



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

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

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

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

POSTAL BALLOT NOTICE TO THE MEMBERS OF THE COMPANY PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, the Special Resolution being forwarded herewith is proposed to be passed by the members by way of postal ballot / electronic voting (e-voting).

SPECIAL BUSINESS:

To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 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 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and in supersession of the resolution passed by the members on 26th September, 2016, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee and / or to provide security in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of LLPs in one or more tranches whether in India or overseas, upto maximum amount of Rs. 4,000 Crores (Rupees Four Thousand Crores only) outstanding at any point of time or upto the limits prescribed under Section 186 of the Companies Act, 2013 whichever is higher.

RESOLVED FURTHER THAT the Company do ratify all the loan, guarantee, security and acquisition by way of subscription, purchase or otherwise the securities of any other body(ies) Corporate(s) / person(s) in or outside India, already made by the Board of Directors pursuant to section 372A of the Companies Act, 1956 and section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Notes:-

1. The relevant explanatory statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Board in its meeting held on 5th December, 2017, has appointed Mr. Raj Kumar Banthia, Practising Company Secretary, Partner of M/s. MKB & Associates, Company Secretaries as Scrutinizer for scrutinizing the Postal Ballot and e-voting process.
3. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members / List of Beneficial



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POSTAL BALLOT NOTICE - (Contd.)

Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 24th November, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope. Members who have received the notice in electronic form but desire to cast their vote through postal ballot may download the postal ballot form attached to the notice and send it to the Company superscribing the "BR Permit No." on an envelope.

4. Members, whose name appears on the Register of members / list of beneficial owners as on 24th November, 2017 (Cut-off date) will be considered for the purpose of voting. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only and his vote will not be considered.
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
6. The Members can opt for only one mode of voting i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
7. A member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 8th January, 2018 at 5:00 p.m.
9. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e. 8th January, 2018.
10. The Scrutinizer will submit his report after completion of scrutiny within forty-eight hours from the conclusion of e-voting i.e. on or before 10th January, 2018 by 5:00 p.m to the Managing Director or any other Director of the Company who shall counter sign the same.
11. The results of the voting by Postal Ballot & E-voting shall be announced within forty-eight hours from the conclusion of E-voting i.e. on or before 10th January, 2018 by 5:00 P.M. at 'Park Plaza' 71 Park Street, Kolkata 700 016 and shall also be displayed at the Company's website www.balasorealloys.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website www.evotingindia.com.

**By Order of the Board
Balasore Alloys Limited**

Place: Kolkata
Date: 05.12.2017

**Trilochan Sharma
President & Company Secretary**



POSTAL BALLOT NOTICE - (Contd.)

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of the provisions of Section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) Sixty per cent of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or, ii) Hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

The company is in the constant look out for growth and expansion of its business. The international and domestic prospects of the business look better for making acquisitions and/or furnishing expression of interest in various similar or related businesses. Thus, in order to make optimum use of funds available with the Company and to achieve long term strategic and business objectives and to enable the Board of Directors of the Company to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financial structure, this permission is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding Rs. 4,000 Crores (Rupees Four Thousand Crores only), or upto the limits prescribed under Section 186 of the Companies Act, 2013 whichever is higher.

Such loan(s) shall be given and investment(s) shall be made or security(ies) shall be provided by the Board of Directors of the Company or Committees thereof in other body corporate(s) or other person(s) including subsidiary(ies)/ step subsidiary(ies) in India and abroad from time to time.

Your directors recommend the resolution for approval of the shareholders by way of Special 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 except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given or securities may be provided pursuant to this Special Resolution.



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GENERAL INFORMATION

1. The voting rights of the shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on 24th November, 2017 and as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
2. Member need not use all the votes nor needs to cast all the votes in the same way.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE POSTAL BALLOT FORM:

1. Please complete and sign the Postal Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr Raj Kumar Banthia, Practicing Company Secretary, (Membership No. 17190) Partner of MKB & Associates, Company Secretaries, Kolkata at the Administrative Office of the Company in the enclosed postage pre-paid self-addressed envelope not later than 8th January, 2018 (5.00 pm). Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after 8th January, 2018 (5.00 pm) will be strictly treated as if the reply from the Members has not been received.
2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
3. In case the shares are held by Financial Institutions, Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization letter together with attested specimen signature of the duly authorised signatory (ies). In case the Form is signed for or on behalf of the Government, the nomination of the concerned Government in favour of such signatory should be enclosed with the Form.
4. Votes should be casted for this resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. A Member may request for a duplicate Postal Ballot Form, if so required by sending request to M/s MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agents of the Company or at the registered office of the Company by mentioning their Folio No. / DPID and Client ID No. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 1 above.
6. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
7. There shall be one postal ballot for every Folio No. / DP ID & Client ID irrespective of the number of joint holders.
8. The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.
9. Members may address any query to the Company Secretary of the Company, Tel No (033) 4029 7000 / 7006 / 7037 or by e-mail to trilochan.sharma@balasorealloys.com.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

1. The voting period begins on Friday, 8th December, 2017 at 9.00 a.m. and ends on Monday, 8th January, 2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th November, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.

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4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| 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 (3). |

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN (**171204003**) of BALASORE ALLOYS LTD.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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17. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
19. **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.
20. 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.

Registered Office:

BALASORE ALLOYS LIMITED
Balgopalpur - 756020,
Balasore, Odisha, India
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

By Order of the Board
Balasore Alloys Limited

Place: Kolkata
Date: 05.12.2017

Trilochan Sharma
President & Company Secretary



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name & Registered address of the sole / first named Member : _____
2. Name(s) of the Joint holder(s) if any : _____
3. Registered Folio No./ DP ID No. and Client ID No.*
(*applicable to investors holding Shares in dematerialised form) : _____
4. Number of Equity Share(s) Held : _____
5. EVSN (e-voting Sequence Number) : _____
6. I/We hereby exercise my/our vote(s) in respect of the Special Resolution set out in the Notice dated 05.12.2017, read with relevant statement setting out material facts attached thereto to be passed by means of Postal Ballot by sending my/ our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

| Description of Resolution | No. of Equity Shares for which votes cast | I / We assent to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|--|---|---------------------------------------|--|
| To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) upto maximum amount of Rs. 4,000 Crores outstanding at any point of time or upto the limits prescribed under Section 186 of the Companies Act, 2013 whichever is higher. | | | |

Date :

Place :

Signature of the Member

Note: 1) Please read carefully before exercising your vote.

2) Last date for receipt of Postal Ballot Form by the Scrutinizer is 8th January, 2018 (5.00 P.M.)

