



ALICON CASTALLOY LIMITED

CIN: L99999PN1990PLC059487

Regd. Office: Gat No.1426, Village Shikrapur, Taluka Shirur, Pune - 412 208, Maharashtra.

Tel.: 02137-677100, Email Id: vimal.gupta@alicongroup.co.in

Website: www.alicongroup.co.in

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment(s) thereof for the time being in force), and pursuant to other applicable Rules and Regulations, the Resolutions appended below are proposed to be passed by the Members of the Company by Postal Ballot / electronic voting ('e-voting'). An explanatory statement pertaining to the proposed Resolutions setting out the material facts concerning each Resolution and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on February 06, 2019 considered and approved the following Resolutions, subject to the Members' approval through Postal Ballot:

1. Re-appointment of Mr. A.D.Harollikar (DIN: 00239460) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.
2. Re-appointment of Mr. Vinay Panjabi (DIN: 00053380) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.

Accordingly, the draft Resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot Form, to all the Members through e-mail who have a registered e-mail ID and to other through physical mode, for consideration and consent.

Rule 22 of the Companies (Management and Administration) Rules, 2014 specify that any consent or otherwise received after thirty days from the date of dispatch of this Notice shall be treated as if the reply from the Member has not been received.

The Members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 p.m. IST) on May 02, 2019. Ballots received after the close of working hours on May 02, 2019 shall be treated as if the reply from the Members has not been received.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the Company is providing e-voting facility through Central Depository Services (India) Limited (CDSL). Accordingly, instead of returning Postal Ballot Form, Members may choose to cast their vote electronically through the CDSL e-voting platform. Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote on or before (5.00 PM IST) on May 02, 2019 as CDSL will disable e-voting on the Resolutions thereafter.

The Board of Directors has appointed Mr. Upendra Shukla, Practicing Company Secretary, Mumbai, to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit the report after completion of the scrutiny and the Result of the voting by Postal Ballot will be announced on or before May 08, 2019 at the Registered Office of the Company and be published on the Company's website.

SPECIAL BUSINESS (ES):

1. **Re-appointment of Mr. A. D. Harollikar (DIN: 00239460) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.**

To consider and if thought fit, to pass with or without modification, 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 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. A. D. Harollikar (DIN: 00239460), Independent Non-Executive Director of the Company, 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 Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this Resolution.”

2. Re-appointment of Mr. Vinay Panjabi (DIN: 00053380) as an Independent Non- Executive Director of the Company for second term of five (5) consecutive years w.e.f. April 01, 2019.

To consider and if thought fit, to pass with or without modification, 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 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vinay Panjabi (DIN: 00053380), as an Independent Non-Executive Director of the Company, 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 Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this Resolution.”

By Order of the Board

Sd/-
S. RAI

MANAGING DIRECTOR

Place : Pune

Date : February 06, 2019

Notes:

1. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the Notice is annexed hereto.
2. The Board has appointed Mr. Upendra Shukla, Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the law and in a fair and transparent manner.
3. The Members are requested to carefully read the instructions printed in the attached Postal Ballot form. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than (05.00 P.M. IST) on or before May 02, 2019. Any Postal Ballot form received after this date shall be treated as if the reply from the Members has not been received.
4. The Members are required to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy of the form is permitted. Members who do not receive the Postal Ballot form may apply to the Company and obtain a duplicate thereof.
5. The Scrutinizer will submit the report to either Mr. S. Rai, Managing Director or Ms. Swapnal Patane, Company Secretary of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced by Mr. S. Rai, Managing Director or Ms. Swapnal Patane, Company Secretary or any one of the Directors of the Company on or before May 08, 2019 at the registered office of the Company at Survey No. 1426, Village Shikrapur, Taluka, Shirur, Pune – 412208. The last date of receipt of Postal Ballot will be taken to be the date of passing of the Special Resolution.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility to its Members to enable them to cast their votes electronically.
7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.alicongroup.co.in> and on the CDSL website <https://www.evotingindia.com> on or before May 08, 2019 and communicated to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.
8. Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e- Voting, then do not vote by Physical Ballot also and vice versa.

