



SHRI BAJRANG ALLIANCE LIMITED

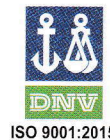
(Formerly known as Shri Bajrang Alloys Limited)

Regd & Works Office : 521/C, Urla Industrial Complex, Urla, Raipur 493-221 (C.G.), India

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E-Mail : sales.sbal@goeltmt.com, Website : www.sbal.co.in

CIN No. : L27103CT1990PLC005964



Dated: 01.02.2023

To,
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

Sub: Intimation for Extra Ordinary General Meeting (EGM), Book Closure and fixation of cut-off date for e-voting, period of remote e-voting

Ref : BSE Scrip Code-526981

Dear Sir/ Madam,

In Compliance with Regulation 30 and 42 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Please note below mentioned details with respect to Extra Ordinary General Meeting (EGM), Book Closure and fixation of cut-off date for e-voting, period of remote e-voting.

Further, we have also enclosed herewith copy of Notice of Extra Ordinary General Meeting and the same also be made available on Company's website. The same is set out below:

S.No.	Event	Date	Time
1.	Extra Ordinary General Meeting	Friday, 24 th February, 2023	04:00 P.M.
2.	Relevant Date/ Cut-off date to vote on EGM Resolutions	Thursday, 16th February, 2023	-
3.	Book Closure Date- EGM	Friday, 17th February, 2023 to February 23rd, 2023	-
4.	Commencement of E-Voting	Tuesday, 21st, February, 2023	09:00 A.M.
5.	End of E-Voting	Thursday, 23rd February, 2023	05:00 P.M.

Thanking you

Yours faithfully

For SHRI BAJRANG ALLIANCE LIMITED

NISHANT AGRAWAL
COMPANY SECRETARY AND COMPLIANCE OFFICER

Dear Sir(s),

Sub: Notice of the Extra Ordinary General Meeting of the Company going to be held on 24th February 2023.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of **Shri Bajrang Alliance Limited** ("the Company") will be held on **Friday the 24th February 2023 at 04:00 PM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Extra Ordinary General Meeting Notice is also uploaded on the Company's website.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Tuesday, 21st February, 2023 (09:00 A.M. IST)
End of remote e-voting	Till Thursday, 23rd February, 2023 (05:00 P.M. IST)

The remote e-voting module shall be disabled by **Linkintime** for voting after **Thursday, 23rd February, 2023 (05:00 P.M. IST)**.

Members, who are present at the EGM through VC / OAVM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Thursday, 16th February, 2023** will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking You

Yours Faithfully

Nishant Agrawal

Company Secretary & Compliance Officer

Encl: Notice of the Extra-Ordinary General Meeting

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of **Shri Bajrang Alliance Limited** will be held on **Friday, the 24th February, 2023 at 04:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

ITEM 1: To re-appoint Shri Anand Goel as Managing Director and in this regard, to pass, the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded for the re-appointment of Shri Anand Goel (DIN:- 00796135) on the post of Managing Director of the Company for a period of five years with effect from 01.02.2023 to 31.01.2028 upon the terms and conditions and remuneration of Rs.1,00,000/- (Rupees One Lac Only) per month as decided by the Board and the Board be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment in such a manner as the Board may deem fit and as may be acceptable to Shri Anand Goel, Managing Director.”

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Shri Anand Goel, the remuneration by way of salary, perquisites and other allowances be paid to Shri Anand Goel as minimum remuneration subject to the provisions of Schedule V of the Act, (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time); without any further approval of the Members.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM 2: Approval for Enhancement of the Limit of Material Related Party Contracts / Arrangements / Transactions for Financial Year 2022-23.

