



BALASORE ALLOYS LIMITED

CIN: L27101OR1984PLC001354

Registered Office: Balgopalpur - 756020, Dist. Balasore, Odisha
Website : www.balasorealloys.com; Email: mail@balasorealloys.com
Phone: +91-6782-275781-85 Fax: +91-6782-275724

NOTICE

NOTICE is hereby given that the Twenty-Seventh 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 **Tuesday, 29th September, 2015, 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, 2015 together with the Reports of the Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Pramod Kumar Mittal (DIN: 00772690) 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, and pursuant to the resolution passed by the Members in the 26th Annual General Meeting held on 25th September, 2014 and on the recommendations of Audit Committee of the Board of Directors, the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified at a remuneration which shall be fixed by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. **Appointment of Mr. Ansuman Kumar Bhanja (DIN: 07008300) 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. Ansuman Kumar Bhanja (DIN: 07008300), 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 7th November, 2014 and who holds the office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Ansuman Kumar Bhanja for the office of Director, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation."

6. **Appointment of Mr. Ansuman Kumar Bhanja (DIN: 07008300) 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 Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force 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. Ansuman Kumar Bhanja (DIN: 07008300) as the Whole-time Director of the Company designated as Director-Operations for a period of five years with effect from 7th November, 2014 till 6th November, 2019 and whose period of office shall be liable to termination 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 7th November, 2014, entered into between the Company and Mr. Ansuman Kumar Bhanja, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved."

NOTICE - (Contd.)

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

7. Reappointment of Mr. R K Parakh (DIN: 00459699) 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 Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby given for re-appointment of Mr. R K Parakh (DIN: 00459699) as the Whole-time Director of the Company designated as Director-Finance & Chief Financial Officer (CFO) for a period of five years with effect from 17th November, 2014 till 16th November, 2019 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 7th November, 2014, entered into between the Company and Mr. R K Parakh, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved.”

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

8. Reappointment of Mr. Anil Sureka (DIN: 00058228) as the Managing 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 Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby given for re-appointment of Mr. Anil Sureka (DIN: 00058228) as the Managing Director of the Company for a period of five years with effect from 17th April, 2015 till 16th April, 2020 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 16th April, 2015, entered into between the Company and Mr. Anil Sureka, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved.”

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

9. Issue of Convertible Warrants on preferential basis:

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

“RESOLVED that pursuant to provisions of Section 42, 62 and other 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 Limited (CSE) 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”) and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and as amended from time to time and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, 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, 80,00,000 (Eighty Lacs) Convertible Warrants of nominal value of Rs. 5/- each at a price not less than the price as determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to Jaltarang Vanijya Private Limited, a Promoter Group entity / 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 80,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.



NOTICE - (Contd.)

RESOLVED FURTHER that the 'Relevant Date' in relation to issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 28th August, 2015 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) The Warrant shall be convertible [at the sole option of the Warrant holder(s)] at any time within a period of 18 months from the date of allotment hereof;
- (b) The Warrant holder 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 shall, on 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 (Issue of Capital and Disclosure Requirements) 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 (Issue of Capital and Disclosure Requirements) 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 (Issue of Capital and Disclosure Requirements) 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 allottee, 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 applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

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."

10. Ratification of remuneration of Cost Auditor of the Company for the financial year 2015-16

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby given for payment of remuneration of Rs. 1,50,000/- (Rupees one lac fifty thousand only) (net of Service Tax) plus reimbursement of travelling and other out of pocket expenses for conducting the audit of the cost records of the Company for the financial year ending March 31, 2016 as may be applicable on the Company to M/s Shome & Banerjee, Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors at its meeting held on 27th May, 2015.



NOTICE - (Contd.)

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.”

11. Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

By Order of the Board

Kolkata
14th August, 2015

Trilochan Sharma
President & Company Secretary

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders for the dividend for the financial year 2014-15.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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

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

4. The dividend of Rs. 0.60 per share has been recommended by the Board of Directors for the year ended 31st March, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and after 3rd October, 2015.
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 cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.



NOTICE - (Contd.)

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA for registration of transmission / transposition, deletion of name etc.
10. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
11. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.balasorealloys.com for their download. The physical copies of the aforesaid documents will also be available at the Company's administrative office in Kolkata for inspection during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: investorshelpline@balasorealloys.com
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the administrative office of the Company in Kolkata during normal business hours (1.00 P.M. to 5.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the meeting.
15. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
16. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the company has provided to the members, facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means through E-Voting Services provided by Central Depository Services (India) Ltd. The instruction for E-Voting has been enclosed and sent alongwith the notice.

