

**ENVIRONMENT FRIENDLY OPERATIONS:**

Environmental protection is prime concern for us and we are aware of our core responsibility to the society. The Company's plant complies with all norms set up for clean and better environment by the competent authorities. The Company undertakes regular checks / inspection for the maintenance of environment, health and safety. The company has adequate effluent treatment plant to avoid pollution. The Company is continuously endeavoring to improve the quality of life in the community surrounding its industrial complex.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include, among other things, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the company operates, changes in the government regulations, tax laws and other statutes and incidental factors.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
(SURESH GOEL)  
CHAIRMAN

PLACE: RAIPUR  
DATE: 29.06.2010

**CORPORATE GOVERNANCE REPORT**

*(Pursuant to Clause 49 of the listing agreement)*

**1. COMPANY'S PHILOSOPHY:**

Corporate Governance is not something which can be governed by a statute, but it is environment of good self moral conduct. Good Corporate Governance is characterized by a firm commitment and adoption of ethical practices by an organization across its entire value chain and in all of its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders in both good and bad times. The basic objective of Corporate Governance is to build up an environment of trust and confidence amongst those having compelling and conflicting interest to enhance shareholders value and protect the interest of other stakeholders by enhancing the corporate performance and accountability.

Your Company is a congregation of various stakeholders, namely customers, employees, investors, vendor partners, government and society. The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with balanced mix of experts of eminence and integrity. It is about openness, integrity and accountability, these substances is inexorably linked to the mindset and ethical standards of management. The Company prominences the concept of Corporate Governance by embracing and demonstrating the ethical conduct. Your Company had some values to which it stuck through thick and thin, it is these values which had helped to develop a corporate culture and the requisite focus over the superordinate goals and to overcome the challenges which an enterprise has to constantly meet.

In line with this, we are pleased to inform you that, as on 31st March 2010, the Company is in compliance with all the requirements of Clause 49 of the Listing Agreement. The necessary disclosures as required under Clause 49 of the Listing Agreement have been covered in this Annual Report.

**2. BOARD OF DIRECTORS:****Composition:**

Presently, the Board of Directors of the Company is

comprised of six Directors out of which three are Non-Executive Directors and Independent Directors who bring in a wide range of skills and experience to the Board. The Company has Executive Chairman and the number of Independent Directors is one-half of the total number of Directors. The Composition of the Board is in conformity with Clause 49 of the Listing Agreement.

11 (Eleven) meetings of the Board were held on the following dates during the year ended 31st March 2010:

1. 20th April 2009.
2. 23rd May 2009.
3. 30th June 2009.
4. 31st July 2009.
5. 31st Oct 2009.
6. 30th Jan 2010.
7. 1st Feb 2010.
8. 11th Feb 2010.
9. 2nd Mar 2010.
10. 30th Mar 2010.
11. 31st Mar 2010.

The attendance record, names and categories of the Directors on the Board and also the number of Directorships and Committee Memberships held by them in other Companies as on 31st March, 2010 are given as under:

Name of the Directors	Category of Directors	No. of other Directorship held*	No. of Board Meetings attended	Last AGM attended	No. of other Board committees member/ chairman**
Mr. Suresh Goel	Chairman - Executive	32	11	Present	31 (Chairman)
Mr. Anand Goel	Managing Director / Executive	31	11	Present	None
Mr. Narendra Goel	Executive	32	11	Present	None
Mr. Vikash Kumar Khedria	Non Executive / Independent	31	4	Present	None
Mr. Dinesh Agrawal	Non Executive / Independent	31	4	Present	None
Dr. Ramesh Chandra Gupta	Non Executive / Independent	NIL	4	Absent	None
Total No. of Directors (6 / Six)					

\*Excluding directorship in Private Limited Company, Foreign Companies and Companies up to 25 of the Companies Act, 1956.

\*\*Only two committees, namely, Audit Committee, Shareholders / Investor Grievance Committee have been considered. Independent Directors is as defined as per Clause 49 of the Listing Agreement.

Dr. Ramesh Chandra Gupta is going to retire by rotation at the ensuing Annual General Meeting and also expressed his unwillingness to continue his directorship.

None of the Directors on the Board, as depicted from the above mentioned table, is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49) across all the Companies in which he is a member.

### 3. AUDIT COMMITTEE:

#### Constitution and Composition

The Broad terms and reference of Audit Committee are to discuss the annual work programme and the depth and detailing of the audit plan to be undertaken by the auditor, examine and review the documentation and to recommend to the board either the appointment / reappointment / removal of the statutory auditor, along with the annual audit remuneration. It also review the financial statements before submission to Board, to review reports of the Internal Audit and review weaknesses in internal controls reported by management and review the functioning of the Whistle Blower mechanism, in case the same is existing. The Audit Committee also have regard to the entire profile of the audit firm, its responsible audit partner, experience of handling audit for similar sized companies. In addition, the powers and role of the Audit Committee are as laid down under clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956.

