sec.8 Companies) as on 31 <sup>st</sup> March, 2015	NIL
Chairman /Member of the Committee as on 31 <sup>st</sup> March, 2015 (Includes only Audit and Shareholders' Grievance Committee)	N.A
Number of shares held as on 31 <sup>st</sup> March, 2015	NIL

Name of Director	<b>Shri Hitesh V. Raja</b>	<b>Smt. Sharmila S. Chitale</b>
Date of Birth	02 <sup>nd</sup> June, 1976	27 <sup>th</sup> December, 1966
Date of Appointment	05 <sup>th</sup> January, 2015	27 <sup>th</sup> March, 2015
Expertise in Specific Functional area	Practicing Chartered Accountant for last 13 years in the area of Taxation and audit.	Legal & Professional Matters.
Qualification	B.com, F.C.A.	B.A., L.L.B.
Board Membership of other Public Companies (excluding Foreign, Private & Sec.8 Companies) as on 31 <sup>st</sup> March, 2015.	NIL	Western Ministil Limited
Chairman / Member of the Committee as on 31 <sup>st</sup> March, 2015 (Includes only Audit and Shareholders' Grievance Committee)	N.A.	N.A.
Number of Shares held as on 31 <sup>st</sup> March, 2015	NIL	NIL

**Statement pursuant to Section 102 (1) of the Companies Act, 2013****Item Nos. 4 & 5****Appointment of Independent Directors of the Company:**

Shri Hitesh V. Raja and Smt Sharmila S. Chitale were liable to retire by rotation as per the erstwhile Companies Act, 1956. However, Section 149 of the Companies Act, 2013 requires every listed Company to have at least one-third of the total number of Directors as Independent Directors (IDs) and that the same are not liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12<sup>th</sup> August, 2015 appointed the following Directors as Independent Directors of the Company for a period of 5 years.

1. Shri Hitesh V. Raja (Date of appointment as ID – 05<sup>th</sup> January, 2015)
2. Smt. Sharmila S. Chitale (Date of Appointment as ID - 27<sup>th</sup> March, 2015)

The Company has received declarations pursuant to sub section (7) of Section 149 of the Companies Act, 2013 from the above Independent Directors confirming that they meet the criteria of Independence. The qualification & experience of these persons justify their appointment.

As required by the Proviso to sub section (5) of Section 152 the Companies Act, 2013, the Board of Directors of the Company are also of the opinion that both the Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder and that the proposed Directors are independent of the management.

**Item Nos. 6**

The Register of Members under Section 88 and copies of the Annual Returns filed under Section 92 of the Act are presently required to be maintained at the Registered Office in terms of proviso to Section 94(1) and Rule 15 of Companies (Management and Administration) Rules, 2014. Since more than one-tenth of total members reside in Mumbai, the Register of members under Section 88 and copies of Annual Return filed under Section 92 of the Act, minutes books, and other statutory records & documents may be kept and maintained at the Corporate Office at 163-164/A, Mittal Tower, Nariman Point, Mumbai – 400 021.

Out of the total number of members of 7050 as on 30-06-2015, 2965 members (being 42%) reside in Mumbai.

Pending approval and compliances and subject to the approval of members as stated in item (1), the Board recommends to keep the registers maintained under Section 88(1) i.e. Register of Members, etc. and copies of the annual return filed under Section 92 of the Act and other documents at the Corporate Office in Mumbai.

All the aforesaid special business set out under Item Nos. 4, 5 & 6 are proposed for adoption with or without modifications.

The Board commends these Resolutions as set out at Item Nos. 4,5 & 6 for approval of the member.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

**For EASTCOAST STEEL LIMITED**

Sd/-

**Nalin S. Parikh**

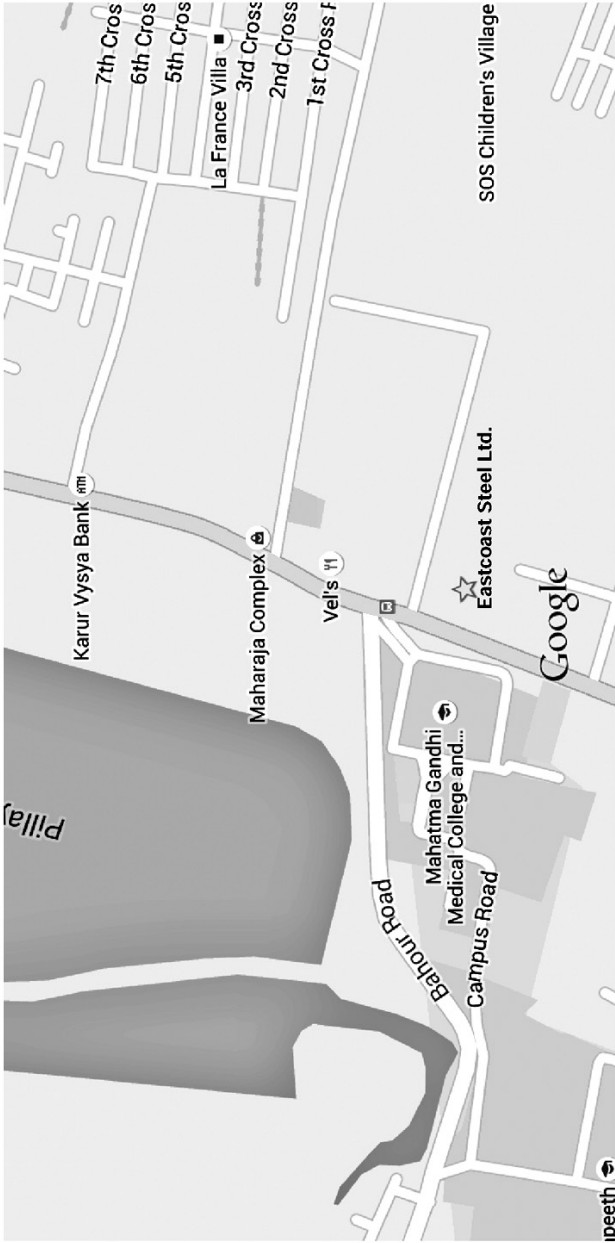
Director

DIN: 00106844

**Place :** Mumbai**Date :** 12<sup>th</sup> August, 2015



**VENUE 32ND AGM (2014-15) - ROUTE MAP**



**Venue:**  
Registered Office  
Eastcoast Steel Ltd.  
Pillayar Kovil Post  
Bahour Commune  
Pondicherry - 607 402.

**Date :** 26-09-2015  
**Time :** 11.15 A.M.