NOTICE - (Contd.)**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item Nos. 5 & 6**

The Board of Directors of the Company, at its meeting held on 7th November, 2014, appointed Mr. Ansuman Kumar Bhanja as an Additional Director designated as Director-Operations of the Company with effect from that date. In terms of Section 161 of the Companies Act, 2013 (the 'Act') read with Article 141 of the Articles of Association of the Company, Mr. Ansuman Kumar Bhanja will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Ansuman Kumar Bhanja for appointment as a Director of the Company.

The Board of Directors in its above meeting also appointed Mr. Ansuman Kumar Bhanja, as the Whole-time Director of the Company designated as Director-Operations for a period of five years with effect from 7th November, 2014 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 7th November, 2014. For the purpose, an agreement has been entered into by the Company with the Director-Operations on 7th November, 2014. The main terms and conditions of appointment of Director-Operations, as contained in the said agreement dated 7th November, 2014 are furnished below:

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

- (i) Salary Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month. The annual increment shall be effective from 1st April each year and shall be decided by the Board on the basis of his performance.
- (ii) In addition to the salary, Mr. Ansuman Kumar Bhanja shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowances in lieu thereof; House Maintenance Allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing and repairs, medical reimbursement; club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Ansuman Kumar Bhanja; such perquisites and allowances will be subject to a maximum of 125% of his annual salary.
- (iii) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the IncomeTax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- (iv) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- (v) The Whole-time Director shall be entitled to leave according to the Rules of the Company in this regard.
- (vi) The Whole-time Director shall not be paid any Sitting Fees for attending the meetings of the Board or any Committee thereof.

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

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

Copy of the agreement dated 7th November, 2014 referred to the above is available for inspection at the administrative office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item Nos. 7

The Board of Directors of the Company, at its meeting held on 17th November, 2011, appointed Mr. R K Parakh as Whole-time Director designated as Director-Finance of the Company for a period of three years with effect from 17th November, 2011 till 16th November, 2014. Subsequently, he was also appointed as Chief Financial Officer (CFO) of the Company.



NOTICE - (Contd.)

The Board in its meeting held on 7th November, 2014 considering the significant contribution of Mr. Parakh in the growth of the Company, approved his re-appointment as Whole-time Director of the Company designated as Director - Finance & Chief Financial Officer (CFO) for a further period of 5 years i.e. with effect from 17th November, 2014 till 16th November, 2019 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 in its meeting held on 7th November, 2014. For the purpose, an agreement has been entered into by the Company with the Director-Finance on 7th November, 2014. The main terms and conditions of appointment of Director-Finance, as contained in the said agreement dated 7th November, 2014 are furnished below:

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

- i. Salary Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month. The annual increment shall be effective from 1st April each year and shall be decided by the Board on the basis of his performance.
- ii. In addition to the salary, Mr R K Parakh shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowances in lieu thereof; House Maintenance Allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing and repairs, medical reimbursement; club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr R K Parakh; such perquisites and allowances will be subject to a maximum of 125% of his annual salary.
- iii. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the IncomeTax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iv. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- v. The Whole-time Director shall be entitled to leave according to the Rules of the Company in this regard.
- vi. 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. 7 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. R K Parakh and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 7.

Copy of the agreement dated 7th November, 2014 referred to the above is available for inspection at the administrative office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item Nos. 8

Mr. Anil Sureka was appointed as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years w.e.f. 17th April, 2012 on the terms and condition as set out in the agreement dated 17.04.2012 entered between the Company and Mr. Anil Sureka.

The Board in its meeting held on 16th April, 2015 considering the significant contribution made by Mr. Anil Sureka in the growth of the Company, approved the re-appointment of Mr. Sureka as the Company's Managing Director & CEO for a further period of 5 years i.e. with effect from 17th April, 2015 till 16th April, 2020 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 Managing Director in its meeting held on 16th April, 2015. For the purpose, an agreement has been entered into by the Company with the Managing Director on 16th April, 2015. The main terms and conditions of appointment of Managing Director, as contained in the said agreement dated 16th April, 2015 are furnished below:

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

- i. Salary Rs. 5,40,000/- (Rupees Five Lakhs Forty Thousand only) per month. The annual increment shall be effective from 1st April each year and shall be decided by the Board on the basis of his performance.



