



**GOEL**

## 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

Phone : +91-771-4288000, Fax : +91-771-4288001

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

CIN No. : L27103CT1990PLC005964



DNV

ISO 9001:2015

**Dated: 25.11.2020**

To,  
AGM – Department of Corporate Services,  
**BSE Limited**,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai – 01

Dear Sir/Madam,

**Sub: Notice of the 30th AGM and E-Voting**

**Ref : BSE Scrip Code-526981**

This is to inform you that the **30<sup>th</sup>** Annual General Meeting (AGM) of **SHRI BAJRANG ALLIANCE LIMITED** (Formerly Known as Shri Bajrang Alloys Limited) is scheduled to be held on Tuesday, the 22<sup>nd</sup> day of December, 2020 at 04.00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Pursuant to provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide e-voting facility to its members as an alternate mode to exercise their right to vote on the resolutions proposed to be passed at the 30<sup>th</sup> Annual General Meeting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 30<sup>th</sup> Annual General Meeting ("remote e-voting") will be provided by Link Intime India Pvt. Ltd: <https://instavote.linkintime.co.in>.

The remote e-voting period shall commence on Saturday, the 19<sup>th</sup> day of December, 2020 (09:00 A.M.) and ends on Monday, the 21<sup>st</sup> day of December, 2020 (05:00 P.M.). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, the 15<sup>th</sup> day of December, 2020 may cast their vote electronically.

Further, the Register of Members and Share Transfer Books of the Company remain closed from Wednesday, the 16<sup>th</sup> December day of, 2020 to Tuesday, the 22<sup>nd</sup> day of December, 2020 (both days inclusive).

Kindly take the above information on the official website of the exchange for the information of all members of the Exchange and Investor.

Thanking you

Yours faithfully

For **SHRI BAJRANG ALLIANCE LIMITED**

  
**NISHANT AGRAWAL**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**



## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the **30th Annual General Meeting (AGM)** of the members of **Shri Bajrang Alliance Limited** (Formerly Known as Shri Bajrang Alloys Limited) will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Tuesday, 22nd December, 2020 at 04:00 p.m. to transact the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2020, including the Audited Financial Statement as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Narendra Goel, Director (holding DIN: 00115883) of the Company who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

#### **Ratification of Remuneration of Cost Auditors of the Company for the Year 2020-21**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act") and on recommendation of the Audit Committee and approval of Board of Directors at their meeting dated 04.07.2020, the consent of the Company be and is hereby accorded for ratification of the remuneration, to M/s. Sanat Joshi & Associates, Cost Accountants, (FRN No.:000506), Cost Accountants as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2020-2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

4. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 149 and 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the being in force), Shri Archit Goel (DIN:07685623), be and is hereby appointed as director of the Company."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, Shri Archit Goel (DIN: 07685623) be and is hereby appointed as Whole-time Director of the Company for a period of Five years w.e.f. from 11th February, 2020, on such terms and conditions as set out in the Statement annexed to the notice convening this meeting, with liberty given to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Shri Archit Goel, provided however, such alterations are within the maximum limits approved by the members / laid down in the Companies Act, 2013 for the time being in force.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Shri Archit Goel, the remuneration by way of salary, perquisites and other allowances be paid to Shri Archit 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 be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

#### **Re-Appointment of Smt. Prerna Singhal (DIN: 07104157) as Independent Director.**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Purna Singhal (DIN: 07104157), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 23rd September, 2020 to 22nd September, 2025 and whose office shall not be liable to retire by rotation as per recommendation of Nomination and Remuneration Committee"

7. To consider and if thought fit, to pass, the following Resolution as **Special Resolution**

**Approval pursuant to Section 185 of the Companies Act, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and other applicable provisions of the Act and the rules and regulations made thereunder, and in furtherance to the existing loans given, the consent of the Members be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding 1500 Crores (Rupees Fifteen Crores only), in aggregate to Shri Bajrang Power and Ispat Limited ("SBPIL") (CIN No. U27106CT2002PLC015184) associate of the Company on such terms and conditions as may be mutually agreed upon."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc for the aforesaid grant of loans or issue of Corporate Guarantee or providing Security to the associate of the Company and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company 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 any other Officer in this regard."

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

**To Approve Material Related Party Transactions.**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations, 2015"] and other relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the members be and is hereby accorded to the transactions to be entered with Shri Bajrang Power and Ispat Limited, a Promoter Group Company (as detailed in the Explanatory Statement annexed to the Notice) under a contract or an arrangement, for a sum not exceeding an aggregate value of Rs.100 Crores (Rupees One Hundred Crores) only, for a period of 1 year commencing from April 01, 2020, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of company's business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any one or more Directors of the Company and also be authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution."

