



## BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

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

Website : [www.balasorealloys.com](http://www.balasorealloys.com); Email: [mail@balasorealloys.com](mailto: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 Resolutions being forwarded herewith are proposed to be passed by the members by way of postal ballot / electronic voting (e-voting).

#### SPECIAL BUSINESS:

##### 1. Issue of Convertible Warrants on Preferential Basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company the listing agreement entered into by the Company with the BSE Limited (BSE) and the Calcutta Stock Exchange (CSE) Limited where the equity shares of the Company are listed and the Regulations for preferential issue, issued by the Securities and Exchange Board of India (“SEBI”) under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”), The Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person Resident Outside India) Regulations, 2000, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (‘GOI’), The Reserve Bank of India, (‘RBI’), SEBI, the Registrar of Companies (The ‘RoC’), the Stock Exchange, and / or any other competent authorities and subject to any required approvals, consents, permissions and / or sanctions if any, of the Central Government, RBI, Stock Exchanges, SEBI, Banks and Financial Institutions and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and Regulations for the time being in force and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors be and is hereby authorized to accept, consent of the Company be and is hereby accorded to the Board (with powers to delegate all, or any of the powers hereby conferred to any duly authorized committee thereof, or the Managing Director or Officer authorized by the Board) to create, offer, issue and allot on preferential basis, at its sole and absolute discretion 2,30,00,000 (Two Crores Thirty Lacs only) Convertible Warrants of nominal value of Rs. 5/- each at a price not less than the price as determined in accordance with SEBI (ICDR) Regulations, 2009 to the following Promoter Group entities / Persons Acting in Concert (“PAC”); each warrant convertible into 1 (ONE) fully paid-up Equity Share so that the total number of Equity Shares issued by the Company upon conversion of Warrants does not exceed 2,30,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

Sl. No.	Name of Promoter Group Companies / PAC	No. of Warrants
1.	Global Steel Holdings Asia Pte. Ltd	66,50,000
2.	Direct Trading & Investments Singapore Pte. Ltd	66,50,000
3.	Prasan Global Ventures Singapore Pte. Ltd	97,00,000
	<b>Total</b>	<b>2,30,00,000</b>



**POSTAL BALLOT NOTICE - (Contd.)**

RESOLVED FURTHER that the "Relevant Date" in relation to issue of Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009, would be 26<sup>th</sup> August, 2016 being the date prior to 30 days before the date of passing this resolution.

RESOLVED FURTHER that the issue of convertible Warrants, as above, shall be subject to the following terms and conditions:

- (a) Out of the total 2,30,00,000 (Two Crores thirty lacs) Warrants, 1,00,00,000 (One Crores) warrants shall be convertible into Equity Shares in the Financial Year 2016-17 and the remaining 1,30,00,000 (One Crores thirty lacs) warrants shall be converted into Equity Shares in the Financial Year 2017-18 [at the sole option of the Warrant holder(s)]; in any event all the warrants shall be converted within a period of 18 months from the date of their allotment.
- (b) The warrant holder(s) shall at the time of allotment of the Warrant, pay an amount equivalent to 25% of the total consideration per Warrant;
- (c) The Warrant holder(s) shall, on or before the date of allotment of equity shares pursuant to the exercise of option against each such Warrant, pay the balance 75% of the consideration;
- (d) The amount referred to in (b) above shall be non-interest bearing and shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment hereof;
- (e) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 for corporate actions such as bonus issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring;
- (f) The lock-in of equity shares acquired by exercise of Warrants shall be applicable for period specified under SEBI (ICDR) Regulations, 2009 from the date of trading approval.

RESOLVED FURTHER THAT the Warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of Warrants is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI (ICDR) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER that the Equity Shares issued and allotted on conversion of Warrants shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER that the entire pre-issue shareholding of the allottees, if any, shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from the stock exchanges or such other period as may be applicable under the ICDR Regulations.

RESOLVED FURTHER that on conversion of the Warrants into Equity Shares, the said Equity Shares shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares issued pursuant to conversion of Warrants with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of Warrants and in complying with any regulations, as it may in its absolute discretion deem fit."