To consider and, if thought fit, to pass the following resolution as an special resolution:

“**RESOLVED THAT** in suppression of earlier resolution passed in respect of the subject matter of this resolution and pursuant to applicable provisions of the Companies Act, 2013 and Rules framed therein, Regulation 23 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced and the Company’s policy on dealing with Related Party Transactions, the approval of the Members of the Company be and is hereby accorded, in partial modification of the resolution passed by the Members of the Company in the Annual General Meeting held on Tuesday, 27th September, 2022 approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into and / or to carry out and / or continue to enter, carry out contracts / arrangements / transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise, (including transfer of resources, obligations and services) with Shri Bajrang Power and Ispat Limited, being related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, on such term(s) and condition(s,) as the Board of Directors, in its absolute discretion may deem fit,

PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company and remaining outstanding at any one point in time shall not exceed the limit as detailed in the Statement u/s 102 annexed to the notice for a period up to the ensuing 33rd Annual General Meeting of the Company to be held in the year 2023, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation /renegotiation/

modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) or authorized representative(s) of the Company as it may consider appropriate in order to give effect to this resolution and to do all acts, take such steps, execute all documents, agreements and writings as may be considered necessary or expedient to give effect to the aforesaid resolution.”

FOR AND ON BEHALF OF THE BOARD

SD/-
NISHANT AGRAWAL
COMPANY SECRETARY
WEBSITE:- WWW.SBAL.CO.IN
E-MAIL: CS.SBAL@GOELGROUP.CO.IN
01ST FEBRUARY,2023
RAIPUR (CHHATTISGARH)

REGISTERED & CORPORATE OFFICE:
521/C URLA INDUSTRIAL COMPLEX URLA 493221
CIN: L27103CT1990PLC005964

Notes:-

1. For the purpose of the Companies Act, 2013 ("Act"), the proceedings of the meeting shall be deemed to take place at 521/C Urla Industrial Complex Urla 493221.
2. An explanatory statement pursuant to Section 102 of the Companies Act 2013 ('Act') in respect of the Special Business under item no. 1 and 2 of the notice, is annexed hereto.
3. This EGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as "MCA Circulars"); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/CIR/P/2022/62.
4. The helpline number regarding any query/assistance for participation in the EGM through VC/OAVM is Tel: 022-49186175, Tel: 1800-222-990.
5. Since, the EGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
6. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the EGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
7. Members can raise questions during the meeting or in advance at cs.sbal@goelgroup.co.in However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed hereto.
9. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to cs.sbal@goelgroup.co.in
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

Registration of Email Id:

In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.

12. Register of Members and Share Transfer Books of the Company will remain closed from February 17th, 2023 to February 23rd, 2023 (Both Days Inclusive).
13. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on **Thursday, February 16th 2023** being the **cut-off date** shall be entitled to avail the facility of remote e-voting or e-voting during the EGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.
14. **The remote e-voting period begins on Tuesday, February 21st, 2023 at 9.00 A.M. (IST) and ends on Thursday, February 23rd, 2023 at 5.00 P.M. (IST).** The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
15. Seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through an email on cs.sbal@goelgroup.co.in
16. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time, for smooth conduct of the EGM. The Company has also provided the facility to the Members to ask questions to the panelist via active chat-board during the EGM and the same would be responded by the Company appropriately
17. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
18. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by Link Intime India Private Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
19. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Link Intime India Private Limited ("LIPL") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
20. Pursuant to MCA Circulars, a designated email address i.e., cs.sbal@goelgroup.co.in has been created by the company so that the Members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at Extra-Ordinary General Meeting of the Company by electronic means through E-voting facility provided by Link Intime India Private Limited.
22. M/s Anand Kumar Sahu and Associates; Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
23. Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://www.sbal.co.in/> and on the website of Link Intime India Private Limited at

<https://instavote.linkintime.co.in> immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to BSE.

E- VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the Extra-Ordinary general Meeting (EGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the EGM, ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

Item 1

The Board of Directors of the Company at its meeting held on 01.02.2023 re-appointed Shri Anand Goel as Managing Director of the Company for a period of five years effective from 01.02.2023 to 31.01.2028 on terms and conditions and a remuneration of Rs.100000/- per month payable to Shri Anand Goel, Managing Director of the Company. The re-appointment of the Managing Director is subject to approval of Members and other approvals as may be necessary.

