

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting (AGM) of the Members of **EASTCOAST STEEL LIMITED** will be held at the Registered office of the Company at Cuddalore Road, Pillaiyarkuppam Post, Bahour Commune, Pondicherry - 607403 on Saturday, 21st September, 2019 at 10.45 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2019 and the reports of the Board of Director's and Auditor's thereon and in this regard to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2019 together with the reports of the Auditor's and Director's thereon be and are hereby received, considered, approved and adopted."

2. To re-appoint a Director in place of Shri. Prithviraj S. Parikh (DIN : 00106727) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri. Prithviraj S. Parikh (DIN : 00106727) who retires by rotation in accordance with Section 152 of the Companies, Act 2013 be and is hereby re-appointed as a Director, liable to retire by rotation."

3. To appoint 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 as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of the Audit Committee of the Company M/s. Chaturvedi & Shah, Chartered Accountants, (Firm Registration No. – 101720W) be and are hereby appointed as Statutory Auditors of the Company for a second term of 1 (One) year to hold office from the conclusion of this AGM until the conclusion of the 37th (Thirty Seventh) AGM of the Company, on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

4. Re-appointment of Shri. Anand Sethuprakasem as an Independent Director of the Company.

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, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee of the Company and subject to such other regulatory approvals required, if any, Shri. Anand Sethuprakasem (DIN: 00582677), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years from the conclusion of 36th (Thirty Sixth) Annual General Meeting (AGM) till the conclusion of the 41st (Forty First) AGM of the Company, not liable to retire by rotation."

By order of the Board of Directors

Sd/-

P. K. R. K. Menon
Company Secretary

Place : Mumbai
Date : 13th August, 2019

NOTES:

1. **A member entitled to attend and vote at the AGM (“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.**
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business as set out under Item No. 4 of the Notice to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Members are requested to bring their attendance slip complete in all respects while attending the Meeting and hand it over at the entrance of the venue. 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.
4. Body Corporates 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.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from September 16, 2019 to September 21, 2019 (both days inclusive).
6. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for the year ended 31 March, 2019 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company’s Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. Members who have not registered their email addresses so far, are requested to promptly intimate the same to their respective depository participants or with the Company/its Registrar and Share Transfer Agents, as the case may be. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
7. Members may also note that the Annual Report for the financial year 2018-19 including the Notice convening the Thirty Sixth Annual General Meeting will also be available on the Company’s website viz. www.eastcoaststeel.com The physical copies of the aforesaid documents will also be available at the Company’s corporate office for inspection on all the working days, except Saturdays upto the date of Thirty Sixth AGM. Even after registering for e-communication, Members are entitled to receive such documents in physical form, upon making a request for the same, free of cost. The Members desirous of having the hard copy of the Annual Report may also send their requests to the Company’s investor email id: esl.compliance@gmail.com.
8. The details of the person seeking re-appointment as Director under Item No. 4 of the Notice in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 on General Meetings are also annexed hereto.
9. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses with the depository participant (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).
10. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.
11. 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.

12. 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 Registrar.
13. Members desirous of getting any information concerning the accounts or operations of the Company may send their queries at least 7 (Seven) days before the Annual General Meeting, to the Company Secretary, at the corporate office of the Company or by sending an email to esl.compliance@gmail.com
14. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrar in case of physical holding and DPs in case of demat holdings.
15. For any assistance or information about shares. Members may contact the Company or the Registrar.
16. 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 the Registrar.
17. Members who hold shares in multiple folios and in identical names are requested to contact the Registrar for consolidating their holdings into a single folio.
18. 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 or the Registrar.
19. Regulation 40 of SEBI Listing Regulations, as amended from time to time, mandates transfer of securities of listed entities only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
20. The route map of the venue of the meeting is provided with the Notice.
21. **General Instructions and other Information for Voting:**
 - a) 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, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members with the facility of exercising their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the Link Intime India Private Limited (LIPL).

The facility for casting vote through ballot/ polling paper shall be made available at the Annual General Meeting 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/ polling paper. The Members who had cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
 - b) The remote e-voting period commences at **9.00 a.m. on Wednesday, September 18, 2019 and ends on Friday, September 20, 2019 at 5.00 p.m.** The remote e-voting module shall be disabled by LIPL for voting thereafter.
 - c) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - d) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cutoff date i.e **14th September, 2019**. Members of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date being 14th September, 2019, may cast their vote by remote e-voting.

