



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

Registered Office: Balgopalpur - 756020, Dist. Balasore, Odisha.

Website : www.balasorealloys.com; Email: mail@balasorealloys.com

Phone: +91-6782-275781-85 Fax: +91-6782-275724

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the Members of Balasore Alloys Limited will be held at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha, on **Wednesday, 28th September, 2016, at 9.30 A.M.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Audited Financial Statements) of the Company for the financial year ended March 31, 2016 together with the Reports of the Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. R K Parakh (DIN: 00459699) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013, read with Rules made thereunder, and pursuant to the resolution passed by the Members in the 26th Annual General Meeting held on 25th September, 2014 and on the recommendations of Audit Committee of the Board of Directors, the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified at a remuneration which shall be fixed by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. **Appointment of Mr. Janarthanam Govindasamy (DIN: 07356448), as Director:**

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 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Janarthanam Govindasamy (DIN: 07356448), who, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company was appointed as an Additional Director with effect from 12th February, 2016 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Janarthanam Govindasamy for the office of Director, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation."

6. **Appointment of Mr. Janarthanam Govindasamy (DIN: 07356448), as the Whole-time Director of the Company:**

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the recommendations of the Nomination & Remuneration Committee and the Board of Directors, and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby given for appointment of Mr. Janarthanam Govindasamy (DIN: 07356448) as the Whole-time Director of the Company designated as Director-Operations for a period of five years with effect from 12th February, 2016 till 11th February, 2021 and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice convening the meeting and as per the Agreement dated 12th February, 2016, entered into between the Company and Mr. Janarthanam Govindasamy, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved."

NOTICE - (Contd.)

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Mr. Janarthanam Govindasamy from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation.”

7. Appointment of Ms. Mita Jha (DIN: 07258314) as an Independent Director for a term of five years.

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Mita Jha (DIN: 07258314) who was appointed as an Additional Director under Section 161 of the Companies Act, 2013 with effect from 12th August, 2016 and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. Mita Jha for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 12th August, 2016 and whose office shall not be liable to determination by retirement of Directors by rotation.”

8. Ratification of remuneration of Cost Auditor of the Company for the financial year 2016-17

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

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby given for payment of remuneration of Rs. 1,75,000/- (Rupees One Lac Seventy Five Thousand only) (net of Service Tax) plus reimbursement of travelling and other out of pocket expenses for conducting the audit of the cost records of the Company for the financial year ending March 31, 2017 as may be applicable on the Company to M/s Shome & Banerjee, Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors at its meeting held on 30th May, 2016.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. Approval for revising borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED that pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the 26th Annual General Meeting of the Company held on 25th September, 2014 in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 2500 crores (Rupees Two thousand five hundred crores only).”

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise whatsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager / consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required.”

10. Approval for revision in mortgaging of properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

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

“RESOLVED pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the 26th Annual General Meeting of the Company held on 25th



NOTICE - (Contd.)

September, 2014 in this regard, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges, hypothecations, lien and / or pledge as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 2500 crores (Rupees Two thousand five hundred crores only) together with interest thereon at the agreed rates of interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges, hypothecations, lien and / or pledge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds or / and things and to execute all such documents including any agreement, memorandum of understanding etc. as may be necessary for giving effect to this Resolution."

By Order of the Board

Kolkata
12th August, 2016

Trilochan Sharma
President & Company Secretary

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for the financial year 2015-16.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of member or members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.

4. The dividend of Rs. 0.60 per share has been recommended by the Board of Directors for the year ended 31st March, 2016 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and after 1st October, 2016.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.



NOTICE - (Contd.)

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Details under regulation 36 of the SEBI (LODR) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
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 / RTA for registration of transmission / transposition, deletion of name etc.
10. **Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
11. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map showing direction to reach the Venue of the 28th AGM is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map showing direction to reach the Venue of the 28th AGM is being sent in the permitted mode.
12. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.balasorealloys.com for their download. The physical copies of the aforesaid documents will also be available at the Company's administrative office in Kolkata for inspection during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: investorshelpline@balasorealloys.com
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the administrative office of the Company in Kolkata during normal business hours (1.00 P.M. to 5.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the meeting.
15. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
16. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the company has provided to the members, facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means through E-Voting Services provided by Central Depository Services (India) Ltd. The instruction for E-voting has been enclosed and sent along with the notice.



