



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 Thirtieth 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 **Friday, 28th September, 2018, 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, 2018 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 Dr. Samuel Onyeabor Nwabuokei (DIN: 07835812) 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 provision of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act 2013, and Rules made thereunder, M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) be and is hereby re-appointed as the Statutory Auditors of the Company for the second term of five years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the thirty-fifth Annual General Meeting of the Company on such remunerations as shall be fixed by the Board of Directors from time to time 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. **Re-appointment of Mr. Asish Kumar Bhattacharyya (DIN: 00799039) as an Independent Director for another term of five years.**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Asish Kumar Bhattacharyya (DIN: 00799039), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to determination by retirement of directors by rotation."

6. **Re-appointment of Mr. Shantanu Mohapatra (DIN:00176836) as an Independent Director for another term of five years.**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shantanu Mohapatra (DIN: 00176836), Independent Non-Executive Director of the Company who has submitted a declaration that he

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meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to determination by retirement of directors by rotation.”

7. Re-appointment of Mr. Sujit Kumar Majumdar (DIN: 00177344) as an Independent Director for another term of five years.

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sujit Kumar Majumdar (DIN: 00177344), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to determination by retirement of directors by rotation.”

8. Re-appointment of Mr. Susil Kumar Pal (DIN: 00268527) as an Independent Director for another term of five years.

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Susil Kumar Pal (DIN: 00268527), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to determination by retirement of directors by rotation.”

9. Re-appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director for another term of five years.

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kashi Prasad Khandelwal (DIN: 00748523), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to determination by retirement of directors by rotation.”

10. Appointment of Mr. Dhiren Kumar Nath (DIN: 08022082), 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. Dhiren Kumar Nath (DIN: 08022082), 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 14th December, 2017 and who holds the office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”



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11. Appointment of Mr. Dhiren Kumar Nath (DIN: 08022082), 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, Audit 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. Dhiren Kumar Nath (DIN: 08022082) as the Whole-time Director of the Company designated as Director – Operations for a period of five years with effect from 14th December, 2017 till 13th December, 2022 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 14th December, 2017, entered into between the Company and Mr. Dhiren Kumar Nath, a copy whereof, initialled by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved."

"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. Dhiren Kumar Nath from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation."

12. Appointment of Mr. Nikunj Pansari (DIN: 08023216), as Director of the Company from 14th December, 2017 till 25th July, 2018:

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, the directorship of Mr. Nikunj Pansari (DIN: 08023216) as the Director of the Company for a period from 14th December, 2017 till 25th July, 2018 be and is hereby approved."

13. Appointment of Mr. Nikunj Pansari (DIN: 08023216), 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. Nikunj Pansari (DIN: 08023216), 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 11th August, 2018 and who holds the office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

14. Appointment of Mr. Nikunj Pansari (DIN: 08023216), 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, Audit 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. Nikunj Pansari (DIN: 08023216) as the Whole-time Director of the Company designated as Director - Finance & Chief Financial Officer (CFO) of the Company, liable to retire by rotation;

(a) from 14th December, 2017 till 25th July 2018; and

(b) for a period of five years with effect from 11th August, 2018

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 Agreements dated 14th December, 2017 and 11th August, 2018, entered into between the Company and Mr. Nikunj Pansari, a copy whereof, initialled by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreements also be and is hereby specifically approved."



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“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. Nikunj Pansari from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation.”

15 Ratification of remuneration of Cost Auditor of the Company for the financial year 2018-19.

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the Company hereby approves the remuneration of Rs. 2,25,000/- (Rupees Two Lacs Twenty Five Thousand only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses to be paid to M/s Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on 28th May, 2018, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

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.”

By Order of the Board

Kolkata
11th August, 2018

Trilochan Sharma
President & Company Secretary

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for determining the entitlement of the shareholders to the dividend for the financial year 2017-18, if declared at the Annual General Meeting (AGM).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business as set out at Item No. 5 to 15 of the AGM Notice to be transacted 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 carrying voting rights. 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 attached 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. 0.75 per share has been recommended by the Board of Directors for the year ended 31st March, 2018 and subject to the approval of the shareholders at the ensuing Annual General Meeting, will be paid to members whose names appear on the Company's Register of Members as on 22nd September, 2018 and is proposed to be paid on and after 5th October, 2018.
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 Registrar and Share Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates or for change in their address. Such changes are to be advised only to the Depository Participant of the Members.