The principal terms of appointment and remuneration of Shri Anand Goel are as follows:-

Remuneration – Rs.100000/-

Notwithstanding anything to the contrary herein contained where in any financial year the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above subject to the necessary approval, if required.

The Managing Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Shri Anand Goel, Managing Director of the Company shall not be liable to retire by rotation. The resolution is recommended by the Board for approval of Members.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Managing Director and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company.

Shri Anand Goel has played an important role in developing the steel businesses. His active interest and vast experience in structural steel industry has resulted in development and running of nearly all the rolling mills in the group. Shri Anand Goel is a Bachelor of Commerce and he is also a perfect personality to handle all major commercial and financial aspects in the group.

A career that started as Financial Manager of many businesses, Shri Anand Goel moved on to take on the role of Director at Hera Cements while simultaneously managing Goel Group's timber business. Presently, he holds the responsibilities of Managing Director at Shri Bajrang Alliance Limited and that of Director at Shri Bajrang Agro Processing Ltd., S.B. Multimedia Pvt. Ltd., Shri Bajrang Power and Ispat Ltd., Bonus Dealcom Pvt. Ltd., IA Energy Pvt. Ltd. and Popular Mercantile Pvt. Ltd.

The information as required by regulations 26 & 36(3) of the SEBI (LODR) regulation, 2015 with the stock exchange in relation to appointment/reappointment of Directors of the Company are as follows:

PARTICULARS	DETAILS
Name of the director	Shri Anand Goel
DIN	00796135
Date of Birth	25.07.1965
Qualification	Bachelor of Commerce
Name of the Companies in which he is a Director other than Shri Bajrang Alliance Limited.	S. B. Multimedia Private Limited Shri Bajrang Agro Processing Limited Shri Bajrang Power And Ispat Limited

	IA Energy Private Limited Bonus Dealcom Private Limited Popular Mercantile Private Limited
Terms and conditions of appointment	Please refer resolution at item no. 1 of this Notice.
Specific Functional Areas/Experience	As mentioned in explanatory statement
Chairmanship / Membership of Committee (s) of Board of Director of the Company.	Member of Stakeholder's Relationship Committee
Chairman/Member of the Committee (s) of Board of Directors of other Public Limited Companies in which he is a Director	Shri Bajrang Power and Ispat Limited Audit Committee – Member Stakeholder Relationship Committee- Chairman Risk Management Committee - Chairman
Shareholding in the Company as on 31-03-2022 & percentage of Paid up capital	349469 Shares (3.88%)

The Nomination and Remuneration Committee appreciated the contributions made by Shri Anand Goel towards the growth and recognition of the Company and considering the same, also recommended that in case of inadequacy of profits or no profits, the Managing Director shall be paid minimum remuneration of Rs.1,00,000/- per month, in accordance with Section II (A) of Part II of Schedule V of the Companies Act, 2013.

Shri Anand Goel is associated with the Company since year 2000 and has contributed a lot towards the growth of Company. The continued association of Shri Anand Goel provides immense benefits to the Company. Shri Suresh Goel:

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information: -

1. Nature of Industry

The Company is engaged in the business of manufacture and trading of structural Steel, Ready to eat frozen food and essential oils etc.

2. Date or expected date of commencement of commercial production: March 05, 1991

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**

4. Financial Performance based on given indicators:

(Rs. In Lacs)

PARTICULARS	STANDALONE	
	<i>Financial Year ended 31.03.2022</i>	<i>Financial Year ended 31.03.2021</i>
Total Turnover & other receipts	17261.26	21405.77
Profit before Tax	684.21	286.24
Net Profit after Tax	378.33	217.54

5. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the financial year.