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
COMPANY SECRETARY

**RAIPUR**  
**20th November, 2020**

**REGISTERED OFFICE**  
521/C, Urla Industrial, Complex, Urla,  
Raipur – 493221, Chhattisgarh  
**CIN: L27103CT1990PLC005964**  
Website: www.sbal.co.in

## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC or OAVM without the physical presence of the Members at a common venue. In compliance with the relevant provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and these aforesaid MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be Members of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.  
**Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, 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 AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to [sahuanand25@yahoo.co.in](mailto:sahuanand25@yahoo.co.in) with a copy marked to the Company at [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) and to its RTA at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in)**
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to ordinary/ special business to be transacted at the Meeting is annexed hereto.
5. The relevant details of Directors seeking appointment under Item No. 2 & 4 to 6 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the SEBI LODR Regulations, 2015) is also annexed.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 16th December, 2020 to Tuesday, 22nd December, 2020 (both days inclusive)**.
7. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company’s Registrar & Transfer Agents.
8. Members holding shares in physical form are requested to notify/ send the following to the Company’s Registrar and Share Transfer Agents to facilitate better service:
  - any change in their address/ mandate/ bank details
  - particulars of their bank account in case the same have not been sent earlier, and
  - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. Members who would like to ask any questions on the Financial Statements are requested to send their questions through email on [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) at least 10 days before the Annual General Meeting

to enable the Company to answer their queries satisfactorily.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed alongwith a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) consenting to send the Annual Report and other documents in electronic form.
14. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2019-20 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).

As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report 2019-20 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.

Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report 2019-20 will be available on the Company's website [www.sbal.co.in](http://www.sbal.co.in) ; websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) .

15. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
16. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.
17. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
18. Voting through electronic means:  
In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LIPL), on all resolutions set forth in this Notice.

**The instructions for e-voting are as under:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).

The facility for e-voting shall also be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

- II. The Member(s) who have cast their vote by remote e-voting prior to the Annual General Meeting, may

also attend/participate in the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.

III. The remote e-voting period commences on **Saturday, 19th December, 2020 and ends on Monday, 21st December, 2020**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of Tuesday, 15th December, 2020**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

IV. The process and manner for remote e-voting is as under:

- a. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- b. Click on "Login" tab, available under 'Shareholders' section.
- c. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- d. Your User ID details are given below:
  - i. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
  - ii. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
  - iii. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

V. Your Password details are given below:

If you are using e-Voting system of LIPL:

<https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (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).

| For Shareholders holding shares in Demat Form or Physical Form |   |
|--|---|
| <b>PAN</b>   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).<br>Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is shared in the mail sent by LIPL indicated in the PAN Field.   |
| <b>DOB</b>   | Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.  |
|  | Or  |
| <b>Dividend Bank Details</b>                                   | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number.<br>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-iii). |

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company, then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/ her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details, etc. and confirm. (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).

NOTE : The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- VI. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- VII. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- VIII. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- IX. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, 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.
- X. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- XI. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

□ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LIPL: <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 authorized representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each





of the folios/ demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call on 022-49186175.

A copy of this Notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

- The voting period begins on **Saturday, 19th December, 2020 and ends on Monday, 21st December, 2020**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, December 15th, 2020** may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

#### **Instructions for Members to Vote during the Annual General Meeting through Insta Meet:**

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail 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’.  
You may also choose the option ‘Abstain’ and the shares held will not be counted 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 : Members, who will be present in the Annual 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.

Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the Members have any queries or issues regarding e-voting, you can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call on 022-49186175.

#### **Instructions for Members for attending the AGM through InstaMeet (VC/OVAM):**

Instructions for Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- 1) Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting



through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be

available to the Members on first come first serve basis.

- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join 30 (thirty) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Members will be provided with InstaMeet facility wherein they shall register their details and attend the Annual General Meeting as under:
  1. Open the internet browser and launch the URL for Insta Meet <https://instameet.linkintime.co.in> and register with your following details:
    - a. Demat Account No.: Enter your 16 digit Demat Account Number or Folio Number registered with the Company
    - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
    - c. Mobile No.
    - d. Email ID
  2. Click "Go to Meeting"

**Note :**

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

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 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 the Members have any queries or issues regarding e-voting, they can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call on 022-49186175.

**Instructions for Members to register themselves as Speakers during Annual General Meeting:**

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) from **December 16th, 2020 (9:00 a.m. IST) to December 18th, 2020 (5:00 p.m. IST).**

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) The same will be replied by the Company suitably.