NOTICE - (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item Nos. 5 & 6

The Board of Directors of the Company, at its meeting held on 12th February, 2016, appointed Mr. Janarthanam Govindasamy as an Additional Director designated as Director-Operations of the Company with effect from that date. In terms of Section 161 of the Companies Act, 2013 (the 'Act') read with Article 169 of the Articles of Association of the Company, Mr. Janarthanam Govindasamy will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Janarthanam Govindasamy for appointment as a Director of the Company.

The Board of Directors in its above meeting also appointed Mr. Janarthanam Govindasamy, as the Whole-time Director of the Company designated as Director-Operations for a period of five years with effect from 12th February, 2016 subject to approval of the shareholders by way of a Special Resolution in the ensuing Annual General Meeting of the Company.

The Nomination & Remuneration Committee has approved terms of appointment and remuneration of Director-Operations in its meeting held on 12th February, 2016. For the purpose, an agreement has been entered into by the Company with the Director-Operations on 12th February, 2016. The main terms and conditions of appointment of Director-Operations, as contained in the said agreement dated 12th February, 2016 are furnished below:

The said agreement, inter alia, contains the following terms and conditions:

- (i) Basic Salary Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month. The annual increment shall be effective from 1st April each year and shall be decided by the Board on the basis of his performance.
- (ii) In addition to the above basic salary, Mr. Janarthanam Govindasamy shall also be entitled to perquisites and allowances in accordance with the rules of the Company and as approved by the Board of Directors. The details of his total salary are :-

(i) Basis Salary-	Rs. 18,00,000 per annum
(ii) Perquisites - .	Rs. 28,97,420 per annum
(iii) Others	Rs. 3,02,580 per annum
	Rs. 50,00,000 per annum
- (iii) The Whole-time Director shall be entitled to leave according to the Rules of the Company in this regard.
- (iv) The Whole-time Director shall be liable to retire by rotation and his re-appointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
- (v) The Whole-time Director shall not be paid any Sitting Fees for attending the meetings of the Board or any Committee thereof.

The Board recommends the resolutions at Item No. 5 & 6 for your approval in the interest of the Company.

None of the Directors or Key Managerial Personnel of the company and/or their relatives, except Mr. Janarthanam Govindasamy and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 5 and 6.

Copy of the agreement dated 12th February, 2016 referred to the above is available for inspection at the administrative office of the Company during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays.

Item Nos. 7

The Board of Directors of the Company, at its meeting held on 12th August, 2016, appointed Ms. Mita Jha as an Additional Director of the Company with effect from that date. In terms of Section 161 of the Companies Act, 2013 (the 'Act') read with Article 169 of the Articles of Association of the Company, Ms. Mita Jha will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Mita Jha for appointment as a Director of the Company.

NOTICE - (Contd.)

In terms of Section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Mita Jha being eligible, offers herself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting.

In the opinion of the Board, Ms Mita Jha fulfils the conditions specified in the Companies Act, 2013 read with relevant rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Mita Jha as an Independent Director setting out the terms and conditions of appointment would be available for inspection at the Administrative office of the Company during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Mita Jha as an Independent Director, for the approval by the shareholders of the Company.

Brief particulars of Ms. Mita Jha, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Ms. Mita Jha does not hold any Equity shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Ms. Mita Jha, being the appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the resolution set out at item no. 7 of the Notice. This explanatory statement may also be regarded as a disclosure under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Shome & Banerjee, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of Rs. 1,75,000/- (Rupees One Lac Seventy Five Thousand only) (net of Service Tax) plus reimbursement of travelling and other out of pocket expenses incurred to conduct the audit of the cost records.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board therefore, submits the proposed resolution for your consideration and recommends it to be passed as an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item Nos. 9 & 10

The members at the Annual General Meeting of the Company held on 25th September, 2014, had accorded their consent to the Board of Directors for borrowings up to Rs.1500 Crores under section 180(1)(c) of the Companies Act, 2013. In order to secure the borrowings made by the Company by suitable mortgage/ charge on all or any of the moveable and / or immovable properties of the Company, the Company in its Annual General Meeting held on 25th September, 2014 has granted necessary authorisation to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013.

Your Company is continuously exploring opportunities for growth, expansion and modernization of its projects. The Company has already acquired the Ferro Chrome Business along with the Sukinda Plant of Jabamayee Ferro Alloys Limited providing the requisite inorganic growth to the Company. Organically, the Company is undertaking development of its underground mining in Kaliapani Chromite Mines at Sukinda. In addition to the above growth efforts, the company is also contemplating setting up of and/or investing in some Brownfield and/or Greenfield projects relating to the activities of the Company. Accordingly, it would be necessary for the Company to borrow more funds from various lending agencies, in excess of its existing limits of Rs. 1500 crores.