#### Meetings & Attendance during the year

The Audit Committee is constituted of Three Independent Directors. The detailed composition, meetings of the members of the Audit Committee is given below:

Name of the Chairman/ Member	Status	No. of Meetings	
		Held	Attended
Shri Dinesh Agrawal	Chairman (Non Executive Independent Director)	4	4
Shri Vikash Kumar Khedria	Member (Non Executive, Independent Director)	4	4
Dr. Ramesh Chandra Gupta	Member (Non Executive Independent Director)	4	4



The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Statutory and Internal Auditors are also invited to the meetings. All the members of the Audit Committee are financial literates as required by the revised Clause 49 of the Listing Agreement.

The Audit Committee met four times during the year under review on the following dates:

1. 30th June 2009.
2. 31st July 2009.
3. 31st Oct 2009.
4. 30th Jan 2010.

The functioning and terms of reference of the Audit Committee, the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 292A of the Companies Act, 1956 and Listing Agreement with the Stock Exchanges as are in force/ applicable from time to time.

#### 4. REMUNERATION COMMITTEE:

##### Constitution and Meetings

The terms of reference of the said committee are as follows:

- I. To determine on behalf of the Board and on behalf of the shareholders, the company's policy on specific remuneration packages for executive directors.
- II. To approve the payment of remuneration to managerial personnel as per the policy laid down by the committee.

The Remuneration Committee met Two times during the financial year 2009-10 on 30th June 2009 and 30th January 2010.

The constitution of the Committee as at 31.03.2010 and the attendance of each member are as given below :

Name of the Chairman/ Member	Status	No. of Meetings	
		Held	Attended
Dr. Ramesh Chandra Gupta	Chairman (Non Executive, Independent Director)	2	2
Mr. Vikash Kumar Khedia	Member (Non Executive, Independent Director)	2	2
Mr. Dinesh Agrawal	Member (Non Executive Independent Director)	2	2

##### Details of the remuneration paid to all the Directors:

NAME OF DIRECTOR	DIRECTORS CATEGORY	SALARY (Inclusive of all)
Mr. Suresh Goel	Chairman	Rs. 900000/- Per Annum.
Mr. Anand Goel	Managing Director	Rs. 900000/- Per Annum.
Dr. Ramesh Chandra Gupta	Independent Director	Rs. 18000/- Per Annum (Sitting Fees).
Mr. Vikash Kumar Khedia	Independent Director	Rs. 18000/- Per Annum (Sitting Fees).
Mr. Dinesh Agrawal	Independent Director	Rs. 18000/- Per Annum (Sitting Fees).

##### Remuneration Policy

The Remuneration Committee recommends the remuneration package for the Executive Directors of the Board. In framing the remuneration policy the Committee takes into consideration the remuneration practices of Companies of similar size, stature and the industry standards. It also recommends and monitor the level and structure of pay for senior management.

The Directors compensation is based on their individual goals which are linked to the organizational goals. Executive Directors (ED) are paid subject to the approval of the Board and of the Company in General Meeting, on such terms and conditions as per the agreements entered into by them and Company. The Non-Executive Directors are paid sitting fees for each meeting of the Board and Committee's attended by them.

## 5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The Shareholders / Investors Grievance Committee met four times during the Financial Year 2009-10 on 30th June 2009, 31st July 2009, 31st October 2009, 30th January 2010. The constitution of the Committee as at 31.03.2010 and the attendance of each member are given below:

Name of the Chairman/ Member	Status	Meetings attended
Mr. Anand Goel	Chairman (Executive Director)	04
Mr. Dinesh Agrawal	Member (Non Executive Independent Director)	04
Dr. Ramesh Chandra Gupta	Member (Non Executive Independent Director)	04

The terms of reference of the said committees are as follows:

1. Review the reports submitted by the Registrars and Share Transfer Agents of the Company at half yearly intervals.
2. Periodically interaction with the Registrar and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders / Investors Grievances redressal system and to review the report on the functioning of the said investor grievances redressal system.
3. Follow-up on the implementation of suggestions for improvement.
4. Periodical review to the Board of any major concern, if any.

Although, there were no outstanding complaints as on 31st March 2010.

## 6. CORPORATE ETHICS:

The Company adheres to the highest standards of business ethics, compliance with the statutory and legal requirements and commitment to transparency in business dealings. A code of conduct for Board Members and senior management and a code of conduct for

prevention of Insider Trading as detailed below have been adopted pursuant to clause 49 of the Listing agreement & the Securities Exchange Board of India (Insider Trading) Regulation. The code is applicable to all directors and specified senior management executives. The code impresses upon directors and senior management executives to uphold the interest of the Company and its stakeholders and to endeavor to fulfill all fiduciary obligations towards them. Another important principle on which the code is based is that the Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duty.