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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. Disclosure pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of this notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
8. Corporate members intending to send their authorized representatives to attend and vote at the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Members may note that a separate Notice is being sent to all the shareholder whose shareholding are in physical form through Registered and Share Transfer Agent, in compliance of the SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P /2018/73 dated 20.04.2018, to take special efforts to collect copy of PAN, Bank Account details, E-mail etc.
10. Members may note the recent amendment to Regulation 40 of SEBI (LODR) Regulations, 2015 which mandated that transfer of securities would be carried out in dematerialized form only with effect from 5th December, 2018. Therefore, members holding shares in physical form are requested to convert their holding in dematerialized form at the earliest. Otherwise, physical Shares will not be transferred with effect from 5th December, 2018.
11. Electronic copy of the Notice of the 30th 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 30th 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 30th 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 30th AGM is being sent in the permitted mode.
12. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.balasorealloys.com. The physical copies of the aforesaid documents will also be available at the Company's registered office and copies of the same shall also be available at the 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 are open for inspection by the Members at the Meeting and such document shall also be available for inspection at the registered office and 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.

The Register of Directors and Key managerial Personnel and their Shareholdings, maintained under Section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder will be available for inspection by the members at the Meeting.
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 atleast 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, 2014, and amendments thereto and Regulations 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Ltd. (CDSL).



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The members may cast their votes using an electronic voting system from a place other than the venue of AGM (remote e-voting). The instruction for remote E-voting are annexed separately and forms part of this Notice.

18. The facility for voting through Ballot paper shall be available at the AGM and the Members attending AGM who have not cast their vote by remote e- voting shall be able to exercise their right at the AGM.
19. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. The members, whose name appear in the Register of Members / list of Beneficial Owners as on 21st September, 2018, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date 21st September, 2018 should treat this Notice for information purposes only.
21. The Remote e-voting period commences on Tuesday, 25th September, 2018 from 9.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m. During this period, Members of the Company, holding Shares either in physical form or dematerialised form, as on the cut-off date 21st September, 2018, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 27th September, 2018. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
22. The Board of Directors has appointed CS Raj Kumar Banthia, (Associate Membership No. 17190) as the Scrutinizer for Scrutinizing the process of remote e- voting and voting at the Meeting venue in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the vote cast through remote e-voting in presence of at least two witnesses not in the employment of the Company, the scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of and against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the results of remote e-voting and voting at the meeting Venue shall be declared by the Chairman of the Company or any other director duly authorised in this regard. The result along with the Scrutinizer's Report shall be placed on the Company's website (www.balasorealloys.com) and on the website of CDSL (www.cdslindia.com) immediately after the results are declared and simultaneously communicate to the Stock Exchanges. The results of e-voting shall also be displayed on the Notice Board of the Company at its Registered Office and its Administrative Office at Kolkata.
23. Members may note that, the Company shall transfer **dividends remaining unclaimed or unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account** along with interest accrued, if any, to the **Investor Education and Protection Fund (IEPF)** within 30 days of the date on which the same falls due i.e. 04.11.2018 in respect of financial year 2010-2011.

Members may further note that, **all the shares** shall be transferred to the IEPF in respect of which dividend has not been paid or claimed by the concerned shareholders for seven (7) consecutive years. In this regard, a separate Notice has already been sent to all concerned Shareholders on 20th July, 2018.

These are in compliance of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 read along with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and any amendment thereof.

Therefore, all the concerned shareholders are requested to make an application to the Company / Registrar for claiming the unpaid dividend 2010 -11 onwards at the earliest.

**NOTICE - (Contd.)****EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 5 to 9**

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act") with respect to appointment and tenure of the Independent Directors, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Accordingly, at the 26th Annual General Meeting (AGM) held on 25th September, 2014 Mr. Asish Kumar Bhattacharyya, Mr. Shantanu Mohapatra, Mr. Sujit Kumar Majumdar, Mr. Susil Kumar Pal and Mr. Kashi Prasad Khandelwal, were appointed as Independent Directors of the Company for a term of five years till 31st March, 2019.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 11th August, 2018 has proposed re-appointment of the aforesaid Independent Directors of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024 and whose offices shall not be liable to retire by rotation.