NOTICE - (Contd.)

It is, therefore, necessary for the members to pass Special Resolutions under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 9 and 10 of the Notice, to enable the Board of Directors to borrow money upto Rs 2,500 Crores (Rupees Two thousand five hundred crores only) which is in excess of the aggregate of the paid up share capital and free reserves of the Company and for creation of security on assets.

Your directors recommend the resolutions at item no. 9 and 10 for approval of the shareholders by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 9 and 10.

By Order of the Board

Kolkata
12th August, 2016

Trilochan Sharma
President & Company Secretary

**NOTICE - (Contd.)**

**ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING.**
Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015

Name of Director	Mr. R K Parakh	Mr. Janarthanam Govindasamy	Ms. Mita Jha
Date of Birth	: 28.12.1967	: 21.07.1959	: 01.02.1968
Date of Appointment	: 17.11.2011	: 12.02.2016	: 12.08.2016
Qualifications	: B.COM from Lucknow University and Chartered Accountant from ICAI.	: BE Mechanical Engineering (Distinction), PG in Metallurgy, MBA (HR / Marketing & Operations)	: Political Science Graduate & Masters in Personnel Management with an MBA (Gold Medalist) from Hull University, United Kingdom
Expertise in specific functional areas	: Mr. R.K Parakh is having more than 24 years of experience in Accounting & Audit Function, Finance, Treasury, Management & Cost Accounting, MIS, Legal, Statutory & Regulatory Compliances, SAP, Head of Pricing Committee, Export & Import Functions etc. During his career he had held key positions in various reputed organisation including Gontermann-Peipers (India) Limited, Kalpana Group of Industries etc.	: Mr. Janarthanam Govindasamy is having more than 37 years of experience in Automobile OEM Companies like Ashok Leyland & Texmaco Indonesia, Automobile Auxiliaries like TVS, LPS etc and Engineering companies like BHEL, The KCP Ltd, Unitherm etc. Prior joining the Company, he worked in Gontermann-Peipers (India) Ltd. as Director (Operations).	: Ms Mita Jha is having more than 20 years of diverse experience in Human Resource Management, Training, TQM in leading Multinational and Indian Organizations viz. Amcor Flexibles India Pvt. Limited, VLCC Health Care Limited, Franklin Templeton Asset Management (India) Private Limited etc.
List of Companies in which outside Directorship held	: Patron Consultants Pvt. Ltd. Padamshree Capital Markets Pvt. Ltd. Sparck Industries India Pvt. Ltd.	: Nil	: Amcor Rigid Plastics India Pvt. Ltd. Amcor Flexibles India Pvt. Ltd.
Chairman/Member of the committees of the Board of other Companies in which he is a Director	: Nil	: Nil	: Nil
Details of shareholding (Both own or held by/ for other persons on a beneficial basis), if any, in the Company.	: Nil	: Nil	: Nil
Disclosure in terms of Regulation 36 (3)(c) of the SEBI (LODR) Regulations, 2015 : Disclosure of the relationships between Director inter-se	: N.A.	: N.A.	: N.A.



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

Registered Office: Balgopalpur - 756020, Dist. Balasore, Odisha.

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Phone: +91-6782-275781-85 Fax: +91-6782-275724

ATTENDANCE SLIP

Regd. Folio No. / DP ID & Client ID:	
Name and Address of the Shareholder:	
Joint Holder(s):	
Number of Equity Shares held:	

1. I hereby record my presence at the 28th Annual General Meeting of the Company being held on Wednesday, 28th September, 2016 at 9.30 a.m. at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha.
2. Signature of the Shareholder / Proxy present _____
3. Shareholder / Proxy Holder wishing to attend the meeting must bring the Attendance slip, duly signed, to the meeting and hand it over at the entrance.
4. Shareholder / Proxy Holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the Meeting.



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

Registered Office: Balgopalpur - 756020, Dist. Balasore, Odisha.

Website : *www.balasorealloys.com*; Email: *mail@balasorealloys.com*

Phone: +91-6782-275781-85 Fax: +91-6782-275724

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

Name of the Member(s) :

Registered Address :
.....