- e) The Board of Directors at their meeting has appointed CS Ashish C. Bhatt Company Secretary in Whole-time practice (Membership No. 4650 / CP No. 2956), as the scrutinizer to conduct the e-voting process in a fair and transparent manner.
- f) The Scrutinizer, after scrutinizing the votes casted through remote e-voting and at the Meeting through ballot/ polling paper, will prepare a consolidated report and submit the same to the Chairman or a person authorized by Chairman within forty eight hours of the conclusion of the Meeting i.e. on or before Monday, September 23, 2019.
- g) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.eastcoaststeel.com) and on the website of LIPL at (<https://instavote.linkintime.co.in>) immediately after the declaration of result by the Chairman or a person authorized by Chairman. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 21st September, 2019.
- h) Instructions for remote e-voting are as mentioned below:
 - 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).

	For Shareholders holding shares in Demat Form or Physical Form
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"> • 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.
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	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> 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).
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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 LIPL: <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 or Call at Tel: 022 - 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company had appointed Shri. Anand Sethuprakasem (DIN: 00582677) as Independent Director in the Annual General Meeting (AGM) held on 27th September, 2014 for a period of five (5) consecutive years to hold the office from the conclusion of 31st (Thirty First) AGM till the conclusion of the 36th (Thirty Sixth) AGM of the Company.

As per Section 149 (10) of the Companies Act, 2013 ("the Act") an Independent Director shall be eligible for re- appointment on passing of a Special Resolution by the Company. The Board of Directors on the recommendation of the Nomination and Remuneration Committee proposes to re-appoint Shri. Anand Sethuprakasem as an Independent Director for a second term of 5 (five) consecutive years from the conclusion of 36th (Thirty Sixth) Annual General Meeting (AGM) till the conclusion of the 41st (Forty First) AGM of the Company, not liable to retire by rotation.

The Company has received declaration from Shri. Anand to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder. In the opinion of the Board, Shri. Anand fulfills the conditions specified in the Act and Rules for appointment as Independent Director and is independent of the management of the Company and possesses appropriate skills, experience and knowledge. A brief profile of the Shri. Anand Sethuprakasem is appended below.

Except Shri. Anand Sethuprakasem and his relatives to the extent of their shareholding interest, if any, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the resolutions for your approval.

Detailed profile of Director seeking re-appointment in the AGM (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2):

Name of Director	Shri. Prithviraj S. Parikh	Shri. Anand Sethuprakasem
DIN	00106727	00582677
Date of Birth/Age	19 th February, 1946 (72 yrs)	1 st July, 1978 (41 yrs)
Date of First Appointment on Board	08 th January, 1987	15 th April, 2013
Expertise in Specific Functional area	Has completed his Masters in Engineering in U.S. On Returning to India he joined family owned business of manufacturing steel. He has over four decades of experience in management of Steel Plants & allied activities, international trade, etc.	After completing Bachelor's in Architecture, he joined is family business in 2002 and is involved in managing the business affairs of the family group of companies. His involvement in various functionalities of the family business in Manufacturing, Retail and Real Estate gives him strong insight into business.
Terms and Conditions of appointment	In terms of Section 152 (6) of the Companies Act, 2013, Shri. Prithviraj S. Parikh shall be liable to retire by rotation	In terms of Section 149 of the Companies Act, 2013, Shri. Anand Sethuprakasem is not liable to retire by rotation.
Qualification	MS., M.E. from N.Y.U./C.C.N.Y.	Bachelor's in Architecture
Board Membership of other Companies (excluding Foreign, Private & Sec.8 Companies) as on 31 st March, 2019	Western Ministil Limited	Hallmark Energy Ltd.
Chairman /Member of the Committee as on 31 st March, 2019 (Includes only Audit and Shareholders' Grievance Committee)	N.A	N.A.
Number of Board Meeting attended (During the F.Y 2018-2019)	Three	Two
Number of shares held as on 31 st March, 2019	8600 (0.16%)	NIL
Remuneration	NIL	NIL
Relationship with other Directors	N.A.	N.A.

By order of the Board of Directors

Place : Mumbai
Date : 13th August, 2019

Sd/-
P. K. R. K. Menon
Company Secretary

Venue : 36th AGM (2018-19) - Route Map



Venue:
Registered Office
Eastcoast Steel Ltd.
Pillaiyarkuppam Post
Bathour Commune
Pondicherry - 607 403.

Date: 21st September, 2019
Time: 10.45 A. M.