In the opinion of the Board, all the above Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. The Independent Directors have also given to the Board, a declaration of their meeting the criteria of independence as provided in section 149(6) of the Act. Copy of the draft letters for appointment of all the above persons as Independent Directors would be available for inspection without any fee by the members at the Registered Office and also 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.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as Independent Directors, for the approval by the shareholders of the Company. A brief profile of proposed Independent Directors, including nature of their expertise, is provided as Annexure to the Notice.

Your Directors seek your approval to the resolutions as set out at Item Nos. 5 to 9. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these resolutions.

Other details in respect of appointment of Independent Directors in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

Item No. 10 and 11

The Board of Directors of the Company, at its meeting held on 14th December, 2017, appointed Mr. Dhiren Kumar Nath 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, Mr. Dhiren Kumar Nath will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing his appointment as a director at the ensuing Annual General Meeting.

The Board of Directors in its above meeting also appointed Mr. Dhiren Kumar Nath, as the Whole-time Director of the Company designated as Director-Operations for a period of five years with effect from 14th December, 2017 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 14th December, 2017. For the purpose, an agreement has been entered into by the Company with the Director - Operations on 14th December, 2017. The main terms and conditions of appointment of Director-Operations, as contained in the said agreement dated 14th December, 2017 are furnished below:

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

- (i) Basic Salary ₹ 91,833/- (Rupees Ninety one thousand eight hundred thirty three 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. Dhiren Kumar Nath 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 ₹ 11,01,996 per annum
 - (ii) Perquisites ₹ 25,65,764 per annum
 - (iii) Others ₹ 1,32,240 per annum

₹ 38,00,000 per annum

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- (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. 10 & 11 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. Dhiren Kumar Nath and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 10 and 11.

Copy of the agreement dated 14th December, 2017 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 No. 12, 13 and 14

The Board of Directors of the Company, at its meeting held on 14th December, 2017, appointed Mr. Nikunj Pansari as an Additional Director cum Whole-time Director of the Company designated as Director- Finance & Chief Financial Officer (CFO) for a period of five years with effect from 14th December, 2017 subject to approval of the shareholders by way of a Special Resolution in the next Annual General Meeting of the Company.

Subsequently, Mr. Nikunj Pansari vide his letter dated 26th April, 2018 had resigned due to personal reasons from the post of Director-Finance & CFO w.e.f. close of business hours of 25.07.2018. However, he continued his service with the Company as President-Finance.

The Board considering Mr. Nikunj Pansari's rich, vast knowledge, expertise and experience of more than ten years and in particular his contribution to the Board in all Financial matters, the management persuaded him to rejoin the Board as a Whole-time Director. The management believes that Mr. Nikunj Pansari is a suitable professional for shouldering responsibilities pertaining to Finance to strengthen the management and would be beneficial for the Company.

After several discussion and persuasion by the management Mr. Nikunj Pansari has finally agreed to be part of the Board as a Whole-time Director of the Company to be designated as Director-Finance & Chief Financial Officer of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on 11th August, 2018, once again appointed Mr. Nikunj Pansari 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, Mr. Nikunj Pansari will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing his appointment as a director at the ensuing Annual General Meeting.

The Board of Directors in its above meeting also appointed Mr. Nikunj Pansari, as the Whole-time Director of the Company designated as Director-Finance & CFO for a period of five years with effect from 11th August, 2018 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 - Finance & CFO in its meeting held on 11th August, 2018. For the purpose, an agreement has been entered into by the Company with the Director-Finance & CFO first on 14th December, 2017 and thereafter on 11th August, 2018. The main terms and conditions of appointment of Director-Finance & CFO, as contained in the latest agreement dated 11th August, 2018 are furnished below:

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

- (i) Basic Salary ₹ 2,69,167/- (Rupees Two lacs sixty nine thousand one hundred sixty seven 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. Nikunj Pansari 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	₹ 32,30,004 per annum
(ii) Perquisites	₹ 48,82,396 per annum
(iii) Others	₹ 3,87,600 per annum
	₹ 85,00,000 per annum



NOTICE - (Contd.)

- (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. 12, 13 & 14 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. Nikunj Pansari and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 12, 13 and 14.

Copy of the agreement dated 14th December, 2017 and 11th August, 2018 referred to the above are 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 No. 15

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, 2019 at a remuneration of ₹ 2,25,000/- (Rupees Two Lacs Twenty Five Thousand only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred to conduct the audit of the cost records.