A Declaration by the Managing Director affirming compliance of Board members and senior management personnel to the code is also annexed herewith.

## DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under clause 49 (1) (d) of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2010.

For, Shri Bajrang Alloys Limited

Sd/-

(Anand Goel)  
Managing Director

## 7. DISCLOSURES:

- a. A statement, in summary form, of all the transactions entered into with the related parties in the ordinary course of business, details of material individual transactions with related parties that are in the normal course of business are placed before the audit committee. There are no material transactions with related parties, which require separate disclosure or have potential conflict with interests of the Company. A comprehensive list of transactions entered into with the



related parties as required by the Accounting Standards (AS) 18 issued by the Institute of Chartered Accountants of India is given as a separate Schedule to notes on accounts as point no. 9 in the Annual Report.

- b. The Company has followed all relevant accounting standards while preparing the financial statements.
- c. The risk management issues are discussed in detail in the report of Management Discussion and Analysis. Since the risk control framework is new to Indian corporate culture, it is being strengthened on a continuous basis.

The Board, its audit committee and its executive management must collectively identify the risks impacting the company's business and document their process of risk identification, risk minimization, risk optimization as a part of risk management policy or strategy.

- d. There were no public issues, right issues, preferential issues etc. during the Financial Year 2009-10 under review.
- e. Management Discussion and Analysis report has been given as a separate chapter in the Annual Report.
- f. The amount of Rs. 18,00,000/- (inclusive of all) per annum was paid as managerial remuneration to the executive directors of the Company and Rs. 54000/- per annum was paid as sitting fees to the Independent Directors of the Company.
- g. Comprehensive insider trading disclosure guidelines in line with the SEBI Regulations have been adopted by the Board in which the procedure to be followed by all the key managerial persons, staff and other relevant business associates for disclosure of all security transactions of shares of the Company on the basis of any unpublished price sensitive information relating to the Company.
- h. The NIL no. of equity shares were held by Non Executive Directors in the company.

## 8. WHISTLE BLOWER POLICY:

The Whistle Blower Policy (WBP) adopted by the Company in line with clause 49 of the Listing Agreement, encourages all employees, officers and directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, providing for adequate safeguards against victimization of employees who avail of the mechanism and also allow direct access to the Audit Committee. The Whistle Blower policy specifies the procedure and reporting authority for reporting unethical behaviour, actual or suspected fraud or violation of the code or any other unethical or improper activity misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements.

## 9. ANNUAL GENERAL MEETING:

The details of date, time and location of Annual General Meeting (AGM) held in last three years are as under:-

Meeting of the year	Date & Time	Location	Whether any special Resolution Passed	Special Resolution through Postal Ballot
2006-07	28th Sept. 2007 11.00 A.M.	521/C, Urla Industrial Complex, Raipur (CG)	-yes-	-no-
2007-08	30th Sept. 2008 11.00 A.M.	521/C, Urla Industrial Complex, Raipur (CG)	-no-	-no-
2008-09	29th Sept. 2009 11.00 A.M.	521/C, Urla Industrial Complex, Raipur (CG)	-no-	-no-

## 10. MEANS OF COMMUNICATION:

The quarterly, half yearly and yearly financial results and reports are sent to the stock exchanges immediately after they are approved by the Board. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, in one English newspaper circulating in the whole or substantially the whole of India and in one vernacular newspaper of the state where the registered office of the Company is located.

The Company has designated the following e-mail ID exclusively for investor servicing that is investors.sbal@sify.com.

#### 11. GENERAL SHAREHOLDERS INFORMATION : Annual General Meeting for the year ended 31st March 2010

Date	28th Sept. 2010
Time	10:00 a.m.
Venue	521/C, Urla Industrial Complex, Raipur (CG) 493221
Dates of Book Closure	21st Sept 2010 to 28th Sept 2010 (Both day inclusive)
Dividend payment date	No. dividend has been recommended for the year 2009-10.

#### Financial Calendar (Tentative)

#### Unaudited Financial Results of the Financial year 2010-11

First quarterly results	On or before 15th Aug. 2010
Second quarterly results	On or before 15th Nov. 2010
Third quarterly results	On or before 15th Feb. 2011
Annual results for the year ending 31st March 2011.	May 2011
Annual General Meeting for the year ended 31st March 2011.	On or before 30th Sept. 2011

Listed on	Bombay Stock Exchange (BSE)
Stock Code	Scrip Code - 526981 ISIN No. - INE 402H01015
Registrar and Share Transfer Agent for Physical and Electronic connectivity	LINK INTIME INDIA PVT. LTD. C-33, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W) Mumbai - 78 Ph. No. (022) 25963838 Fax: 25946969

#### Share transfer system:

Share Certificates received in Physical mode for transfer purposes, processed and if certificate is valid and complete in all respect, have been registered and New Certificates have been sent within thirty days of receiving the same.

