

NOTICE OF ANNUAL GENERAL MEETING

TO ALL THE MEMBERS OF
SHRI BAJRANG ALLOYS LIMITED

NOTICE is hereby given that the **24th Annual General Meeting** of the Company will be held on **Tuesday, the 23rd Day of September'2014 at 09.00 A.M.** at the registered office of the Company situated at **521/C, Urla Industrial Complex, Urla, Raipur (C.G.) - 493221** to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Balance Sheet for the year ended on 31st March, 2014, the Profit and Loss Account as on that date together with Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Suresh Goel, Director of the Company who is retiring by rotation and being eligible offers himself for re-appointment.
3. Appointment of M/s. R.K. Singhania & Associates, Chartered Accountants as Auditors of the Company.

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 and all other applicable provisions, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. R.K. Singhania & Associates, Chartered Accountants (Firm's Registration No.004435C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus service tax, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **To ratify remuneration of Cost Auditors approved by the Board.**

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), **M/s. S.C. Mohanty & Associates, Cost Accountants**, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Shri Raj Kumar Yadava as an Independent Director.**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Raj Kumar Yadava (DIN: 03177450), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Raj Kumar Yadava 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 appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

6. Appointment of Shri Vikash Kumar Khedia as an Independent Director.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Vikash Kumar Khedia (DIN: 01565046), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Vikash Kumar Khedia 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 appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

7. Appointment of Shri Dinesh Kumar Aggarwal as an Independent Director.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Dinesh Kumar Aggarwal (DIN: 00115941), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Dinesh Kumar Aggarwal, 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 appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

8. To approve Material Related Party transactions.

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 Section 188 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and the Equity Listing Agreement (as amended from time to time by Securities and Exchange Board of India and Stock Exchanges) and Articles of Association of the Company, consent of Members be and is hereby accorded to the Company to enter into an Agreement with Shri Bajrang Power and Ispat Limited, a Sister concern of the Company for purchases not exceeding an aggregate value of Rs. 100 Crores (Rupees One Hundred Crores Only) per annum, starting from 1st April, 2014, for a period of 5 years on such terms and conditions as



SHRI BAJRANG ALLOYS LTD.

may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the Ordinary Course of Company's Business.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any one or more Directors of the Company."

FOR AND ON BEHALF OF THE BOARD

Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

CIN No.: L27103CT1990PLC005964
REG. OFFICE: 521/C, URLA INDUSTRIAL
COMPLEX, URLA, RAIPUR – 493221 (C.G.)
Mail id: cs@goelgroup.co.in

PLACE: RAIPUR
DATE: 05/08/2014

NOTES:

- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself / herself on a poll only and the proxy need not be a Member of the Company. Proxy forms as enclosed herewith, should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Annual General Meeting.**
A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (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 proxy for any other person or Shareholder.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 16th September 2014 to 23rd September 2014 (both days inclusive).
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime India Private Limited.
- All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm up to the date of Annual General Meeting.

SHRI BAJRANG ALLOYS LTD.

6. The Members who are holding shares in the identical order of names in more than one folio are insisted to send to the Company the details of such folios together with the share certificates for consolidating their holdings in a single folio. The share certificates will be returned to the Members after making requisite changes thereon.
7. The Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their queries to the Company atleast seven days before the date of Meeting so that the information required may be made available at the Meeting.
8. Members are requested to bring their copy of Annual Report to the Meeting and no additional copies will be provided during the Meeting.
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 are requested to send the prescribed Form SH-13 to the Registered Office of the Company. The form for the purpose would be made available on demand.
10. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Suresh Goel who is retiring by rotation and being eligible offers himself for re-appointment:-
Shri Suresh Goel, is a Commerce Graduate having sound commercial and technical understanding of the Business. Shri Suresh Goel joined the Company in the year 1990 and the Company is being operated under his leadership since its initial stage. He has vast experience of managing business relating to import, export, rice mill, civil construction, mining contract, projects and steel industry. He has made several significant contributions to the Company's growth and implementation of investment plans and business strategies. He elevated the group to the new heights of success and the group never looked back under his Chairmanship. Apart from his engagement in the business he is playing an active role in the society. Shri Suresh Goel has been allotted Director Identification No. 00115834.
As on 31st March 2014, Shri Suresh Goel is holding 67,800 equity shares of Rs. 10/- each of the Company. Shri Suresh Goel is also holding Directorship in M/s Shri Bajrang Power and Ispat Limited, M/s S.B. Multimedia Private Limited, M/s Shri Bajrang Hydro Energy Private Limited and M/s Shri Bajrang Steel and Power Limited. He is also Chairman of Audit Committee and Remuneration Committee of M/s Shri Bajrang Power and Ispat Limited. He is not Member of any of the Committee of the Company. Shri Suresh Goel retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Because of his rich knowledge and vast experience, his re-appointment would be beneficial to the Company.
13. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Raj Kumar Yadava who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years:-
Shri Raj Kumar Yadava is an M.Tech and Ph.D. in Metallurgical Engineering from Institute of Technology, Banaras Hindu University. He has around 38 years of industrial and research experience and wide knowledge in the field of metals and engineering materials. Shri Raj Kumar Yadava had