NOTICE - (Contd.)

- ii. In addition to the salary, Mr Anil Sureka shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or House Rent Allowances in lieu thereof; House Maintenance Allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing and repairs, medical reimbursement; club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr Anil Sureka; such perquisites and allowances will be subject to a maximum of 125% of his annual salary.
- iii. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the IncomeTax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iv. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- v. The Whole-time Director shall be entitled to leave according to the Rules of the Company in this regard.
- vi. 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. 8 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. Anil sureka and his relatives, are concerned or interested, financial or otherwise in the resolution set out at item no. 8.

Copy of the agreement dated 16th April, 2015 referred to the above is available for inspection at the administrative office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 9

Your Company is undertaking growth and modernization projects. The Company has recently engaged SBI Capital Markets Limited for conducting financial, debt and equity tie-up for the Company's expansion and modernization projects. To part finance the said growth and modernization projects, it is proposed to issue 80,00,000 Convertible Warrants on preferential basis in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

The proposed preferential allotment of Convertible Warrants would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations 2009") and the following parameters would be subject to such changes as may be required to conform to the ICDR Regulations 2009. Such proposed preferential issue would comprise of up to 80,00,000 Convertible Warrants of face value of Rs. 5/- each. The Company has received inclination from Jaltarang Vanijya Private Limited, a Promoter Group entity / Persons Acting in Concert ("PAC") to subscribe to 80,00,000 Convertible Warrants:

Hereinafter the aforesaid person shall be called as "proposed allottee"

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 and modernization projects of the Company.

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

The Promoter Group entity / PAC intends to subscribe to the above mentioned preferential allotment of 80,00,000 Convertible Warrants which would entitle the entity upon conversion to 80,00,000 Equity Shares.

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

Category of Shareholder	Pre Issue (As on 14.08.2015)		Post Issue	
	Total No. of Shares	Total Shareholding as a % of total No. of Shares	Total No. of Shares	Total Shareholding as a % of total No. of Shares
(A) Shareholding of Promoter and Promoter Group				
(1) Indian				
Individuals / Hindu Undivided Family	538320	0.76	538320	0.68
Bodies Corporate				
(a) Proposed Allottee of Warrants				
• Jaltarang Vanijya Private Limited	—	—	8000000	10.14
(b) Others	33604076	47.40	33604076	42.60
Sub Total	34142396	48.16	42142396	53.42
(2) Foreign	2393420	3.38	2393420	3.03
Total shareholding of Promoter and Promoter Group (A)	36535816	51.54	44535816	56.45
(B) Public Shareholding				
(1) Institutions				
Mutual Funds / UTI	13600	0.02	13600	0.02
Financial Institutions / Banks	596073	0.84	596073	0.76
Foreign Institutional Investors	1697013	2.40	1697013	2.15
Sub Total	2306686	3.26	2306686	2.93
(2) Non-Institutions				
Bodies Corporate	6901832	9.73	6901832	8.75
Individuals				
Individual shareholders holding nominal share capital up to Rs. 1 lakh	17201489	24.26	17201489	21.80
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	6819478	9.62	6819478	8.64
Any Others (Specify)				
Non Resident Indians	797776	1.13	797776	1.01
Clearing Members	-	-	-	-
Trusts	984	0.00	984	0.00
Foreign Companies	326350	0.46	326350	0.42
Sub Total	32047909	45.20	32047909	40.63
Total Public shareholding (B)	34354595	48.46	34354595	43.55
Total (A)+(B)	70890411	100	78890411	100
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
Total (A)+(B)+(C)	70890411	100	78890411	100

d) Proposed time within which allotment shall be completed:

The Allotment of Convertible Warrants is proposed to be completed within a period of 15 days from 29th September, 2015 being the date of Annual General Meeting, 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.

NOTICE - (Contd.)
e) Identity and details of the proposed allottee :-

Name of the proposed allottee	Category	Address	Name(s) of the natural persons in control of the Proposed Allottee	Pre-Issue Holding	% of Pre-Issue Holding	No. of Shares (Proposed for Allotment)	Post Issue Holding	% Post Issue Holding
Jaltarang Vanijya Private Limited	Promoter Group / PAC	"Trimurti Apartment" Ground Floor, 97, Park Street, Kolkata - 700 016	Mr. Sanjay Kumar Kanoria	Nil	Nil	80,00,000	80,00,000	10.14

f) Pricing of the Issue:

The pricing of the Convertible Warrants to be allotted on preferential basis to the proposed allottee shall not be lower than the price determined in accordance with the SEBI (Issue of Capital & Disclosure Requirements) 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 28th August, 2015, being the date which is 30 days prior to the date of Annual General Meeting i.e. 29th September, 2015 (Where the relevant date falls on a Weekend / Holiday, the day preceding the Weekend / Holiday is reckoned to be the relevant date).

g) 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.

h) 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 (Issue of Capital & Disclosure Requirements) 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 Saturdays between 3 p.m. and 5 p.m. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

i) Lock-in of period:

The equity shares to be allotted pursuant to exercise of options attached to warrants proposed to be issued to above proposed allottee shall be locked in from the date of trading approval for such period as is prescribed in Regulation 78 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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

j) Undertaking:

The Company hereby undertakes that:

- 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.
- 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 allottee.

As per Section 62(1)(c) of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed, approval of the shareholders in the General Meeting 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.



NOTICE - (Contd.)

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 and Mrs. Vartika Mittal Goenka is concerned or interested, financial or otherwise in the resolution set out at item no. 9.

Item No.10.

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, 2016 at a remuneration of Rs. 1,50,000/- (Rupees One lac fifty thousand only) (net of Service Tax) plus reimbursement of travelling and other out of pocket expenses incurred to conduct the audit of the cost records.

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

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

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

Item No.11.

The existing Articles of Association ("AoA") are based on the Companies Act, 1956. Several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles are no longer in conformity with provisions of the Companies Act, 2013. With substantive sections of the Act which deals with the general working of the Companies being notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered necessary to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the Company's administrative Office in Kolkata for inspection during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at the administrative office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

By Order of the Board

Kolkata
14th August, 2015

Trilochan Sharma
President & Company Secretary



NOTICE - (Contd.)

**ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING.
(Pursuant to Clause 49 of the Listing Agreement)**

Name of Director	Mr. Pramod Kumar Mittal	Mr. Anil Sureka	Mr. R K Parakh	Mr. Ansuman Kumar Bhanja
Date of Birth	: 08.06.1986	: 19.11.1955	: 28.12.1967	: 08.03.1958
Date of Appointment	: 31.03.1985	: 17.11.2011	: 17.11.2011	: 07.11.2014
Qualifications	: B.Com, DBM	: Associate Company Secretary	: B.COM from Lucknow University and Chartered Accountant from ICAI.	: B. Tech (Hons.) in the Engineering discipline of Metallurgy from IIT Khargapur and MDP from IIM, Ahmedabad.
Expertise in specific functional areas	: Industrialist-Strategic planning, managing and implementation of projects and overseeing business operations.	: Mr. Anil Sureka had been a guiding force for the Company by handling various assignments with distinction. He has over 38 years of corporate experience in reputed organizations. His array of exposure percolates to areas like Finance, Project Planning & Execution, Costing & Cost Control, Commercial matters including contract, Secretarial & legal aspects, Supply Chain Management, Marketing, Modern Management Initiatives, Human Resource and Administration etc.	: Mr. R K Parakh is having more than 23 years of experience in Accounting & Audit Function, Finance, Treasury, Management & Cost Accounting, MIS, Legal, Statutory & Regulatory Compliances, SAP, Head of Pricing Committee, Export & Import Functions etc. During his career he had held key positions in various reputed organisation including Gontermann-Peipers India Limited, Kalpana Group of Industries etc.	: Mr. Ansuman Kumar Bhanja is having over 33 years of rich and vast experience in Techno Commercial and General Management functions. Mr. Bhanja's array of exposure percolates to area like Project Execution, Operation, Commercial matters including Management of Quality System and Modern Management Initiatives etc.
List of Companies in which outside Directorship held	: Director Gontermann-Peipers (India) Limited Chattisgarh Energy Limited Global Steel Holdings Limited Global Steel Philippines (SPV/AMC) Inc. Global Infrastructure Nigeria Limited Delta Steel Company Plc. Drum International Inc. GSHL-Brazil Mineracao S.A. Global Technical & Management Services Ltd. Global Oil Resources (Georgia) Limited Global Resources Europe Limited Global Minerals & Metals Ltd.	: Director Gontermann-Peipers (India) Limited Ispat Corp Pvt. Ltd. The Indian Ferro-Alloy Producers Association Nanu Financial and Management Services P-vt. Ltd.	: Director Patron Consultants Pvt. Ltd. Padamshree Capital Markets Pvt. Ltd. Sparck Industries India Pvt. Ltd.	: Director Nil
Chairman/Member of the committees of the Board of other Companies in which he is a Director	: Nil	: Nil	: Nil	: Nil
Details of shareholding (Both own or held by/ for other persons on a beneficial basis), if any, in the Company.	: 5710 shares held in his name	: Nil	: Nil	: Nil
Disclosure in terms of Clause 49(VII)(E)(2) of the Listing Agreement: Disclosure of relationships between directors inter-se	: Mr. Pramod Kumar Mittal is the father of Mrs. Vartika Mittal Goenka, Director of the Company.	: Nil	: Nil	: Nil