9. Notes for E-voting:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-Voting facility through E-voting services provided by Central Depository Services (India) Limited (CDSL), for its Members to enable them to cast their votes electronically.
- b. Members who have acquired shares after the dispatch of this Notice and before the cut-off date i.e. March 22, 2019 may approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.
- c. Voting rights of each Member shall be reckoned as on the cut-off date which is March 22, 2019 and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on April 03, 2019 (9 a.m. IST) and ends on May 02, 2019 (5:00 p.m. IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 22, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 field. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the ALICON CASTALLOY LIMITED on which you choose to vote.

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xiii) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B: VOTING THROUGH POSTAL BALLOT:

In case of Members receiving the physical copy of Notice by post (for Members whose e-mail address are not registered with the Company/ Registrars)

Please follow all the steps from S. No. (i) to S. No. (xx) to cast vote mentioned above.

- (i) The Company is providing the facility of Ballot form in terms of Rule 22 of the Companies (Management & Administration) Rules, 2014, to those Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the Resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions is enclosed along with the Postal Ballot Notice. The last date for receiving the Ballot form will May 02, 2019 (5.00 p.m. IST). Ballot forms received after this date shall not be considered.
- (ii) In case of any difficulty in voting, the Equity Member may contact Mr. Santosh Gamare, Client Service Executive, Universal Capital Securities Private Limited at phone no. 9892961655 or email at gamare@unisec.in.

EXPLANATORY STATEMENT:

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1 & 2 :

Mr. A. D. Harollikar (DIN: 00239460) and Mr. Vinay Panjabi (DIN: 00053380) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of up to five (5) consecutive years on the Board and shall be eligible for Re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended Re-appointment of Mr. A. D. Harollikar and Mr. Vinay Panjabi as Independent Directors for second term of five (5) consecutive years i.e. from April 01, 2019 to March 31, 2024 on the Board of the Company. The performance evaluation of these directors was done during each year of their current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board & Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player etc.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that, given their background, experience and contributions made by them during their first tenure, the continued association of Mr. A. D. Harollikar and Mr. Vinay Panjabi would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, the Board of Directors in its meeting held on February 06, 2019, approved the Re-appointment of the aforesaid Independent Directors for a second term of five (5) consecutive years i.e. from April 01, 2019 to March 31, 2024 on the Board of the Company, not liable to retire by rotation.

Mr. A. D. Harollikar and Mr. Vinay Panjabi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a Member under Section 160 of the Act proposing the candidature of Mr. A. D. Harollikar and Mr. Vinay Panjabi for the office of Independent Directors of the Company.

The Company has also received declarations from them that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. A. D. Harollikar and Mr. Vinay Panjabi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and they are independent of the management.

They are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Copy of draft letters of appointment proposed to be issued to Mr. A. D. Harollikar and Mr. Vinay Panjabi, setting out the terms and conditions of the respective appointments are available for inspection by the Members at the registered office of the Company and also at the Company's website www.alicongroup.com.

Mr. A.D. Harollikar and Mr. Vinay Punjabi and their respective relatives may be deemed to be interested to the extent of their respective appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the proposed Resolutions.

Brief resume of Mr. A.D. Harollikar and Mr. Vinay Punjabi, nature of their experience in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se are provided in the annexure 'A' to the notice.

Copy of the documents, if any, referred to in the above mentioned Resolution(s) and explanatory statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 1:00 p.m. on all working days except on Saturday, Sunday and public holidays, up to and including the last date of voting through Postal Ballot/Remote E-voting.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the **Special Resolution(s)** as set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

Annexure A:**Details of Directors, seeking Re-appointment as Independent Directors:**

Name of the Director	Mr. A. D. Harolika	Mr. Vinay Panjabi
Date of Birth	04/12/1949	19/01/1966
Age	69	53
Date of Appointment	29/01/2003	27/04/2005
Qualification	B.E. (Metallurgical Engineer)	F.C.A., LL.B.
Relationship with Director/Manager/KMP	None	None
Brief Profile	<p>Mr. Harolika has an experience of about four decades in finance & administration. He served SICOM Ltd. in various capacities for 29 years. He was CEO & ED of Housing Finance for 3 years.</p> <p>Presently, he is engaged in equity analysis and research. He is also associated with NGO, which provides education assistance to poor and needy students.</p>	<p>Mr. Panjabi is engaged in financial consultancy and tax planning, which inter alia includes investment and restructuring.</p>
Directorship held in other Public Companies (excluding Section 25 And foreign Companies)	Minex Metallurgical Company Limited	NIL
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	NIL	NIL
Shareholding in the Company (Equity)	200	0