been Members of various committees like Technical Committee formed by IIT, Madras, Technical Advisory Committee formed by Small Scale Industries, Rajasthan, Expert Committee of Central Electro-Chemical Research Institution, Tamilnadu etc. He has also been visiting faculty from various renowned Indian and International Institutions. Shri Raj Kumar Yadava had also served many organizations like M/s. Balls and Cylpebs Ltd, United India Insurance Co. Limited, Rajasthan and Hindustan Zinc Limited and Department of Sales Tax in various dignified capacities. He brings to the Board his rich experience and understanding of the business and the Company is surely benefited significantly from his expertise. Shri Raj Kumar Yadava does not hold any shares of the Company.

14. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Vikash Kumar Khedia who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years:-

Shri Vikash Kumar Khedia is a Commerce Graduate and is having a wide experience of in the field of sales and distribution of more than 15 years. He operates his business in the state of M.P. and Chhattisgarh, hence he is familiar of local markets, moreover Shri Vikash Kumar Khedia operates his business independently. Shri Vikash Kumar Khedia is also a Non Executive Director in Swastik Mercantiles Limited and Director in Shri Bajrang Ispat & Plywood Limited, Sister concerns of the Company. Shri Vikash Kumar Khedia does not hold any shares of the Company.

15. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Dinesh Kumar Aggarwal who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years :-

Shri Dinesh Kumar Aggarwal is a Commerce Graduate and a learned person with wide knowledge and experience in iron & steel industry with vast knowledge in marketing and finance. Above all he is a Good Administrator, an Eminent Leader and having good financial control over the Company. In his guidance the industry is having an excellent growth and trying to modernize the industry with innovative technology and ideas. Shri Dinesh Kumar Aggarwal does not hold any shares of the Company.

16. Voting through electronic means:-

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 the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 24th Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.

Members are requested to note that the business as listed in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company name as "Shri Bajrang Alloys Limited" from the drop down menu and click on "SUBMIT".
- (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 Shareholders as well as physical Shareholders)</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 last 8 digits of the demat account/folio number in the PAN Field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, then please enter the number of shares held by you as on the cut off date (22nd August, 2014) in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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 of Shri Bajrang Alloys 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



SHRI BAJRANG ALLOYS LTD.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & 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 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.
 - After receiving the login details they have to create a user 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 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.
- (xviii) The voting period begins on Tuesday, 16th September, 2014 at 10 am and ends on Thursday 18th September, 2014 at 05.00 pm. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22.08.2014) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) 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 under help Section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Shri Anand Kumar Sahu of M/s. Anand Kumar Sahu & Associates, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (xxii) The Results declared along with the Scrutinizers report shall be placed on the Company's website www.sbal.co.in and the website of CDSL - www.evotingindia.co.in within two days of passing of the Resolutions at the 24th Annual General Meeting on 23rd Day of September, 2014 and communicated to BSE Limited where the shares of the Company are listed.

FOR AND ON BEHALF OF THE BOARD

Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

CIN No.: L27103CT1990PLC005964
REG. OFFICE: 521/C, URLA INDUSTRIAL
COMPLEX, URLA, RAIPUR – 493221 (C.G.)
Mail id: cs@goelgroup.co.in

PLACE: RAIPUR
DATE: 05/08/2014

Annexure to the Notice Dated 05th Day of August, 2014**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

Explanatory Statement is provided, although not strictly required as per Section 102(1) of the Companies Act, 2013

M/s. R.K. Singhania & Associates have been the Auditors of the Company since inception and has completed a term of more than 10 years by now. M/s. R.K. Singhania & Associates were Auditors for more than two terms of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, listed Companies cannot appoint or re-appoint an audit firm as Auditor for more than two terms of five consecutive years. Section 139 of the Companies Act, 2013 and Rules made thereunder has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement.

In view of the above, M/s. R.K. Singhania & Associates, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 08th July, 2014, proposed the appointment of M/s. R.K. Singhania & Associates as the Statutory Auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting).

The Board commends the Resolution at Item No. 3 for approval by the Members by passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their respective Relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No. 4

The Company is directed under Section 148 of the Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. S.C. Mohanty & Associates as the Cost Auditors of the Company to conduct Cost Audit relating to the business of the Company as ordered by the Central Government under the Companies Act, 2013 and the Rules made thereunder, for the year ending 31st March, 2015, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus out-of-pocket expenses.

M/s. S.C. Mohanty & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. S.C. Mohanty & Associates have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956.

The Board has approved the remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus out-of-pocket expenses to M/s. S.C. Mohanty & Associates as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 4.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Cost Auditor and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

The Resolution at Item No. 4 is commended for approval by the Members by passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Shri Raj Kumar Yadava has been a Non-Executive Director of the Company since 28th September, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Raj Kumar Yadava holds NIL shares in the Company.

