



## SHRI BAJRANG ALLOYS LIMITED

CIN : L27103CT1990PLC005964

Registered Office: 521/C, Urla Industrial Complex, Urla, Raipur – 493221 (C.G.)

Website – [www.sbal.co.in](http://www.sbal.co.in)

### POSTAL BALLOT NOTICE

Notice is hereby given pursuant that 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 re-enactment thereof for the time being in force) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations to transact the following special business by the members of Shri Bajrang Alloys Limited by passing the resolutions through postal ballot.

Your consideration and approval is sought for the resolutions annexed herewith. The statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a postal ballot form for your consideration, M/s Anand Kumar Sahu & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instruction printed on the postal ballot form and notice and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on **Friday, 25<sup>th</sup> March, 2016** the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

#### **E-voting option**

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and section 108 and other applicable provisions of the Act read with the related rules (including any statutory modification or re-enactment thereof, for the time being in force), we are pleased to provide e-voting facility for our members which would enable you to cast your votes electronically, instead of dispatching physical postal ballot form. E-voting is optional and all members (whether holding shares in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing e-voting facility to all its members. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced **on or before 30<sup>th</sup> March, 2016** at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and hosted on the Company's website [www.sbal.co.in](http://www.sbal.co.in). Besides communicating to the Bombay Stock Exchange Limited. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

#### **SPECIAL BUSINESS**

##### **ITEM NO. 1:**

Consent for making of any investments/ giving any loan or guarantee/ providing securities.

**1. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as Special resolution:**

##### **RESOLUTION 1:**

**"RESOLVED THAT** in supersession to the earlier Resolution passed through Postal Ballot on 3<sup>rd</sup> April, 2014, in agenda item no. 3, and pursuant to the provisions of the Section 186 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Meeting of Boards and its Powers) Rules, 2014 and any other rules made thereunder, if any, and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorized in this behalf) the consent of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give loan to any person(s) or other body corporate(s), or (ii) give any guarantees or to provide securities in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid-up share capital and free reserves and securities premium account or one hundred percent of its free reserves and securities premium account of the Company, whichever is higher as the Board of Directors may think fit, provided that the loan or investment made, guarantees given, and securities provided shall not any time exceed an amount of Rs. 2200/- Crores ( Rupees Two Thousand Two Hundred Crores only).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or any body corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.



By order of the Board of Directors  
For, Shri Bajrang Alloys Limited

*Nishant Agrawal*  
Nishant Agrawal

Company Secretary & Compliance Officer

Place: Raipur  
Date: 17.02.2016

Regd. Office:  
Shri Bajrang Alloys Limited  
521/C. Urla Industrial Area, Urla, Raipur - 493221

#### NOTES

1. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A postal ballot form is also enclosed.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of members/record of depositories as on **12<sup>th</sup> February, 2016**.
3. The Notice is also being published in one English newspaper and one Vernacular Language having wide circulation in which State Registered Office of the Company is Situated.
4. The Notice has also been published on the website of the Company [www.sbal.co.in](http://www.sbal.co.in).
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at the general meeting of the members.
6. Shareholders who do not receive the Postal ballot Form may apply to the Company and obtain a duplicate thereof.

#### Instructions for Voting:

##### Voting through Postal Ballot Form

- A. A member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot form with assent (for) or dissent (against) and send it to 'the Scrutinizer' in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or by registered post at the expense of the registered member will also be accepted. The envelopes may also be deposited personally at the address given thereon. 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 before the close of working hours on or before **Friday, the 25<sup>th</sup> March, 2016**. Any postal ballot form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
- B. The members are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted.

##### E-voting Facility

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching postal ballot form. Members have an option to vote either through e-voting or through ballot form. If a member has opted for e-voting, then he/she should not vote by postal ballot and vice-a-versa. However, in case members cast their vote both the physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

Instructions, process and manner for remote e-voting are as under:

- (i) The e-voting periods begins on **Thursday, the 25<sup>th</sup> February, 2016 at 9:00 a.m. and ends on Friday, the 25<sup>th</sup> March, 2016 at 5:00 p.m.** During this period, shareholders' of the Company, holding shares either in physical

form or dematerialized form, as on the cut-off date (record date) **Friday, the 12<sup>th</sup> February, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change its subsequently.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN filed.</li> </ul>
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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 relevant **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.
- (xvii) If Demat account holder has forgotten the same 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) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

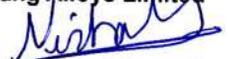
Shri Anand Kumar Sahu of M/s. Anand Kumar Sahu & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize e-voting/Postal Ballot process in a fair and transparent manner.

Place: Raipur  
Date: 17.02.2016

Regd. Office:  
Shri Bajrang Alloys Limited  
521/C. Urla Industrial Area, Urla, Raipur - 493221



By order of the Board of Directors  
For, Shri Bajrang Alloys Limited

  
Nishant Agrawal  
Company Secretary & Compliance Officer

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013  
RELATING TO THE AFORESAID SPECIAL RESOLUTION**

**ITEM NO. 1**

The Company through Postal Ballot passed the resolution on dated 3<sup>rd</sup> April, 2014, agenda item no. 3 passed under Section 372A of the Companies Act, 1956 (*the erstwhile Act*) approved the monetary ceiling for giving loans, making investments, giving Guarantees and providing securities or combination of one or more to the following companies as below:

(Rs. In Crores)

Sl. No.	Name of the Company	Monetary Ceiling
1.	Swastik Mercantiles Limited	200.00
2.	Shri Bajrang Power and Ispat Limited	2000.00
	<b>Total</b>	<b>2200.00</b>

The aforesaid monetary limit since being partially unutilized by the Company, and the company has further investment opportunities and requirement of extending loan/guarantees to its group companies or other body corporate, it is proposed to modify the limits given to the companies specifically, and make the limit of Rs. 2200 Crores (Rupees Two thousand Two Hundred Crores) as the overall limits granted by the company to be utilized as per the discretion of the Board in one or more companies.

In order to remove the restriction of the aforesaid two companies only, it is proposed to modify the earlier passed resolution with this proposed resolution.

The company is undertaking various business activities through its group companies/associate companies, other bodies corporate and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company may be authorized to give loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 2200 Crores (Rupees Two Thousand Two Hundred Crore), which shall be over and above the said limit as specified in section 186 (2) of the Act and the aggregate outstanding amount of loans/guarantees/ securities provided/made from time to time.

The Board of Directors had, in its meeting held on February 17, 2016 considered and approved, subject to the approval of share holders, this proposal and recommend this resolution to the Shareholders for their approval by way of Special Resolution.

Except the Directors and Key managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of Directorship / shareholding or in any other manner in one or more companies / bodies corporate / individuals as described in the said resolution, no other Director or Key managerial personnel or their relatives is concerned in the said Resolution.

Place: Raipur  
Date: 17.02.2016

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By order of the Board of Directors  
For, Shri Bajrang Alloys Limited

*Nishant Agrawal*  
Nishant Agrawal  
Company Secretary & Compliance Officer

Enclosed:-  
1. Postal Ballot Form.  
2. Self Addressed postage prepaid envelope