**Note :**

Those Members who have registered themselves as a speaker will only be allowed to express their views/



ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

**Other Instructions**

Mr. Anand Kumar Sahu, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited and will be placed on their website thereafter.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
COMPANY SECRETARY

**RAIPUR**  
**20th November, 2020**  
**REGISTERED OFFICE**  
521/C, Urla Industrial,  
Complex, Urla, Raipur – 493221  
Chhattisgarh  
**CIN: L27103CT1990PLC005964**  
Website: [www.sbal.co.in](http://www.sbal.co.in)

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013****Item No. 2**

Pursuant to Section 152 (6) of the Companies Act, 2013, Shri Narendra Goel retires by rotation at this AGM and being eligible, is proposed for re-appointment. Shri Narendra Goel has expressed his intention to act as a Director, if reappointed.

A Bachelors degree in Commerce (Part-1) has hands-on exposure and experience in the commercial and technical understanding of the Business. Shri Bajrang Alliance Limited is being ably guided by Shri Narendra Goel through his analytical and professional approach.

He has vast experience of managing business relating to import, export, rice mill, civil construction, mining contract, projects and steel industry. He has made several significant contributions to the Company's growth and implementation of investment plans and business strategies. He elevated the group to the new heights of success and the group never looked back under his directorship .Apart from his engagement in the business he is playing an active role in the society. He is a very much respected personality in the society and very much popular particularly amongst his industrial circles. Shri Narendra Goel has been allotted Director Identification No. 00115883.

Shri Narendra Goel holds 632700 Equity Shares of your Company. He is on the Board of your Company from 16th August, 1990.

During the year Shri Narendra Goel has attended all the 10 (Ten) meetings held by the Company.

Shri Narendra Goel is the brother of Shri Anand Goel and father of Shri Archit Goel.

**Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

|  |  |
|--|--|
| Name of the Director   | Shri Narendra Goel   |
| DIN  | 00115883   |
| Date of birth  | 10.10.1959   |
| Qualifications   | Bachelors degree in Commerce (Part 1)  |
| Expertise in specific functional areas   | Civil, Mining and Steel Industry   |
| Directorship in other public companies (excluding foreign companies)   | Shri Bajrang Power and Ispat Limited<br>Chhattisgarh Captive Coal Mining Limited<br>IA Hydro Energy Private Limited<br>Popular Mercantile Private Limited &<br>Shri Bajrang Energy Private Limited |
| Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director (excluding in foreign companies). | Shri Bajrang Power and Ispat Limited   |
| Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company                              | 6,32,700 Equity Shares   |

Except Shri Narendra Goel himself, Shri Anand Goel and Shri Archit Goel , relative of Shri Narendra Goel, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 2 of the Notice.

The Board commends this resolution for your approval.

**Item No. 3**

Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act"), requires the Board to appoint an individual, who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on 04th July, 2020 on recommendation of the Audit Committee, approved the appointment of M/s. Sanat Joshi & Associates., Cost Accountants, as the Cost Auditors of the Company for the financial year 2020-21 at fees of 50,000/- (Rupees Fifty Thousand Only) plus out of pocket expenses and taxes as applicable for conducting the audit of the cost accounting records of the Company.

The resolution contained in Item No. 3 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2020-21.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 3 of the Notice.

The Board commends this resolution for your approval.

**Item No.4&5**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its

meeting held on 11th February, 2020 appointed, subject to the approval of the members in the general meeting, Shri Archit Goel, S/o Shri Narendra Goel as Whole-time Director of the Company for a period of five years w.e.f. 11th February, 2020. Shri Archit Goel completed his post-graduation from Kinston University, London in the year 2012. He is responsible to look after Conducting operational, financial, process and system review designed to appraise the client organization activities, system and control. He also look after the weekly and monthly management reports on cost and benefit analysis, productivity analysis, inventory turnover analysis and cost variance analysis. He was appointed as Chief Financial Officer under the KMP Provisions of the Companies Act, 2013, responsible for all financial, taxation and accounting matter. The Board has also given its consent for continuation of Shri Archit Goel as Chief Financial Officer of the Company, in addition to the office of Whole-Time Director. The Nomination & Remuneration Committee has approved the following terms and conditions for appointment of Shri Archit Goel, which are subject to the approval of the members in the general meeting.

**Remuneration:-** You will be entitled to the remuneration of Rs.60, 00,000 per year.( If the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government. In the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Shri Archit Goel, the remuneration by way of salary, as stated above be paid to Shri Archit 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.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel are concerned or interested in the Resolution to item No. 4 & 5 of the accompanying Notice.