**2. 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), 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 make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) whether Indian or overseas, upto maximum amount of Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any point of time or upto the limits prescribed under Section 186 of the Companies Act,



**POSTAL BALLOT NOTICE - (Contd.)**

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 including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment 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 August, 12, 2016, has appointed Mr. Manoj Kumar Banthia, Practising Company Secretary, as Scrutinizer to receive and scrutinize the ballot papers from the members.
3. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 19<sup>th</sup> August, 2016. 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.
4. Members, whose name appears on the Register of members / list of beneficial owners as on 19<sup>th</sup> August, 2016 will be considered for the purpose of voting.
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 26<sup>th</sup> September, 2016 at 5:00 p.m.
9. The Scrutinizer will submit his report after completion of scrutiny to the Managing Director or any Director who shall counter sign the same. The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on or before 28<sup>th</sup> September, 2016.
10. All the material documents referred to in the explanatory statement will be available for inspection by the shareholders at the administrative Office of the Company on all working days except Saturday from the date of dispatch of the Notice upto the date of declaration of results between 3 P.M. and 5 P.M.
11. The last date of receipt of duly completed postal ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. The results of the voting by Postal Ballot & E-voting shall be announced on Wednesday, 28<sup>th</sup> September, 2016 by 5 P.M. at Balgopalpur - 756 020, Dist - Balasore, Odisha, India and shall also be displayed at the company's website <http://www.balasorealloys.com>.

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

Place: Kolkata  
Date: 12.08.2016

**Trilochan Sharma**  
*President & Company Secretary*

**POSTAL BALLOT NOTICE - (Contd.)**
**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 1**

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 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. To part finance the aforesaid growth and modernization plans, it is proposed to issue 2,30,00,000 Convertible Warrants on preferential basis in terms of the provisions of the SEBI (ICDR) Regulations, 2009 as amended from time to time. The Promoter Group Companies/ Person Acting in Concert ("PAC") of the Company have expressed their willingness for allotment of Convertible Warrants in the Company.

The proposed preferential allotment of Convertible Warrants would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations 2009 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations 2009. Such proposed preferential issue would comprise of up to 2,30,00,000 Convertible Warrants of face value of Rs. 5/- each.

The Company has received inclination from the following Promoter Group Companies / PACs to subscribe to these Convertible Warrants:-

Sl. No.	Name of Allottees	No. of Warrants
1	Global Steel Holdings Asia Pte. Ltd	66,50,000
2	Direct Trading & Investments Singapore Pte. Ltd	66,50,000
3	Prasan Global Ventures Singapore Pte. Ltd	97,00,000
	<b>Total</b>	<b>2,30,00,000</b>

Hereinafter the aforesaid persons shall be collectively and individually called as "proposed allottee/(s)"

**Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 is as under:**
**a) Objects of the Issue:**

To part finance the growth, expansion and modernization projects of the Company.

**b) Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the Preferential Offer:**

The entities of the Promoter Group/PACs intend to subscribe to the above mentioned preferential allotment of 2,30,00,000 Convertible Warrants.

**c) Conversion of Warrants:**

Out of the said 2,30,00,000 Warrants, 1,00,00,000 Warrants shall be converted into Equity Shares in the Financial Year 2016-17 and the remaining 1,30,00,000 Warrants shall be converted into Equity Shares in the Financial Year 2017-18; however, all the warrants shall be converted within a period of 18 months from the date of allotment.

The warrants shall be convertible in the following manner:-

Sl. No.	Name of Allottees	Warrants convertible in the Financial Year 2016-17	Warrants Convertible in the Financial Year 2017-18
1.	Global Steel Holdings Asia Pte. Ltd	29,00,000	37,50,000
2.	Direct Trading & Investments Singapore Pte. Ltd	29,00,000	37,50,000
3.	Prasan Global Ventures Singapore Pte. Ltd	42,00,000	55,00,000
	<b>Total</b>	<b>1,00,00,000</b>	<b>1,30,00,000</b>