The Company has obtained from a Company Secretary in Practice Half yearly Certificate of Compliance regarding share transfer as per the requirement of Clause 47(c) of the Listing Agreement and filed a copy of this certificate to the Stock Exchange.

#### Market Price Data

Market Price Data: High, Low and Closing price of the Company's Equity shares in Bombay Stock Exchange Ltd., Mumbai during each month from April, 2009 to March, 2010 are as under (as available from the BSE website) :

Month	High	Low	Closing
Apr.-09	28.12	13.80	28.12
May-09	35.50	26.75	33.40
Jun.-09	34.15	26.55	29.00
July-09	30.35	20.20	24.80
Aug.-09	32.00	21.20	30.60
Sep.-09	34.75	23.05	31.80
Oct.-09	36.95	23.30	26.00
Nov.-09	33.60	21.00	25.00
Dec.-09	28.50	23.25	26.00
Jan.-10	37.05	22.80	26.25
Feb.-10	31.50	24.60	27.40
Mar.-10	33.95	22.65	22.80

#### Distribution of Share holding as on 31st March 2010.

S.No.	Category	No. of held Shares	Percentage
1	Promoters (including person acting in concert)	5381585	59.57
2	Corporate Bodies	1443592	16.04
3	General Public	2176004	24.18
4	Clearing Members	18819	0.21
	<b>TOTAL</b>	<b>9000000</b>	<b>100.00</b>

#### Distribution of Share holding (Size Wise) as on 31.03.2010

Shareholding of No. of Shares.	No. of Share- holders	Percentage of Total Shareholders	No. of Shares held	Percentage of Total Shares
1-500	1244	67.79	295390	3.28
501-1000	289	15.75	209941	2.33
1001-2000	121	6.59	176585	1.96
2001-3000	48	2.62	127425	1.42
3001-4000	18	0.98	68438	0.76
4001-5000	20	1.09	95079	1.06
5001-10000	38	2.07	266850	2.96
10001-22500000	57	3.11	7760292	86.23
<b>Total</b>	<b>1835</b>	<b>100.00</b>	<b>9000000</b>	<b>100.00</b>



**Dematerialization of Shares & Liquidity**

The Company's shares are available for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2010 the status of Dematerialization is as under:

Held in Dematerialized Form in CDSL	1063444
Held in Dematerialized Form in NSDL	7621641
Held in Physical Form	314915

**Outstanding ADRs / GDRs / Warrants or any convertible Instrument, Conversion dates and likely to impact equity.**

There are no GDRs / ADRs pending for conversion into equity shares.

**Plant Locations**

521/C, Urla Industrial Complex, Urla, Raipur – 493 221

**Address for Correspondence**

Shri Bajrang Alloys Limited  
521/C, Urla Industrial Complex, Raipur – 493 221  
Ph. No. 0771-4288000, Fax. +91 771 4288001

**Share Transfer Agent :**

LINK INTIME INDIA PVT LTD.  
C-33, Pannatal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W) Mumbai – 400 078  
Phone No. (022) 25963838 Fax: (022) 25946969

**Compliance Certificate of the Auditors**

Certificate from the Auditors of the Company M/s. R.K. Singhania & Associates, containing compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to the Directors' Report forming part of the Annual Report.

**For and on behalf of the Board of Directors**

Sd/-  
(SURESH GOEL)  
Chairman

Date : 29.06.2010  
Place: Raipur

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER/ CHIEF FINANCIAL OFFICER**

To

**The Board of Directors  
Shri Bajrang Alloys Limited  
Raipur (CG)**

I have reviewed the financial statements and the cash flow statement for the financial year 2009-10 and hereby certify that to the best of my knowledge and belief :-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year 2009-10 which are fraudulent, illegal or violate the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control system for the purpose of financial reporting of the Company and I have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems for the purpose of financial reporting and that I have taken the required steps to rectify these deficiencies.
5. I further certify that:-
  - a) There have been no significant changes in internal control during this year.
  - b) There have been no significant changes in accounting policies during this year.
  - c) There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Sd/-  
(ANAND GOEL)  
Managing Director  
Date : 29.06.2010

## **Auditor's Certificate on Corporate Governance**

To The Members of  
**SHRI BAJRANG ALLOYS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Shri Bajrang Alloys Limited, for the year ended on 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders / Investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, **R.K. Singhania & Associates**  
Chartered Accountants

**Sd/-**  
**(Ramesh Kumar Singhania)**  
Partner  
Membership No. - 41880

PLACE : RAIPUR (C.G.)  
Date : 29.06.2010