M/s Shome & Banerjee, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. 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 approved 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. 15.

By Order of the Board

Place: Kolkata
Date: 11th August, 2018

Trilochan Sharma
President & Company Secretary



NOTICE - (Contd.)

ANNEXURE TO NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Companies Act, 2013 and Secretarial Standard (SS)-2:

Name of Director	Dr. Samuel Onyeabor Nwabuokei	Mr. Dhiren Kumar Nath	Mr. Shantanu Mohapatra	Mr. Sujit Kumar Majumdar
Director Identification Number (DIN)	07835812	08022082	00176836	00177344
Date of Birth	: 21-03-1949	01-06-1961	06.01.1936	04.10.1946
Date of Appointment	: 14-06-2017	14-12-2017	27.06.2001	20.01.2005
Qualifications	: Bachelor of Engineering from Ahmadu Bello University, Zaria, Master of applied Science, Civil Engineering from Canada and also PhD in Civil Engineering, specialised in Geotechnical Engineering from Purdue University, West Lafayette, Indiana, USA.	: Bachelor of Engineering (Metallurgy) from Indian Institute of Metals, MBA in Marketing from IGNOU, New Delhi.	: B.Sc. - Tech (Hons), I.I.T. Kharagpur - Applied Geology & Geo-physics.	: BE (Metallurgical) CU, PG-Diploma - SQC & Operations Research (IS), Phd (Engineering) IIT.
Expertise in specific functional areas	: Dr. Samuel is having more than 43 years of rich and vast experience in Techno Commercial and General Management functions. Dr. Samuel's array of exposure percolates to areas like Project Execution, Operation, manufacturing, commercial matters including Quality System and Modern Management Initiatives etc.	: Mr. Dhiren Kumar Nath is having more than 36 years of rich experience in Techno Commercial and General Management functions. Mr. Nath's array of exposure percolates to areas like Operation, manufacturing, commercial matters including Management of Quality System and Modern Management Initiatives etc.	: Retired Ex-Director of Mining & Geology Government of India, having rich experience of mining & exploration.	: Expertise in Quality Management, Six Sigma, Risk Management, Product & Process Optimisation, Product Reliability Modelling, Marketing Analytics, Business Analytics.
Names of Listed Companies in which outside Directorship held	: Nil	Nil	Lloyds Metals and Energy Ltd.	Nil
Chairman/Member of the committees of the Board of other Listed Companies in which he is a Director	: Nil	Nil	Audit Committee Lloyds Metals and Energy Ltd. - Chairman	Nil
Details of shareholding (Both own or held by/ for other persons on a beneficial basis), if any, in the Company.	Nil	Nil	Nil	Nil
Disclosure in terms of Regulation 36(3)(c) of the SEBI (LODR) Regulations, 2015: Disclosure of relationships between directors inter-se	N.A.	N.A.	N.A.	N.A.



NOTICE - (Contd.)

**ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING.**
Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Companies Act, 2013 and Secretarial Standard (SS)- 2:

Name of Director	Mr. Susil Kumar Pal	Mr. Kashi Prasad Khandeival	Mr. Asish Kumar Bhattacharyya	Mr. Nikunj Pansari
Director Identification Number (DIN)	00268527	00748523	00799039	08023216
Date of Birth	03.01.1943	04.03.1951	11.04.1950	31.12.1985
Date of Appointment	27.06.2003	30.04.2008	30.06.2004	11.08.2018
Qualifications	B.Sc.(Hons), M.Tech. (Chem.Ergg & Chem. Technology)	B.Com(H), LL.B, FCA, DISA, CAAT (The Institute of Chartered Accountant of India)	B.Com.(Honours),M.Com. FCA, FCMA, ACMA (UK), Diploma in Management Accountancy, D.Phil.	B. Com (Hons), MBA in Finance from International Management Institute, Belgium. Post Graduate Programme in Planning and Entrepreneurship from Indian Institute of Planning and Management (IIPM).
Expertise in specific functional areas	Has a long term profile and experience in Finance, Risk Management. He is a retired General Manager (Credit) Allahabad Bank.	Practicing CA for more than 40 yrs, with wide experience of Audit, Taxation, Finance & Banking. Ex-Member of Centre Council of the Institute of Chartered Accountants of India (ICAI).	Director Institute of Management Technology (IMT), Ghaziabad, Member of Accounting Standard Board of Institute of Chartered Accountants of India, Ex-Director International Management Institute (IMI) Kolkata, Ex-Professor of Finance and Control, Indian Institute of Management Calcutta (IIMC), Ex-Technical Director of Institute of Chartered Accountants of India.	Mr. Pansari has a long experience of about 10 years in Accounting & Audit Function, Finance, Treasury & Risk Management, Management & Cost Accounting, MIS, Legal, Statutory & Regulatory Compliances, SAP, Head of Pricing Committee, Export & Import Functions etc.
Names of Listed Companies in which outside Directorship held	Greenply Industries Ltd. Hasimara Industries Ltd.	Kesoram Industries Ltd. GPT Infraprojects Ltd.	Nil	Nil
Chairman/Member of the committees of the Board of other Listed Companies in which he is a Director	Audit Committee Greenply Industries Ltd.- Chairman Stakeholders Relationship Committee Greenply Industries Ltd.- Member Nomination and Remuneration Committee Greenply Industries Ltd.- Member	Audit Committee Kesoram Industries Ltd.- Member GPT Infraprojects Ltd.- Member Nomination and Remuneration Committee Kesoram Industries Ltd.- Member Stakeholders Relationship Committee Kesoram Industries Ltd.- Member Share Transfer & Finance Committee Kesoram Industries Ltd.- Member	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	Nil
Disclosure in terms of Regulation 36(3)(c) of the SEBI (LODR) Regulations, 2015: Disclosure of relationships between directors inter-se	N/A	N/A	N/A	N/A



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

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 30th Annual General Meeting of the Company being held on Friday, 28th September, 2018 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.



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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 30th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 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, 2018, 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, 2018.		
3	Re-appointment of Dr. Samuel Onyeabor Nwabuokei (DIN: 07835812) 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 for the second term of five years.		
Special Business			
5	Re-appointment of Mr. Asish Kumar Bhattacharyya (DIN: 00799039) as an Independent Director for another term of five years.		
6	Re-appointment of Mr. Shantanu Mohapatra (DIN:00176836) as an Independent Director for another term of five years.		
7	Re-appointment of Mr. Sujit Kumar Majumdar (DIN: 00177344) as an Independent Director for another term of five years.		
8	Re-appointment of Mr. Susil Kumar Pal (DIN: 00268527) as an Independent Director for another term of five years.		
9	Re-appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director for another term of five years.		
10	Appointment of Mr. Dhiren Kumar Nath (DIN: 08022082), as Director.		
11	Appointment of Mr. Dhiren Kumar Nath (DIN: 08022082), as the Whole-time Director of the Company.		
12	Appointment of Mr. Nikunj Pansari (DIN: 08023216), as Director of the Company from 14 th December, 2017 till 25 th July, 2018.		
13	Appointment of Mr. Nikunj Pansari (DIN: 08023216), as Director.		
14	Appointment of Mr. Nikunj Pansari (DIN: 08023216), as the Whole-time Director of the Company.		
15	Ratification of remuneration of Cost Auditor of the Company for the financial year 2018-19.		

Signed this day of, 2018

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 30th 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

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

Date: 11th August, 2018

Sub: Voting through electronic means

Dear Members,

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) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) 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 30th Annual General Meeting to be held at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha on Friday, 28th September, 2018 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 25 th September, 2018 (Tuesday)
End of e-voting period	Upto : 5.00 p.m. of 27 th September, 2018 (Thursday)

E-voting shall not be allowed beyond 5.00 p.m. of 27th September, 2018. 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 Friday, 21st September, 2018.

Please read the instructions given herein below for exercising vote.

These details and instructions form an integral part of the Notice for the 30th Annual General Meeting to be held on Friday, 28th September, 2018.

INSTRUCTIONS FOR E-VOTING

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

- (i) The voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m. and ends on Thursday, 27th September, 2018 at 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 (record date) on Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.



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- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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. 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's 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 (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (180817046) of BALASORE ALLOYS LTD.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) 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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(xviii) 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.

(xix) **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.**

(xx) **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.

(xxi) 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.

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. Raj Kumar Banthia, Practicing Company Secretary (COP No. 18428) 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 30th 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 also on the website of CDSL. The same will be informed to the stock exchanges immediately after the result is declared by the Chairman or a person authorized by him in writing. The results of e-voting shall also be displayed on the Notice Board of the company at its Registered Office and its Administrative Office.