E-Mail ID :

Folio No. :

Client ID / DP ID :

I/We, being the Member(s), holding shares of the above named Company, hereby appoint:

1. Name: E-Mail ID:

Address:

Signature:

OR failing him/her

2. Name: E-Mail ID:

Address:

Signature:

OR failing him/her

3. Name: E-Mail ID:

Address:

Signature:

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the Company, to be held on Wednesday, 28th September, 2016 at 9.30 A.M. at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	#	
		For	Against
Ordinary Business			
1	Adoption of the Audited Financial Statement of the Company for the year ended on 31 st March, 2016, together with the Reports of the Directors and Auditors thereon.		
2	Declaration of dividend on equity shares for the financial year ended on 31 st March, 2016.		
3	Appointment of Mr. R K Parakh (DIN: 00459699) who retires by rotation, and being eligible, offers himself for re-appointment.		
4	Re-appointment of M/s Chaturvedi & Shah, Chartered Accountants as Statutory Auditors.		
Special Business			
5	Appointment of Mr. Janarthanam Govindasamy (DIN: 07356448), as Director.		
6	Appointment of Mr. Janarthanam Govindasamy (DIN: 07356448), as the Whole-time Director of the Company.		
7	Appointment of Ms. Mita Jha (DIN: 07258314) as an Independent Director for a term of five years.		
8	Ratification of remuneration of Cost Auditor of the Company for the financial year 2016-17.		
9	Approval for revising borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013.		
10	Approval for revision in mortgaging of properties of the Company under Section 180(1)(a) of the Companies Act, 2013.		

Signed this day of, 2016

Signature of Shareholder(s)

Signature of Proxy Holders(s)

Affix revenue stamp

Notes:

1. This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement and Notes please refer to the Notice of the 28th Annual General Meeting.
3. # It is optional to put a 'X' in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

Registered Office: Balgopalpur - 756020, Dist. Balasore, Odisha.

Website : www.balasurealloys.com; Email: mail@balasurealloys.com

Phone: +91-6782-275781-85 Fax: +91-6782-275724

Date: 12th August, 2016

Sub: Voting through electronic means.

Dear Member,

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting facility by electronic means ('remote e-voting') to the members in relation to the businesses to be transacted at the 28th Annual General Meeting to be held at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha on Wednesday, 28th September, 2016 at 9.30 A.M.

The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) to provide e-voting. The e-voting facility is available at the link www.evotingindia.com

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

Commencement of e-voting	From: 9.00 a.m. of 24 th September, 2016 (Saturday)
End of e-voting period	Upto: 5.00 p.m. of 27 th September, 2016 (Tuesday)

E-voting shall not be allowed beyond 5.00 p.m. of 27th September, 2016. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically.

The cut-off date for the purpose of remote e-voting is 21st September, 2016.

Please read the instructions given herein below for exercising vote.

These details and instructions form an integral part of the Notice for the 28th Annual General Meeting to be held on Wednesday, 28th September, 2016.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the below mentioned instructions to cast their vote through e-voting:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period and Click on "Shareholders" tab.
- (ii) Now enter your user ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 digits client ID). Members holding shares in Physical Form should enter the Folio Number registered with the Company and then enter the Image Verification as displayed on the screen and Click on Login.
- (iii) 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.

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(iv) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number is communicated in the address label.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (i).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly to the Company / EVSN 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 the 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on EVSN (160816002) of BALASORE ALLOYS LTD.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire set of Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If you are a Demat account holder and have forgotten your login password then enter the User ID and then enter the Image Verification code as displayed and click on Forgot Password & enter the relevant details as promoted by the system.



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(xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvi) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvii) The e-voting period begins on Saturday, 24th September, 2016 (9.00 A.M.) and ends on Tuesday, 27th September, 2016 (5.00 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 of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQ"s) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at toll free number 18002005533.

Kindly note that once you have cast your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

Mr Saheb Ali, Practicing Company Secretary (Membership No. 33361) of M/s. MKB & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of voting at the 28th Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than forty eight hours of conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

The results of e-voting will be announced by the Company on its website and on website of CDSL and also informed to the stock exchanges immediately after the result is declared by the Chairman or a person authorized by him in writing.