**POSTAL BALLOT NOTICE - (Contd.)**
**d) Shareholding Pattern before and after the conversion of Warrants:-**

Category of Shareholder	Before the proposed preferential allotment (as on 12.08.2016)		After Conversion of 1,00,00,000 Convertible Warrants in the financial year 2016-17		After Conversion of 1,30,00,000 Convertible Warrants in the financial year 2017-18	
	No of Shares	% of shares / total voting capital held	No of Shares	% of shares / total voting capital held	No of Shares	% of shares / total voting capital held
<b>(A) Shareholding of Promoter and Promoter Group</b>						
<b>(1) Indian</b>						
Individuals / Hindu Undivided Family	5,38,320	0.68	5,38,320	0.61	5,38,320	0.53
Bodies Corporate	4,16,04,076	52.74	4,16,04,076	46.81	4,16,04,076	40.83
<b>Sub Total</b>	<b>4,21,42,396</b>	<b>53.42</b>	<b>4,21,42,396</b>	<b>47.42</b>	<b>4,21,42,396</b>	<b>41.36</b>
<b>(2) Foreign</b>						
(a) Proposed Allottees of Warrants						
- Global Steel Holdings Asia Pte Ltd	-	-	29,00,000	3.26	66,50,000	6.53
- Direct Trading & investments Singapore Pte. Ltd	-	-	29,00,000	3.26	66,50,000	6.52
- Prasan Global Ventures Singapore Pte. Ltd.	-	-	42,00,000	4.72	97,00,000	9.52
(b) Others	23,93,420	3.03	23,93,420	2.69	23,93,420	2.35
<b>Sub Total</b>	<b>23,93,420</b>	<b>3.03</b>	<b>1,23,93,420</b>	<b>13.93</b>	<b>2,53,93,420</b>	<b>24.92</b>
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>4,45,35,816</b>	<b>56.45</b>	<b>5,45,35,816</b>	<b>61.35</b>	<b>6,75,35,816</b>	<b>66.28</b>
<b>(B) Public Shareholding</b>						
<b>(1) Institutions</b>						
Mutual Funds / UTI	13,600	0.02	13,600	0.01	13,600	0.01
Financial Institutions / Banks	5,91,073	0.75	5,91,073	0.67	5,91,073	0.58
Foreign Institutional Investors	16,97,013	2.15	16,97,013	1.91	16,97,013	1.67
<b>Sub Total</b>	<b>23,01,686</b>	<b>2.92</b>	<b>23,01,686</b>	<b>2.59</b>	<b>23,01,686</b>	<b>2.26</b>
<b>(2) Non-Institutions</b>						
Bodies Corporate	59,88,012	7.59	59,88,012	6.74	59,88,012	5.88
<b>Individuals</b>						
Individual shareholders holding nominal share capital up to Rs.2 lakh	1,95,84,764	24.83	1,95,84,764	22.03	1,95,84,764	19.22
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	55,66,683	7.06	55,66,683	6.26	55,66,683	5.46
<b>Any Others (Specify)</b>	-	-	-	-	-	-
Non Resident Individuals	5,86,016	0.74	5,86,016	0.66	5,86,016	0.58
Clearing Members	-	-	-	-	-	-
Trusts	1,084	0.00	1,084	0.00	1,084	0.00
Foreign Companies	3,26,350	0.41	3,26,350	0.37	3,26,350	0.32
<b>Sub Total</b>	<b>3,20,52,909</b>	<b>40.63</b>	<b>3,20,52,909</b>	<b>36.06</b>	<b>3,20,52,909</b>	<b>31.46</b>
<b>Total Public shareholding (B)</b>	<b>3,43,54,595</b>	<b>43.55</b>	<b>3,43,54,595</b>	<b>38.65</b>	<b>3,43,54,595</b>	<b>33.72</b>
<b>Total (A)+(B)</b>	<b>7,88,90,411</b>	<b>100</b>	<b>8,88,90,411</b>	<b>100</b>	<b>10,18,90,411</b>	<b>100</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>	-	-	-	-	-	-
<b>Total (A)+(B)+(C)</b>	<b>7,88,90,411</b>	<b>100</b>	<b>8,88,90,411</b>	<b>100</b>	<b>10,18,90,411</b>	<b>100</b>

**POSTAL BALLOT NOTICE - (Contd.)****e) Proposed time within which allotment shall be completed**

The Allotment of 2,30,00,000 Convertible Warrants is proposed to be completed within a period of 15 days from, 26<sup>th</sup> September, 2016, being the date of passing the resolution, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, then the allotment shall be completed by the Company within a period of 15 days from the date on which the Company receives all approvals from the concerned authorities.

**f) Identity and details of the proposed allottees :-**

Sl. No.	Name of the proposed allottees	Category	Address	Name(s) of the natural persons in control of the Proposed Allottees	Pre-Issue Holding	% of Pre-Issue Holding	No. of Shares (Proposed for Allotment)	Post Issue Holding	% Post Issue Holding
1.	Global Steel Holdings Asia Pte. Ltd	Promoter Group / PAC	7500A Beach Road, # 08 -313, The Plaza, Singapore – 199591	Mr. Arvind Kr. Sinha	NIL	NIL	66,50,000	66,50,000	6.53
2.	Direct Trading & Investments Singapore Pte. Ltd	Promoter Group/ PAC	7500A Beach Road, # 08 -313, The Plaza, Singapore – 199591	Mr. Rupam Poddar	NIL	NIL	66,50,000	66,50,000	6.53
3	Prasan Global Ventures Singapore Pte. Ltd	Promoter Group/ PAC	7500A Beach Road, # 08 -313, The Plaza, Singapore – 199591	Mr. Rajib Das	NIL	NIL	97,00,000	97,00,000	9.52

**g) Pricing of the Issue:**

The pricing of the Convertible Warrants to be allotted on preferential basis to the proposed allottees shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Currently SEBI (ICDR) Regulations 2009 provide that the issue of shares on preferential basis can be made at a price not less than higher of the following:

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; Or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Convertible Warrants shall be 26<sup>th</sup> August, 2016, being the date which is 30 days prior to the date of passing resolution at item No. 1. Where the relevant date falls on a Weekend / Holiday, the day preceding the Weekend / Holiday is reckoned to be the relevant date).