Administrative Office:

“Park Plaza”
71 Park Street, 1st Floor,
Kolkata - 700 016,
Phone: +91-33-4029 7000
Fax: +91-33-2229 5693
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,

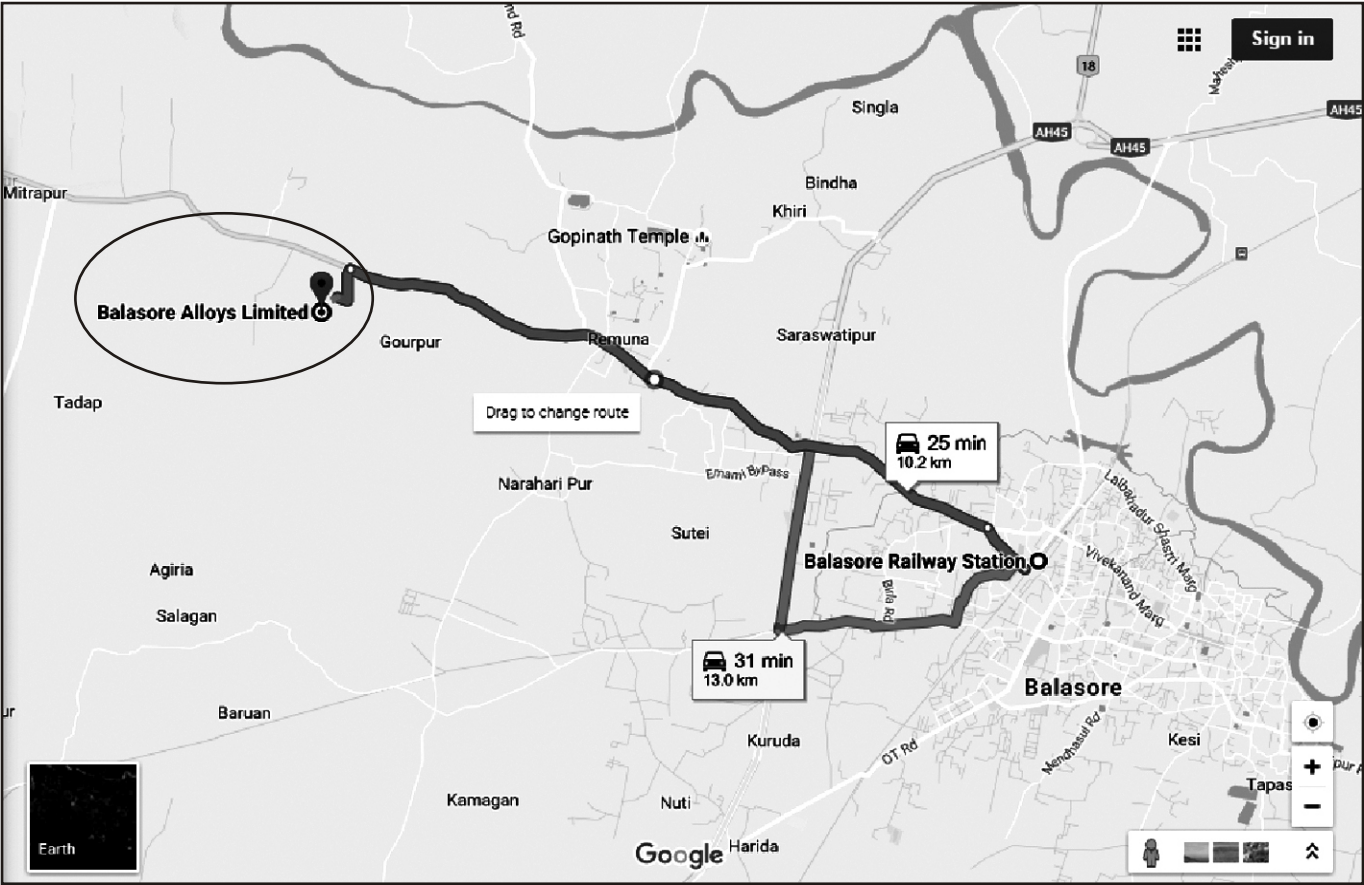
For BALASORE ALLOYS LIMITED

Sd/-

TRILOCHAN SHARMA

President & Company Secretary

Route Map to the venue of the 30th AGM of Balasore Alloys Limited



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