

NELCAST LIMITED

CIN: L27109AP1982PLC003518

Registered Office: 34, Industrial Estate, Gudur - 524 101, Andhra Pradesh

NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to other applicable Laws and Regulations, that Nelcast Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through postal ballot including voting by electronic means for the following purposes:

- 1) To continue the appointment of Shri D. Sessa Reddy (DIN: 00520448), Independent Director for the remaining period of the term.
- 2) To continue the appointment of Shri R. Mohan Reddy (DIN: 00841038), Independent Director for the remaining period of the term.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Companies Act setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with postal ballot form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes by selecting appropriate options for the Resolutions, in accordance with the provisions of the Companies Act and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act, 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the Resolutions.

Mr. P. R. Lakshmi Narayanan, Practising Company Secretary, Chennai has been appointed as the Scrutinizer for conducting the e-Voting Process / Postal Ballot Process in a fair and transparent manner.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date, viz., 15th February 2019. Person who is not a member as on the Cut-off date should treat this notice only for information purposes. The voting rights in respect of unclaimed shares held in Nelcast Limited Unclaimed Suspense Account and Investors Education and Protection Fund stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015 and Section 124 of the Act, 2013, respectively.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

(i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 23rd March 2019; or

(ii) casting their votes electronically from 22nd February 2019 (9.00 a.m.) to 23rd March 2019 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit his report on the results of voting by means of "post" and through "electronic means" to the Chairman of the Company or any authorized person of the Company, after completion of the scrutiny of postal ballot forms and voting by "electronic means".

The results will be announced by the Chairman of the Company or in his absence, any person authorized by the Chairman at the registered office of the Company at No. 34, Industrial Estate, Gudur - 524 101, Andhra Pradesh, India, on Monday, the 25th March 2019.

The last date of voting, i.e., Saturday, the 23rd March 2019 will be taken as the date of passing of the said Resolutions by the members of the Company.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 a.m. and 12.00 p.m. upto Saturday, the 23rd March 2019.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.nelcast.com and at <https://www.nsdl.co.in> for use by the Members.

Members requiring any clarification may contact Mr. S. K. Sivakumar, Group - Chief Financial Officer & Company Secretary of the Company at the below given address or through e-mail viz., sivakumar@nelcast.com

Nelcast Limited, 159, TTK Road, Alwarpet, Chennai - 600 018, Tamil Nadu.

SPECIAL BUSINESS:

Item No. 1

To continue the appointment of Shri D. Sesa Reddy, Independent Director for the remaining period of the term.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Shri D. Sesa Reddy (DIN: 00520448), as an Independent Director, for remaining tenure of his present term i.e., till 5th August 2019.

Item No. 2

To continue the appointment of Shri R. Mohan Reddy, Independent Director for the remaining period of the term.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Shri R. Mohan Reddy (DIN: 00841038), as an Independent Director for remaining tenure of his present term i.e., till 5th August 2019.

By Order of the Board

S.K. Sivakumar

*Group - Chief Financial Officer &
Company Secretary*

Place: Chennai
Date: 12th February 2019

Encl: (1) Explanatory Statement
(2) Postal ballot form & self-addressed postage pre-paid envelope

NOTES:

(1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.

(2) A statement pursuant to Section 102(1) of the Companies Act setting out the material facts concerning the special business to be transacted is annexed hereto.

(3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on 15th February 2019 (Cut-off date).

(4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.

(5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.nelcast.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before Saturday, 23rd March 2019 at 5.00 p.m.

(6) Resolutions passed by the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.

(7) Pursuant to the provisions of Section 110 of the Companies Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.

(8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.

(9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, 15th February 2019, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com

(10) A member cannot exercise his/her vote by proxy on postal ballot.

(11) The board of directors has appointed Mr. P. R. Lakshmi Narayanan, Practicing Company Secretary, Chennai as Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.

(12) The Scrutinizer will submit his report to the Chairman or in his absence to any one of the person authorized by the Chairman of the Company, after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.nelcast.com and communicated to the Stock Exchanges.

(13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Saturday, 23rd March 2019.

(14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nSDL.com or contact NSDL at the following Toll Free No. 1800-222-990

(15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions for process to be followed by members opting to vote through electronic means

Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Saturday, 23rd March 2019, at the following address:

The Scrutinizer,
C/o. Nelcast Limited
159, TTK Road,
Alwarpet, Chennai - 600 018,
Tamil Nadu.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- In compliance with provisions of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer e-Voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-Voting to enable the Shareholders to cast their votes electronically.
- Mr. P. R. Lakshmi Narayanan, Practicing Company Secretary, Chennai has been appointed as the Scrutinizer for conducting the e-Voting Process / Postal Ballot Process in a fair and transparent manner.

The instructions for Shareholders for e-Voting are as under:

- A. In case of Shareholders' receiving e-mail from NSDL:
- i. Open e-mail and open PDF file viz., "Nelcast e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com>
 - iii. Click on Shareholder - Login.
 - iv. Enter the user id and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password 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 your password confidential.
 - vi. Home page of e-Voting opens. Click on e-Voting: Active e-Voting Cycles.
 - vii. Select "EVEN" of Nelcast Ltd.
 - viii. Now you are ready for e-Voting as Cast Vote Page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once you have voted on the resolutions, you will not be allowed to modify your vote.
- xii. For the votes to be considered valid, then institutional shareholders (i.e., other than individuals, HUF, NRI, etc.,) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution / Authority Letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizernelcast@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case of Shareholders' receiving the Postal Ballot Form by Post:

- i. Initial password is provided as below at the bottom of the Postal Ballot Form.