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 27th Annual General Meeting of the Company being held on Tuesday, 29th September, 2015 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) Rules, 2014]

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:

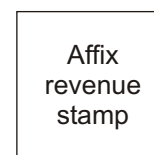
As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 27th Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 at 9.30 A.M. at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	#	
		For	Against
Ordinary Business			
1	Adoption of the financial statement of the Company for the year ended on 31st March, 2015, together with the Reports of the Directors and Auditors thereon.		
2	Declaration of dividend on equity shares for the financial year ended on 31st March, 2015.		
3	Re-appointment of Mr. Pramod Kumar Mittal (DIN: 00772690) who retires by rotation, and being eligible, offers himself for re-appointment.		
4	Re-appointment of M/s Chaturvedi & Shah, Chartered Accountants as Statutory Auditors.		
Special Business			
5	Appointment of Mr. Ansuman Kumar Bhanja (DIN: 07008300) as Director.		
6	Appointment of Mr. Ansuman Kumar Bhanja (DIN: 07008300) as the Whole-time Director of the Company.		
7	Reappointment of Mr. R K Parakh (DIN: 00459699) as the Whole-time Director of the Company.		
8	Reappointment of Mr. Anil Sureka (DIN: 00058228) as the Managing Director of the Company.		
9	Issue of Convertible Warrants on preferential basis		
10	Ratification of remuneration of Cost Auditor of the Company for the financial year 2015-16.		
11	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013.		

Signed this day of, 2015

Signature of Shareholder(s)

Signature of Proxy Holders(s)



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 27th 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 resolutions, 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: 14th August, 2015

Sub: Voting through electronic means.

Dear Member,

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, 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 27th Annual General Meeting to be held at the Registered Office of the Company at Balgopalpur - 756 020, Dist. Balasore, Odisha on Tuesday, 29th September, 2015 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 26th September, 2015 (Saturday)
End of e-voting period	Upto : 5.00 P.M. of 28th September, 2015 (Monday)

E-voting shall not be allowed beyond 5.00 p.m. of 28th September, 2015. 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 22nd September, 2015.

Please read the instructions given herein below for exercising vote.

These details and instructions form an integral part of the Notice for the 27th Annual General Meeting to be held on Tuesday, 29th September, 2015.

INSTRUCTIONS FOR E-VOTING

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

- (i) Log on to the e-voting website www.evotingindia.com during the voting period and Click on "Shareholders" tab.
- (ii) Now enter your user ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 digits client ID). Members holding shares in Physical Form should enter the Folio Number registered with the Company and then enter the Image Verification as displayed on the screen and Click on Login.
- (iii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.

(Contd.)

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

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that the password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on EVSN (150814044) of BALASORE ALLOYS LTD.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTION FILE LINK” if you wish to view the entire set of Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



(Contd.)

(xiv) If you are a Demat account holder and have forgotten your password then enter the User ID and then enter the Image Verification code as displayed and click on Forgot Password & enter the relevant details as promoted by the system.

(xv) Note for Corporate Shareholders:

Corporate Shareholders {i.e. other than individuals, HUF, NRI, Trust (non-registered)} are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the respective Corporate's stamp and duly signed should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, they have to create a compliance user which 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 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 in favour of Authorised Person 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.

(xvi) The e-voting period begins on Saturday, 26th September, 2015 (9.00 A.M.) and ends on Monday, 28th September, 2015 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQ"s) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at toll free number 18002005533.

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

Mr Manoj Kumar Bantia, Practicing Company Secretary (membership No. 11470) 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 27th 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 three (3) days of conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

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

Registered Office:

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

Registrar and Share Transfer Agent:

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

Thanking you,

Yours faithfully,

For BALASORE ALLOYS LIMITED

Sd/-

TRILOCHAN SHARMA

President & Company Secretary

