

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Shri Bajrang Power and Ispat Limited called on Shorter Notice shall be held on Thursday the 31st Day of October, 2019 at the Registered Office of the Company at Village Borjhara, Urla Guma Road, Urla Growth Centre, Urla, Raipur, C.G. – 493221 At 12:00 P.M. to transact the following Special Business:

SPECIAL BUSINESS:**ITEM No. 01**

Approve the loan to Shri Bajrang Alloys Limited under section 185 of Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder, consent of the members be and is hereby accorded to grant a loan (“Loan”) up to Rs. 30 Crores (Rupees Thirty Crores only) to Shri Bajrang Alloys Limited (“SBAL”) (CIN No. L27103CT1990PLC005964), in one or more tranches, for the business activities of SBAL related to its expansion and growth, on such terms and conditions as may be mutually agreed between the Company and SBAL.

RESOLVED FURTHER THAT Shri Narendra Goel, Managing Director and Shri Anand Goel, Director be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable”, in order to give effect to this Resolution in the best interest of the Company.”

\\CERTIFIED TRUE COPY\\

FOR SHRI BAJRANG POWER AND ISPAT LIMITED



PARUL VERMA
COMPANY SECRETARY
M. No. 38981
RAIPUR (CG)-492001

Place: Raipur

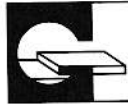
Date: 12.10.2019

CIN No. : U27106CT2002PLC015184

Regd. Office / Works : Vill. Borjhara, Urla-Guma Road, Urla Growth Center, Raipur 493 221 (C.G.)

Ph. : +91-771-4288019 / 29 / 39, Fax : +91-771-4288123

E-mail : info.bjr@goelgroup.co.in, commercial.bjr@goelgroup.co.in



**SHRI BAJRANG
POWER AND ISPAT LTD.**

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NOTES & INFORMATION TO SHAREHOLDERS

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote at the Meeting and the Proxy need not be the Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the registered office of the Company not less than 48 hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 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 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 and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 9:00 a.m. to 6:00 p.m. up to the date of Extra- ordinary General Meeting.

FOR SHRI BAJRANG POWER AND ISPAT LIMITED



**PARUL VERMA
COMPANY SECRETARY
M. No. 38981
RAIPUR (CG)-492001**

**Place: Raipur
Date: 12.10.2019**

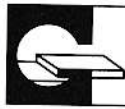
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ANNEXURE TO THE NOTICE DATED 12.10.2019

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTION

ITEM No. 01

The Company has received a request from Shri Bajrang Alloys Limited ("SBAL") to grant financial assistance ("loan") related to expansion and growth of SBAL.

SBAL is a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act").

In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

The loan amount to the extent of Rs. 30 Crores (Rupees Thirty Crores only), to be lent to SBAL, will be used by it for the purpose of its business activity.

Therefore, the said Special Resolution is proposed for the approval of members under Item No. 01 of the Notice.

None of the Directors except Shri Narendra Goel, Shri Suresh Goel, Shri Anand Goel Directors of the Company are concerned or interested financial or otherwise, in respect of passing of the Resolution set out at Item No. 01.

FOR SHRI BAJRANG POWER AND ISPAT LIMITED

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**PARUL VERMA
COMPANY SECRETARY
M. No. 38981
RAIPUR (CG)-492001**

**Place: Raipur
Date: 12.10.2019**

CIN No. : U27106CT2002PLC015184

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