II. Information about the Appointee:

1. Background Details:

Shri Anand Goel:

Shri Anand Goel, aged about 58 years a Commerce graduate possesses a vast experience in structural mill operations and has acquired considerable scale of knowledge in various aspects of rolling mill process. Due to his consistent supervision the industries of the group has achieved cost effectiveness. He has sound administrative command in the plant maintenance, inventory control and material management. He is also having sound commercial and financial maturity. He has been handling the various commercial & financial aspects of the group. He is doing entire liaison work with banks and other institutions. He has sound experience in marketing field also.

1. Past Remuneration:

During the financial year ended March 31, 2022, he was not paid any remuneration to Shri Anand Goel.

2. Job Profile Suitability:

Shri Anand Goel has played an important role in developing the steel businesses. His active interest and vast experience in structural steel industry has resulted in development and running of nearly all the rolling mills in the group. Shri Anand Goel is a Bachelor of Commerce and he is also a perfect personality to handle all major commercial and financial aspects in the group.

3. Remuneration proposed:

Salary proposed to Shri Anand Goel in the basic scale of Rs. 1,00,000/- per month.

4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Anand Goel the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration proposed to be paid to Shri Anand Goel, he do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Shri Narendra Goel and Shri Archit Goel.

III. Other Information:

1. Reasons of loss or inadequate profits:

Due to lack of demand of steel products in the infrastructure, railway and power sector the major sectors where company sells its products. Because of lack of development and liquidity crunch in these sectors there has been a low demand of company's products in this year. Further the maintenance costs and interest burden remains fixed for the Company in which case lower production gulps down the profit margin.

1. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

As long as these sectors continue to underperform, the prospects of the Company to achieve a higher level of production and growth will remain unattained. The company right now is not planning any diversification of business and hence the fixed cost remains a burden till the level of production is not increased. However the company is forecasting a good demand in its products in the market which will eventually help increasing the production level of the company thereby increasing profits.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading “Details of remuneration paid to the Directors of the Company” for the year ended March 31, 2022.

The Resolution at Item No. 1 are recommended by the Board for approval by the Members by passing Special Resolution.

None of the Directors of the Company except Shri Anand Goel, Shri Narendra Goel and Shri Archit Goel is concerned or interested in the Resolution to item No. 1 of the accompanying Notice

Item 2

The Company, in ordinary course of its business enters into various transactions which inter-alia are in the nature of sale & purchase of goods / job work, with Shri Bajrang Power and Ispat Limited (“SBPIL”). Likewise, the Company also in its ordinary course of business engages with Shri Bajrang Power and Ispat Limited for Purchase of Raw Material for Manufacturing of Iron and Steel and Sale of its Finished Products and also intended to sale Ready to eat frozen foods. These transactions are at arm’s length basis and strategically and operationally beneficial to the Company.

In terms of the amended provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), which became effective from April 1, 2022 and the Company’s policy on dealing with Related Party Transactions (‘Policy’), all Material Related Party Transactions (‘RPT’) with an aggregate value exceeding INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution.

The relevant details as required under the applicable provisions were placed before the Audit Committee, for the material related party transactions. The Audit Committee, after reviewing all necessary upon the information, has granted approval, for entering into the material related party transactions. The Audit Committee has noted that the said transactions will be on at arms’ length basis and in the ordinary course of business of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 1st February 2023, subject to the approval of the Members, has approved to enter into material related party transactions, in the ordinary course of its business and at arm’s length basis with SBPIL during financial year 2022-23.

The above mentioned transactions between the Company and the aforesaid related parties are likely to exceed the thresholds of materiality limits as defined under the SEBI Listing Regulations and the Policy, during the financial year 2022-23 and therefore prior approval of the Members is being sought.

