



SHRI BAJRANG ALLOYS LIMITED

CIN : L27103CT1990PLC005964

Registered Office: 521/C, Urla Industrial Complex, Urla, Raipur-499221 (C.c)

Website : www.sbal.co.in

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations to transact the following special business by the members of Shri Bajrang Alloys Limited by passing the resolutions through postal ballot.

Your consideration and approval is sought for the resolutions annexed herewith. The statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a postal ballot form for your consideration, CS Anand Kumar Sahu, Practicing Company Secretaries, Raipur (FCS 7670) has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instruction printed on the postal ballot form and notice and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on **Saturday, 16th February, 2019** the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-voting option

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

The Scrutinizer will submit his report to Chairman/MD of the Company or any other person authorized by him of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced **on or before 20th February, 2019** at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and hosted on the Company's website www.sbal.co.in. Besides communicating to the Bombay Stock Exchange Limited. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.



SPECIAL BUSINESS

ITEM NO. 1:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for adoption of new set of Memorandum of Association of the Company ("MOA") in accordance of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

- (i) The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
- (ii) Part A of Clause III of MOA shall now be titled as 'The Objects of the Company to be pursued by the Company on its Incorporation' and the following new sub-clause (3), (4) & (5) being the existing business activities of the Company, commenced earlier pursuant to and in terms of the shareholders' authorisation, are to be inserted after existing sub-clause (2):
 3. To carry on the business of Manufacturers, developers, buyers, sellers, traders, importers, exporters, processors, commission agents, distributors, dealers, relabellers, re-packers and representatives in any legal form for all kinds of food and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, murabbas, jaggery, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, toffees, fun foods, breakfast foods, Ready to Serve Food (RTS), dietic products, strained baby foods, instant foods, cereal products, table delicacies, Ayurvedic Health Boosters like Chawanprash, Health Drinks and all other items whether natural, artificial or synthetic and to establish Industrial Unit(s) for manufacturing of food and beverages.
 4. To carry on the business as manufacturers, processors, Traders of and dealers in dairy, farm, and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk preparations of all description, vegetables and fruits of all kinds and business of milling of grains by taking on lease, hiring, purchasing, erecting, or otherwise acquiring rice mills, husking mills, grinding mills, cleaning, grading, polishing of all kinds of pulses, rice, spices, and other food grains and cereals in any or all its branches as would be required for effective discharge of these objects.
 5. To manufacture, produce, fabricate, design, develop, process, assemble, refine, make, convert, import, export, trade, buy, sell, whether as retailers, wholesalers, suppliers, indenters, packers, stockists, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all shapes, sizes, specifications, gauges, thickness, dimensions and varieties of aluminum ore, aluminum, aluminum utensils, wires, aluminium furniture, forgings, structurals, rolling works, rods, bars, wires, sheets, tools, equipments, plants, tubes, packing materials, springs, plates, circles, coils, foils, powder, rails, rods, squares, grills, doors, windows, their parts, accessories, components or any product in which aluminium is used.
- (iii) Part B of the Clause III of MOA shall now be titled as 'Matters which are necessary for furtherance of the Objects specified in Clause III A:



- (iv) Part C of Clause III of MOA viz. "Other Objects" shall be deleted in line with the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

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


Nishant Agrawal

Company Secretary & Compliance Officer



Place: Raipur
Date: 08.01.2019

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

NOTES

1. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A postal ballot form is also enclosed.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of members/record of depositories as on **04th January, 2019**.
3. The Notice is also being published in one English newspaper and one Vernacular Language having wide circulation in which State Registered Office of the Company is Situated.
4. The Notice has also been published on the website of the Company www.sbal.co.in.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at the general meeting of the members.
6. Shareholders who do not receive the Postal ballot Form may apply to the Company and obtain a duplicate thereof.

Instructions for Voting:

Voting through Postal Ballot Form

- A. A member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot form with assent (for) or dissent (against) and send it to 'the Scrutinizer' in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or by registered post at the expense of the registered member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the scrutinizer so as to reach the Scrutinizer before the close of working hours on or before **Saturday, 16th February, 2019**. Any postal ballot form received on or before the close of business hours on **Saturday, 16th February, 2019** shall be treated as if the reply from the shareholders has not been received.

- B. The members are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted.

E-voting Facility

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

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

- (i) The e-voting periods begins on **Friday, the 18th January, 2019 at 9:00 a.m. and ends on Saturday, the 16th February, 2019 at 5:00 p.m.** During this period, shareholders' of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date (record date) **Friday, the 04th January, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change its subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Shri Bajrang Alloys Limited**, on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts should be *mailed to helpdesk.evoting@cdslindia.com* and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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



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

Nishant Agrawal
Company Secretary & Compliance Officer

Place: Raipur
Date: 08.01.2019

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

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

ITEM NO. 1

Your company intends to expand and diversify its present scope of operations which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects shall enable the company to expand its activities and venture into new areas of business.

Further, in compliance with the requirements of the Companies Act 2013 it is proposed to modify Clause III of its MOA as under:

1. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', and wherever required in the Memorandum of Association of the Company, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013
2. The existing Part C ("Other Object Clause") of Section III of its MOA would be deleted.
3. The Objects Clause (Clause III of MOA) will now have two parts viz.
 - (a) Part A - 'The Objects of the Company to be pursued by the Company on its incorporation'; and
 - (b) Part B - 'Matters which are necessary for furtherance of the Objects specified in Clause III A.

The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. up to 16th February, 2019 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

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

Nishant Agrawal
Company Secretary & Compliance Officer



Place: Raipur
Date: 08.01.2019

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

Enclosed:-

1. Postal Ballot Form
2. Self Addressed postage prepaid envelope