Shri Raj Kumar Yadava is an M.Tech and PhD in Metallurgical Engineering from Institute of Technology, Banaras Hindu University and is a well-known researcher in iron and steel production. Shri Raj Kumar Yadava is also a Non Executive Director in Shri Bajrang Power and Ispat Limited, a Sister concern of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Raj Kumar Yadava has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Raj Kumar Yadava as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director up to 22nd September, 2019. In the opinion of the Board, Shri Raj Kumar Yadava fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Raj Kumar Yadava as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Raj Kumar Yadava and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Raj Kumar Yadava is concerned or interested in the Resolution to item No. 5 of the accompanying Notice.

Item No. 6

Shri Vikash Kumar Khedia has been a Non-Executive Director of the Company since 28th June, 2006 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Vikash Kumar Khedia holds NIL shares in the Company.

Shri Vikash Kumar Khedia is a Commerce Graduate and is having a wide experience in the field of sales and distribution of more than 15 years. He operates his business in the state of M.P. and Chhattisgarh, hence he is familiar of local markets, moreover Shri Vikash Kumar Khedia operates his business independently. Shri Vikash Kumar Khedia is also a Non Executive Director in Swastik Mercantiles Limited and Director in Shri Bajrang Ispat & Plywood Limited, Sister concerns of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Vikash Kumar Khedia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Vikash Kumar Khedia as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director upto 22nd September, 2019. In the opinion of the Board, Shri Vikash Kumar Khedia fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Vikash Kumar Khedia as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Vikash Kumar Khedia and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Vikash Kumar Khedia is concerned or interested in the Resolution to item No. 6 of the accompanying Notice.

Item No. 7

Shri Dinesh Kumar Aggarwal has been a Non-Executive Director of the Company since 02nd May, 2005 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Dinesh Kumar Aggarwal holds NIL shares in the Company.

Shri Dinesh Kumar Aggarwal is Commerce Graduate and a learned person with wide knowledge and experience in iron & steel industry with vast knowledge in marketing and finance. Shri Dinesh Kumar Aggarwal is also a Non Executive Director in Swastik Mercantiles Limited, Director in Shri Bajarang Ispat and Plywood Limited, a Sister Concern and Popular Mercantile Private Limited wholly owned subsidiary of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Dinesh Kumar Aggarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Dinesh Kumar Aggarwal as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director up to 22nd September, 2019. In the opinion of the Board, Shri Dinesh Kumar Aggarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Dinesh Kumar Aggarwal as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Dinesh Kumar Aggarwal and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Dinesh Kumar Aggarwal is concerned or interested in the Resolution to item No. 7 of the accompanying Notice.

Item No. 8

The Company purchases Billets/Blooms as its Raw Materials from Shri Bajrang Power and Ispat Limited a Sister Concern of the Company on a regular basis which is used in the production of finished products of the Company - Structural Steel (Angles, Channels, Beams etc.).

The benefits derived from the purchase transactions with Shri Bajrang Power and Ispat Limited are – timely availability of Raw Materials, availability as per required specifications, required quantity so that there is minimum wastage and lesser storage, the raw materials are high tensile category of steel which are not easily available in the market place as per our requirements.

The Company is developing edge over its competitors with its high quality products in the market, and to a great extent good quality of raw materials helps in manufacturing high quality finished products in the production process.



SHRI BAJRANG ALLOYS LTD.

Shri Bajrang Power and Ispat Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and thus the transaction requires approval of Members by a Special Resolution under Section 188 of the Companies Act, 2013 and under Clause 49 of Listing Agreement.

The Particulars of the Related Party Transactions are as follows:-

PARTICULARS	DETAILS
Name of the Related Party	Shri Bajrang Power and Ispat Limited
Name of the Director or Key Managerial Personnel who is related	Shri Suresh Goel & Shri Narendra Goel
Nature of relationship	Sister Concern as both the Companies are having common Directors on their Board (Shri Suresh Goel and Shri Narendra Goel being common Directors)
Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement.	Agreement entered between the Company and Shri Bajrang Power and Ispat Limited for Purchase of Billets/Blooms and other materials as required by the Company for a period of Five years on an arm's length basis i.e. on prevailing market prices.
Any other information relevant or important for the Members to take a decision on the proposed resolution	--

In compliance with the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and Clause 49 of the Listing agreement, approval of material related party transactions of the Company, is now being placed before the Members in Annual General Meeting for their approval by passing Special Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of Agreement and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel and Shri Narendra Goel is concerned or interested in the Resolutions to item No. 8 of the accompanying Notice.

FOR AND ON BEHALF OF THE BOARD

Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

REG. OFFICE: 521/C, URLA INDUSTRIAL
COMPLEX, URLA, RAIPUR – 493221 (C.G.)
CIN No.: L27103CT1990PLC005964
Email id: cs@goelgroup.co.in

PLACE: RAIPUR
DATE: 05/08/2014