Details of the transactions with the aforesaid related parties of the Company along with the information as required pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S.No	Description	Remarks
A summary of the information provided by the management to the Audit Committee:		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Shri Bajrang Power and Ispat Limited (Associate of the Company)
b.	Tenure of the proposed transaction (particular tenure shall be specified)	The proposed transactions are to be entered during the financial year 2022-23.
c.	Value of transactions	Upto INR 500 Crore.
d.	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	289%

e.	Particular of Transaction	Purchase of Raw Material for Manufacturing of Iron and Steel and Sale of its Finished Products and also intended to sale Ready to eat frozen foods
f.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
g.	Details of the source of funds in connection with the proposed transaction	Not Applicable
h.	Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not Applicable
i.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
j.	Justification for the transaction	Shri Bajrang Power and Ispat Limited is a material related party of the Company and have been able to supply consistent quality at competitive price in line with the company's supply schedules which is critical for the Company to gain and strengthen as share in the domestic and global consumer market. The proposed Transactions shall be carried out at arm's length basis and be consistent with the interests of the Company as well as the stakeholders
k.	A copy of the valuation or other external party report, if any such report has been relied upon	All transactions with the related parties are done on at arm's length basis. The value of the related party transactions are being determined on the basis of the market price of the relevant material(s) and service(s) and hence valuation report is not required. Where market price is not available, alternative method(s) including reimbursement of actual cost incurred or cost plus mark- up as applicable under arm's length pricing criteria are adopted.

Your Directors recommend passing of the resolution as set out at item no. 2 of this Notice as an Special Resolution for your approval.

The Members may note that in terms of the amended provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution as set out at item no. 2 of this Notice.

Shri Narendra Goel, Chairman and Director, Shri Anand Goel , Managing Director and Shri Archit Goel Whole time Director of the Company and their relatives may be deemed to be concerned or interested in the said resolution, to the extent of their directorship/shareholding interest, in the Company and/or the referred related parties of the Company. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding interest, if any.

FOR AND ON BEHALF OF THE BOARD

SD/-

NISHANT AGRAWAL

COMPANY SECRETARY

WEBSITE:- WWW.SBAL.CO.IN

E-MAIL: CS.SBAL@GOELGROUP.CO.IN

01ST FEBRUARY,2023

RAIPUR (CHHATTISGARH)

REGISTERED & CORPORATE OFFICE:

521/C URLA INDUSTRIAL COMPLEX URLA 493221

CIN: L27103CT1990PLC005964

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the cs.sbal@goelgroup.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the **Extra Ordinary General Meeting** through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the **Extra Ordinary General Meeting** will be eligible to attend/ participate in the **Extra Ordinary General Meeting** through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