EVEN	USER ID	PASSWORD/PIN

- ii. Please follow all steps from S. No. (ii) to S. No. (xii) above, to cast vote.

C. In case of any queries with respect to e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com

D. 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.

E. 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). Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.

F. The e-Voting period for e-Voting module commences on 22nd February 2019 @ 9.00 a.m. and ends on 23rd March 2019 @ 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 15th February 2019, may cast their vote electronically. The 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.

G. Members, who have registered their e-mail Id for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Agent or from the Company at its Registered Office and fill in the details and send the same to The Scrutinizer, C/o. Nelcast Limited, 159, TTK Road, Alwarpet, Chennai - 600 018, Tamil Nadu.

H. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 15th February 2019.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 12th February 2019 and shall be taken as forming part of the notice.

Item No.1:

To continue the appointment of Shri D. Sesha Reddy, Independent Director for the remaining period of the term.

The Members of the Company at the 32nd Annual General Meeting of the Company held on 6th August 2014 approved the appointment of Shri D. Sesha Reddy, as an Independent Director of the Company for a period of 5 years from 6th August 2014 to 5th August 2019. Shri D. Sesha Reddy will complete his present term on 5th August 2019.

In terms of SEBI (LODR) Regulations (Amendment) 2018, effective from 1st April 2019 consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Shri D. Sesha Reddy aged about 77 years is a Non-Executive Independent Director of the Company. An arts graduate and one of the leading industrialists in Nellore and has wide experience in Industrial field. He has been rendering valuable advice to the Company from time to time. Hence, it is recommended to continue his appointment till the completion of the remaining period of the present term.

Nomination and Remuneration Committee at its meeting held on 12th February 2019 recommended his continuation as an Independent Director upto completion of his present term i.e. 5th August 2019.

The Board based on the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Shri D. Sesha Reddy, has recommended the resolution set out at item No.1 for approval of the members, by way of Special Resolution.

Brief resume of Shri D. Sesha Reddy, nature of his expertise, shareholding and relationship between directors inter-se etc., are annexed to the Notice.

Except Shri D. Sesha Reddy, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in this Resolution.

Item No. 2:

To continue the appointment of Shri R. Mohan Reddy, Independent Director for the remaining period of the term.

The Members of the Company at the 32nd Annual General Meeting of the Company held on 6th August 2014 approved the appointment of Shri R. Mohan Reddy as an Independent Director of the Company for a period of 5 years from 6th August 2014 to 5th August 2019. Shri R. Mohan Reddy will complete his present term on 5th August 2019.

In terms of SEBI (LODR) Regulations (Amendment) 2018, effective from 1st April 2019 consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Shri R. Mohan Reddy aged about 79 years, holds a bachelor degree in Engineering and has completed his Masters in Business Management from Osmania University. He was a General Manager in Andhra Pradesh Industrial Development Corporation, in charge of project appraisals, revival of sick units, monitoring assisted units etc.; He was also the Managing Director of Hyderabad Allwyn Limited. His vast experience in Administration System/ Management System has been very helpful to the Company from time to time. Hence, it is recommended to continue his services as Independent Director till the completion of the remaining period of the present term.

Nomination and Remuneration Committee at its meeting held on 12th February 2019 recommended his continuation as Independent Director upto completion of his present term i.e. 5th August 2019.

The Board based on the recommendations of the Nomination and Remuneration Committee and keeping in view

the expertise of Shri R. Mohan Reddy, has recommended the resolution set out at Item No.2 for approval of the members, by way of Special Resolution.

Brief resume of Shri R. Mohan Reddy, nature of his expertise, shareholding and relationship between directors inter-se etc., are annexed to the Notice.

Except Shri R. Mohan Reddy, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board

S.K. Sivakumar

*Group - Chief Financial Officer &
Company Secretary*

Place: Chennai

Date: 12th February 2019

Annexure to the Postal Ballot Notice

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015 brief profile of the Directors, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

1. Shri D. Sesha Reddy (DIN: 00520448)

Shri. D. Sesha Reddy is a Non-Executive Independent Director of the Company. He is the Chairman of the Stakeholders Grievance Committee and member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. He holds "NIL" shares in the Company and is not related to any director or Key Managerial Personnel of the Company. A brief profile of Mr. D. Sesha Reddy is given below:

Shri D. Sesha Reddy aged about 77 years is a Non-Executive Independent Director of the Company. An arts graduate and one of the leading industrialists in Nellore and has wide experience in Industrial field.

Details of other Directorships/Committee Memberships held by him:

Directorship	Committee Membership
Dodla Dairy Limited	Audit Committee
Dodla Enterprises Private Limited	Nil
Reddy Builders Private Limited	Nil

2. Shri R. Mohan Reddy (DIN: 00841038)

Shri R. Mohan Reddy is a Non-Executive Independent Director of the Company. He is the Chairman of the Nomination & Remuneration Committee and member of the Audit Committee and Stakeholders Grievance Committee. He holds "NIL" shares in the Company and is not related to any director or Key Managerial Personnel of the Company. A brief profile of Mr. R. Mohan Reddy is given below:

Shri R. Mohan Reddy, aged about 79 years, holds a bachelor degree in Engineering and has completed his Masters in Business Management from Osmania University. He was a General Manager in Andhra Pradesh Industrial Development Corporation, in charge of project appraisals, revival of sick units, monitoring assisted units etc.; He was also the Managing Director of Hyderabad Allwyn Limited.

Details of other Directorships/Committee Memberships held by him:

Directorship	Committee Membership
Lokesh Machines Limited	Audit Committee Nomination & Remuneration Committee Stakeholders Grievance Committee
M.L.R. Motors Limited	Nil
NC Energy Limited	Audit Committee Nomination & Remuneration Committee