The Board commends the Ordinary Resolutions set out at Item No. 4 & 5 of the Notice for approval by the shareholders.

#### **Item No.6**

Smt. Prerna Singhal was appointed as an Independent Non-Executive Director of the Company by the members at the 25th AGM of the Company held on 26th September, 2015 for a period of five consecutive years commencing from 26th September, 2015 upto 25th September, 2020. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Prerna Singhal (DIN:07104157), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 23rd September, 2020 upto 22nd September, 2025.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Smt. Prerna Singhal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Smt. Prerna Singhal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Prerna Singhal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Smt. Prerna Singhal as an Independent Director for another term of five consecutive years with effect from 23rd September, 2020 upto 22nd September, 2025 for the approval by the shareholders of the Company. None

of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Smt. Perna Singhal is not related to any Director of the Company.

Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Smt. Perna Singhal is an MBA in Marketing & Management from IGNOU University, Delhi and holds degree in Bachelors of Engineering with honours from Punjab Engineering College, Chandigarh. She has worked with corporates in almost all core areas say Marketing, Planning, Maintenance, Merchandising etc.
- Smt. Perna Singhal is not related to any of the other directors of the Company.
- Names of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

| Company Name                  | Committee Type                        | Chairmanship / Membership |
|-------------------------------|---------------------------------------|---------------------------|
| Shri Bajrang Alliance Limited | Audit Committee                       | Membership                |
|                               | Nomination and Remuneration Committee | Membership                |
|                               | Stakeholders Relationship Committee   | Membership                |

- Shareholding of Smt. Perna Singhal: NIL
- None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Smt. Perna Singhal is not related to any Director of the Company.

#### **Item No. 7**

The Company is currently in the phase of growth by itself and through its associate company, for which there is an ongoing requirement for funds, loans by the associate company. Also, various loans obtained by associate company require the holding company to provide security or give guarantee for these said loans. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of the Act, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these associate company viz, Shri Bajrang Power and Ispat Limited (CIN:-U27106CT2002PLC015184) upto an aggregate amount of Rs. 1500 Crores (Rupees Fifteen Crores only), ( In view of the recent amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate the Board of Directors whereof are accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company without the prior approval of the Shareholders by means of a Special Resolution.

The Board recommends the resolution at Item No. 7 of this Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 7 of this Notice.

#### **Item No. 8**

As per Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions shall require the approval of shareholders. Further, explanation provided to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during the financial year (i e during 2019-20), exceeds 10 % of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. According to this definition the relevant turnover was approx. Rs 17,455.58 Lakhs for 2019-20 and 10% of which is equal to Rs. 1745.56 Lakhs. Hence, it is proposed to secure shareholders' approval on Resolution No. 8 in the forthcoming Annual General meeting including through ballot/e-voting for approving following related party contracts / arrangements to be entered during financial year 2020-21.

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

| <b>PARTICULARS</b>  | <b>DETAILS</b>   |
|---|--|
| Name of the Related Party   | Shri Bajrang Power and Ispat Limited   |
| Name of the Director or Key Managerial Personnel who is related   | Shri Narendra Goel, Shri Anand Goel & Shri Archit Goel.  |
| Nature of relationship  | Sister Concern as both the Companies are having common Directors on their Board (Shri Narendra Goel and Shri Anand Goel being common Directors)  |
| Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement                     | The Company intends to purchase Steel, billets, furnace oil from Shri Bajrang Power and Ispat Limited. The Company also intends to sale Billet and other Structural Steel to Shri Bajrang Power and Ispat Limited.<br>The pricing mechanism is purely market based.<br><b>Maximum value of transactions in a financial year:</b><br>Rs. 100 cr. (Rupees One Hundred Crore) |
| Any other information relevant or important for the Members to take a decision on the proposed resolution | This contract is at arms length basis and in the ordinary course of business.  |

According to provisions of Section 188 and Regulation 23 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party shall abstain from voting on Resolution mentioned at Item No. 8 of the Notice.

The Board recommends the Resolution mentioned at Item No. 8 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel, Shri Anand Goel & Shri Archit Goel is concerned or interested in the Resolution to item No. 8 of the accompanying Notice.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
COMPANY SECRETARY

**RAIPUR**

**20th November, 2020**

**REGISTERED OFFICE**

521/C, Urla Industrial, Complex,  
Urla, Raipur – 493221 Chhattisgarh

**CIN: L27103CT1990PLC005964**

Website: www.sbal.co.in