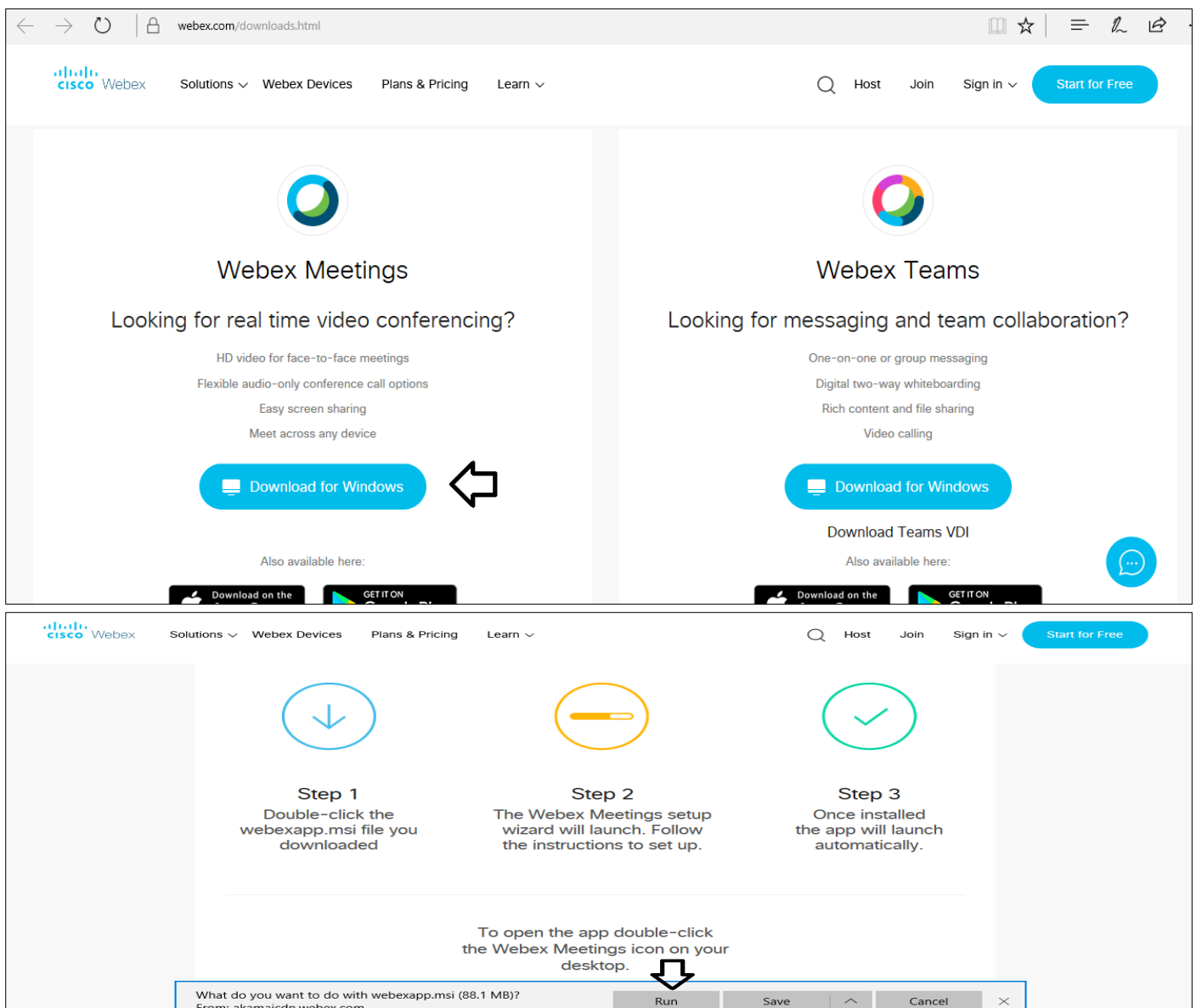
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the EOGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

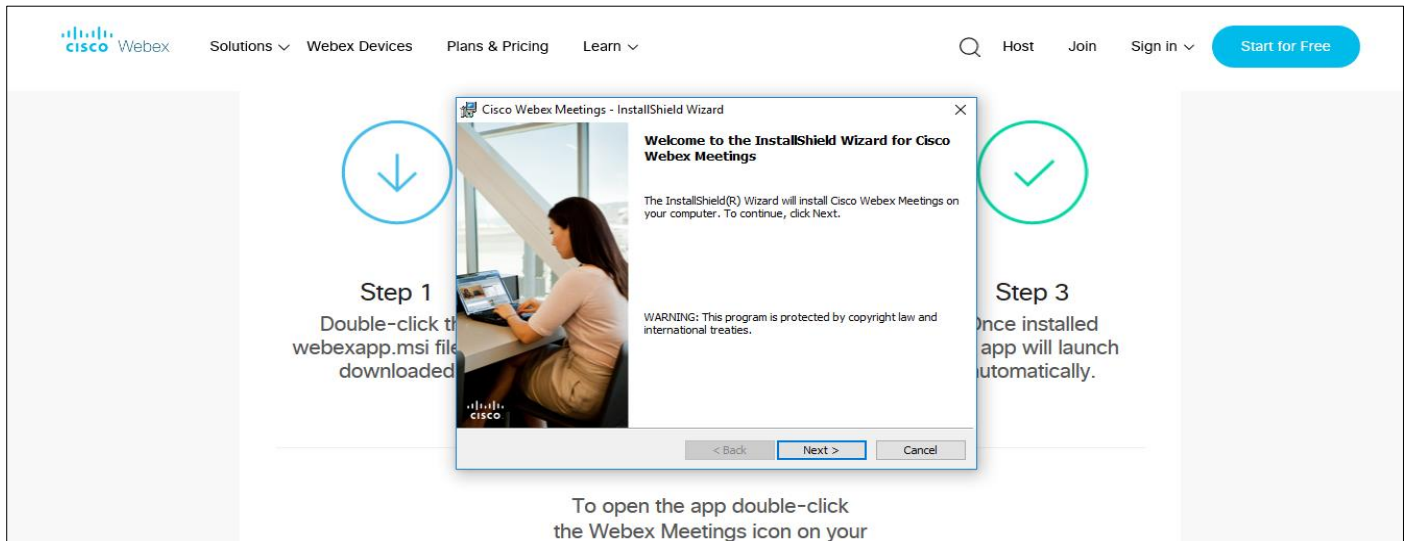
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