**h) Change in Control or composition of the Board:**

The allotment would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters / Directors of the Company will continue to be in control of the Company.

**i) Auditors' Certificate:**

M/s. Chaturvedi & Shah, Chartered Accountants, Statutory Auditors of the company have certified that the proposed preferential issue of Convertible Warrants is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 for Preferential Issue. A copy of the said certificate is available for inspection by the shareholders at the administrative Office of the Company on all working days except Saturday between 3 P.M. and 5 P.M. upto the date of declaration of results.

**j) Lock-in period:**

The equity shares to be allotted pursuant to exercise of options attached to warrants proposed to be issued to above proposed allottees shall be locked in for a period of three years from the date of trading approval of equity shares allotted pursuant to exercise of option attached to Warrants as per Regulation 78 of the SEBI (ICDR) Regulations, 2009.



**POSTAL BALLOT NOTICE - (Contd.)**

Further, under the said Regulations the entire pre-allotment shareholding of the proposed allottees (if any) shall be locked-in from the relevant date upto a period of six months from the date of trading approval.

**k) Undertaking:**

The Company hereby undertakes that:

- (i) It shall re-compute the price of the specified securities in term of the provisions of these regulations where it is required to do so.
- (ii) If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the regulations, the specified securities shall be continue to be locked-in till the time such amount is paid by the proposed allottees.

As per Section 62(1)(c) of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, 2009, approval of the shareholders is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such warrants on preferential basis.

The Board recommends the resolution for approval of the members by special resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, except Mr. Pramod Kumar Mittal is concerned or interested, financial or otherwise in the resolution set out as at Item No. 1.

**Item No. 2**

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize 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) 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.

In order to make optimum use of funds available with the Company and also 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 further investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person upto an amount not exceeding Rs. 500 Crores, 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.

In view of the exemptions contained in Rule 11 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, the aforesaid limit of Rs. 500 Crores shall exclude the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies, as the case may be and investments made in wholly owned subsidiaries.

Your directors recommend the resolution at item no 2 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 set out at Item No. 2, except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.



## 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**

### 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 : 160816003  
(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 12.08.2016, 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:

Sl. No.	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)
1.	Issue of Convertible Warrants on Preferential Basis			
2.	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.			

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 26<sup>th</sup> September, 2016 (5.00 P.M.)





## **POSTAL BALLOT NOTICE - (Contd.)**

### **GENERAL INFORMATION**

1. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
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 (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr Manoj Kumar Banthia, Practicing Company Secretary, (Membership No. 7596) of MKB & Associates., Company Secretaries, Kolkata at the Administrative Office of the Company in the enclosed postage pre-paid self-addressed envelop not later than 26<sup>th</sup> September, 2016 (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 26<sup>th</sup> September, 2016 (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 and 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 cast for this resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 19<sup>th</sup> August, 2016 and as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owner.
6. 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 / 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.
7. 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.
8. There shall be one postal ballot for every Folio No. / DP ID & Client ID irrespective of the number of joint holders.
9. The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.
10. Members may address any query to the Company Secretary of the Company, Tel No (033) 4029 7000 / 7006 / 7037 or by e-mail to investorshelpline@balasorealloys.com.

### **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

1. The voting period begins on Sunday, 28<sup>th</sup> August, 2016 at 9.00 a.m. and ends on Monday, 26<sup>th</sup> September, 2016 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 19<sup>th</sup> August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the Company as on 19<sup>th</sup> August, 2016 and as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owner.



**POSTAL BALLOT NOTICE - (Contd.)**

3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
4. Click on “Shareholders” tab.
5. 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.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in d-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both D-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their Demat Account Number/ Folio No. as the case may be in the PAN field.</li> <li>● 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.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your d-mat account or in the Company records for the said d-mat account in dd/mm/yyyy format or enter the folio number.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio.</p> <ul style="list-style-type: none"> <li>● 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 user id/folio number as mentioned in the notice in bank account field.</li> </ul>

9. After entering these details appropriately, click on “SUBMIT” tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat 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 d-mat 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN relevant for The Balasore Alloys Limited on which you choose to vote.
13. 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.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



**POSTAL BALLOT NOTICE - (Contd.)**

15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. 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.
19. Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or call CDSL at 18002005533.

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

Place: Kolkata  
Date: 12.08.2016

**Trilochan Sharma**  
*President & Company Secretary*