Registered Office:

BALASORE ALLOYS LIMITED
Balgopalpur - 756020,
Balasore, Odisha,
Phone: +91-6782-275781-85
Fax: +91-6782-275724
Email: mail@balasorealloys.com
investorshelpline@balasorealloys.com

Registrar and Share Transfer Agent:

MCS Share Transfer Agent Limited
Unit: Balasore Alloys Ltd
12/1/5, Manoharpukur Road,
Ground Floor, Kolkata-700 026, India
Phone: +91-33 4072 4051/4052/4053
Fax: +91-33 4072 4050
Email: mcssta@rediffmail.com

Thanking you,

Yours faithfully,

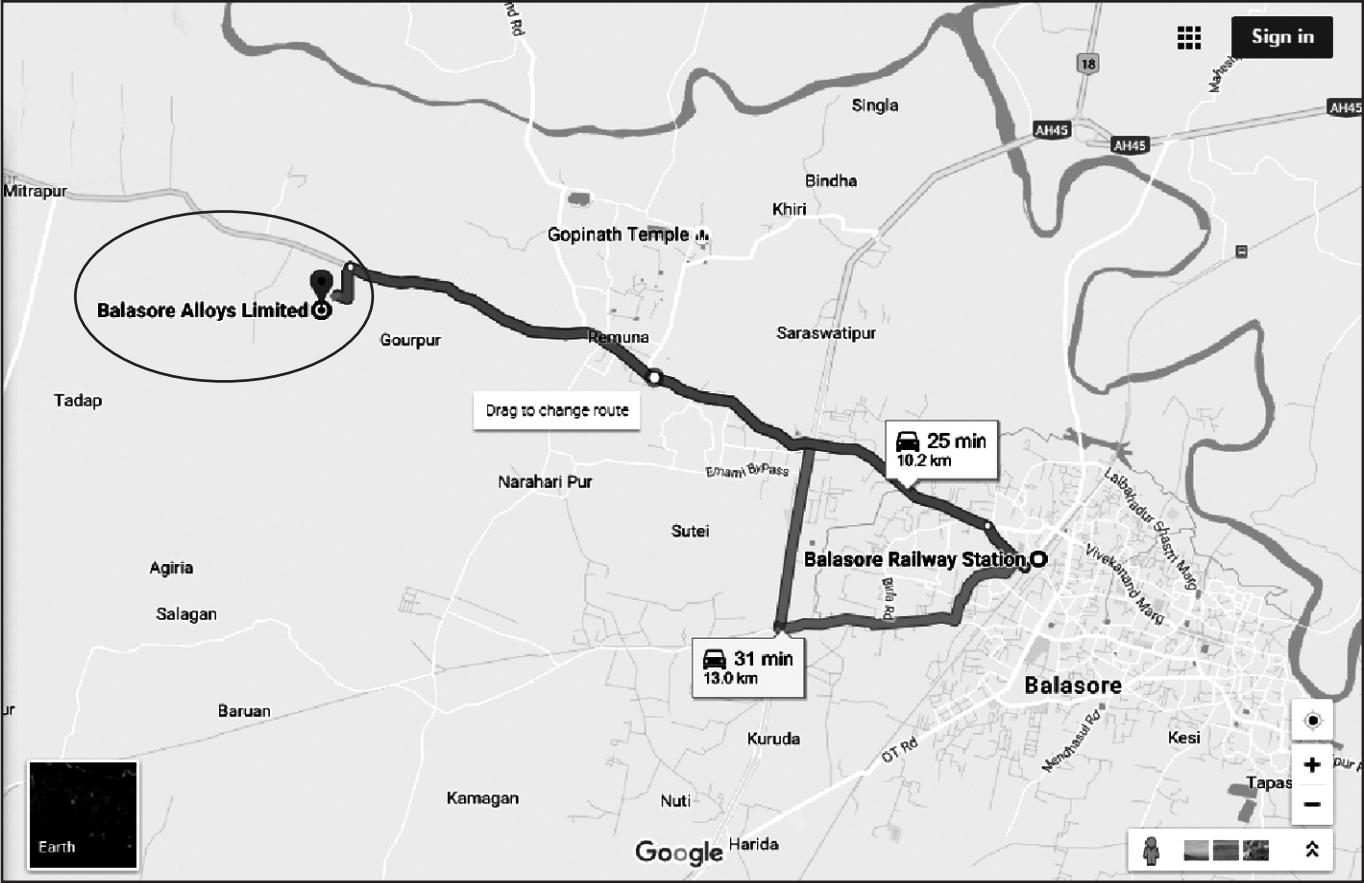
For BALASORE ALLOYS LIMITED

Sd/-

TRILOCHAN SHARMA

President & Company Secretary

Route Map to the venue of the 28th AGM of Balasore Alloys Limited



BALASORE ALLOYS LIMITED
Balgopalpur - 756 020
Dist. Balasore, Odisha