The screenshot displays the Webex website's download page. The top navigation bar includes the Cisco Webex logo, menu items (Solutions, Webex Devices, Plans & Pricing, Learn), a search icon, and links for Host, Join, Sign in, and a 'Start for Free' button. The main content area is split into two columns. The left column, titled 'Webex Meetings', asks 'Looking for real time video conferencing?' and lists features like HD video, flexible audio options, easy screen sharing, and cross-device meeting. It features a 'Download for Windows' button, which is pointed to by a black arrow. The right column, titled 'Webex Teams', asks 'Looking for messaging and team collaboration?' and lists features like one-on-one or group messaging, digital whiteboarding, rich content sharing, and video calling. It also has a 'Download for Windows' button. Below these sections, a 'Download Teams VDI' link is visible. At the bottom, a three-step guide is provided: Step 1 (Double-click the webexapp.msi file), Step 2 (The Webex Meetings setup wizard will launch), and Step 3 (Once installed the app will launch automatically). A black arrow points to the 'Run' button in a Windows file explorer dialog box at the bottom, which shows the file 'webexapp.msi (88.1 MB)' from 'akamaicdn.webex.com'.

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.



The screenshot shows the Cisco Webex website with the 'Welcome to the InstallShield Wizard for Cisco Webex Meetings' dialog box. The dialog box contains the following text:

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

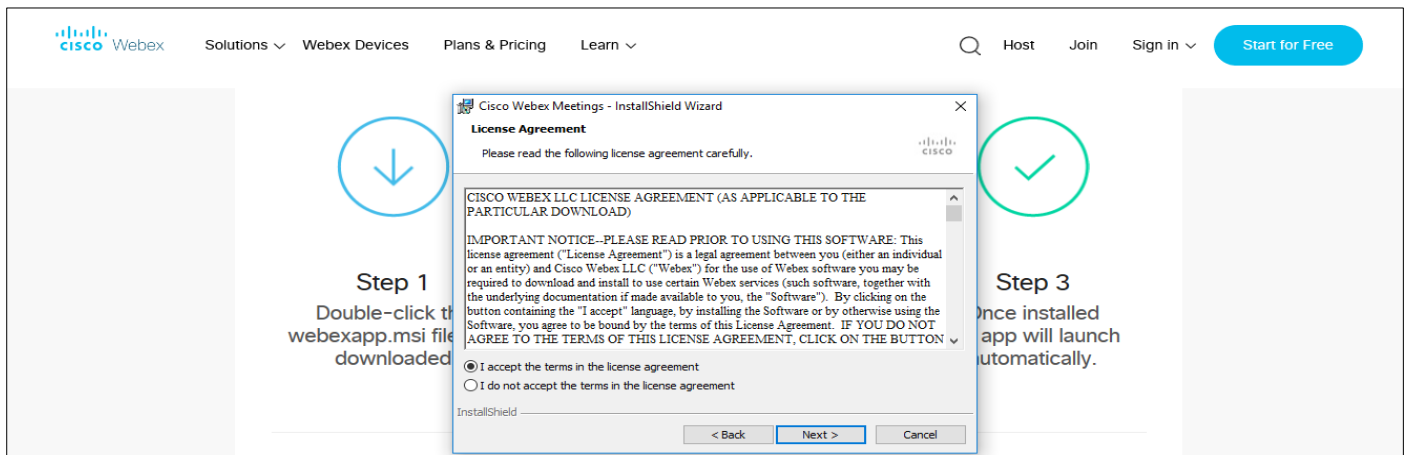
WARNING: This program is protected by copyright law and international treaties.

Buttons: < Back, Next >, Cancel

Background text on the website:

- Step 1** Double-click the webexapp.msi file downloaded
- Step 3** Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your



The screenshot shows the Cisco Webex website with the 'License Agreement' dialog box. The dialog box contains the following text:

License Agreement

Please read the following license agreement carefully.

CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE--PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such as software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

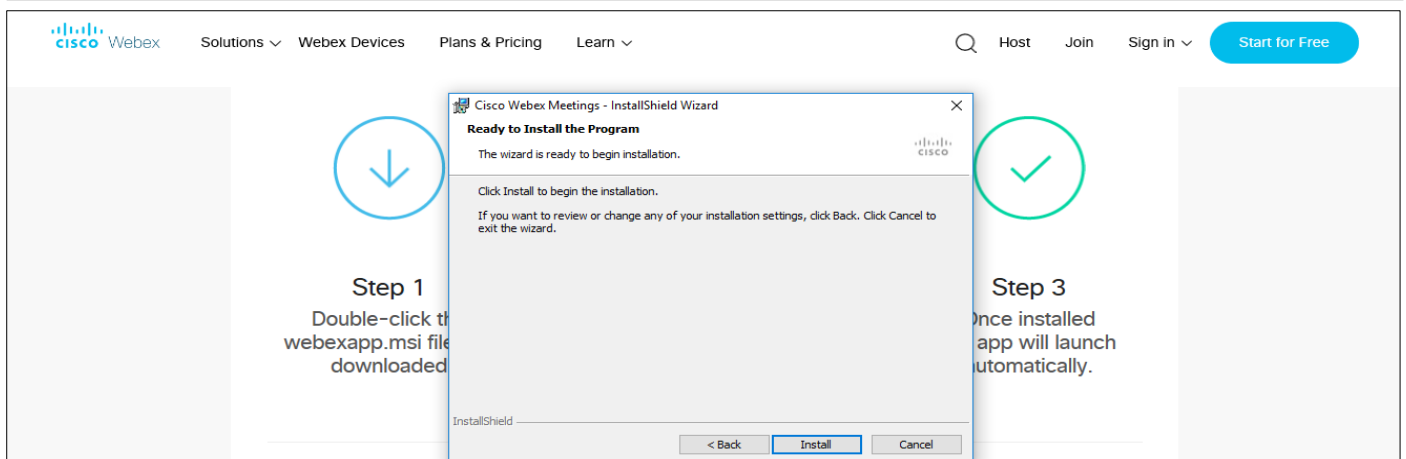
☒ I accept the terms in the license agreement

☐ I do not accept the terms in the license agreement

Buttons: < Back, Next >, Cancel

Background text on the website:

- Step 1** Double-click the webexapp.msi file downloaded
- Step 3** Once installed app will launch automatically.



The screenshot shows the Cisco Webex website with the 'Ready to Install the Program' dialog box. The dialog box contains the following text:

Ready to Install the Program

The wizard is ready to begin installation.

Click Install to begin the installation.

If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.

Buttons: < Back, Install, Cancel

Background text on the website:

- Step 1** Double-click the webexapp.msi file downloaded
- Step 3** Once installed app will launch automatically.

or

1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	<p>If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.</p> <p>Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now</p>

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Event Information:

Event status:

Date and time:

Duration:

Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:

Last name:

Email address:

Event password:

Join Now

[Join by browser](#) **NEW!**

If you are the host, [start your event](#).