



# SHRI BAJRANG POWER & ISPAT LTD.

## NOTICE

NOTICE is hereby given that the **16<sup>th</sup> Annual General Meeting** of the Company will be held on **Monday, the 03<sup>rd</sup> day of September, 2018 at 09:00 A.M.** at the Registered Office of the Company situated at **Village - Borjhara, Urla Guma Road, Urla Growth Centre, Raipur-493221 (Chhattisgarh)** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Annual Financial Statements including the Balance Sheet for the year ended on 31<sup>st</sup> March, 2018, the Profit and Loss Account as on that date together with Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Suresh Goel, Director (DIN: 00115834) of the Company who is retiring by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### **3. Appointment of Shri Anand Goel (DIN: 00796135) as an Executive Director.**

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, 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the 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), and upon recommendation of Nomination and Remuneration Committee, **Shri Anand Goel (DIN: 00796135)**, who was appointed as an Additional Non-Executive Director under section 161 of the Act by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director designated as Executive Director of the Company with immediate effect for a term of 5 consecutive years liable to retire by rotation, be paid the remuneration as follow-

PARTICULARS	PER MONTH	PER ANNUM
BASIC SALARY	2,00,000	24,00,000
HOUSE RENT ALLOWANCE	1,00,000	12,00,000
MEDICAL ALLOWANCE	50,000	6,00,000
CONVEYANCE ALLOWANCE	50,000	6,00,000
<b>TOTAL SALARY PAYABLE (Rs.)</b>	<b>4,00,000</b>	<b>48,00,000</b>

CIN No. : U27106CT2002PLC015184

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

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**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**4. Appointment of Shri Anshul Dave (DIN: 05123750) as an Independent 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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), and upon recommendation of Nomination and Remuneration Committee, Shri Anshul Dave (DIN: 05123750), who was appointed as Additional Independent Director of the Company, who has provided his consent and eligibility for appointment alongwith declaration of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five year w.e.f. July 24<sup>th</sup>, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**5. Appointment of Smt. Hema Kiran Thakur (DIN: 01363454) as an Independent Woman 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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), and upon recommendation of Nomination and Remuneration Committee, **Smt. Hema Kiran Thakur (DIN: 01363454)**, who was appointed as Additional Independent Woman Director of the Company, who has provided her consent and eligibility for appointment alongwith declaration of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term of five year w.e.f. June 22<sup>nd</sup>, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**6. Appointment of Shri Rakesh Bhargava (DIN: 06485964) as an Independent 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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), and upon recommendation of Nomination and Remuneration Committee, Shri Rakesh Bhargava (DIN: 06485964), who was appointed as Additional Independent Director of the Company, who has provided his consent and eligibility for appointment alongwith declaration of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five year w.e.f. June 22<sup>nd</sup>, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**7. Appointment of Shri Ravinder Singh Rajput (DIN: 08145449) as an Independent 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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), and upon recommendation of Nomination and Remuneration Committee, Shri Ravinder Singh Rajput (DIN: 08145449), who was appointed as Additional Independent Director of the Company, who has provided his consent and eligibility for appointment alongwith declaration of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five year w.e.f. June 22<sup>nd</sup>, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**8. To ratify remuneration of Cost Auditors approved by the Board.**

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(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on recommendation of the Audit Committee and approval of Board of Directors at their meeting dated 30.05.2018, the consent of the Company be and is hereby accorded for ratification of the remuneration, to **M/s. Sanat Joshi & Associates, Cost Accountants, (FRN No.:000506), Cost Accountants** as the **Cost Auditors** of the Company to conduct the audit of cost records of the Company for the financial year 2018-2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

**9. To approve Material Related Party Transactions.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to the transactions to be entered with Shri Bajrang Alloys Limited, a Group Company (as detailed in the Explanatory Statement annexed to the Notice) under contracts or arrangements , for a sum not exceeding an aggregate value of Rs.100 Crores (Rupees One Hundred Crores) only, for a period of 1 year commencing from April 01, 2018, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of company's business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any one or more Directors of the Company and also be authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution."

**10. Revision in remuneration of Shri Narendra Goel, Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated September 02<sup>nd</sup>, 2018, and approval of the Board dated September 02<sup>nd</sup>, 2018 and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be

and is hereby accorded to the revision in remuneration of **Shri Narendra Goel** (DIN: 00115883) with effect from September 01<sup>st</sup>, 2018 as follows:-

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
BASIC SALARY	2,25,000	27,00,000
HOUSE RENT ALLOWANCE	1,12,500	13,50,000
MEDICAL ALLOWANCE	56,250	6,75,000
CONVEYANCE ALLOWANCE	56,250	6,75,000
<b>TOTAL SALARY PAYABLE</b>	<b>4,50,000</b>	<b>54,00,000</b>

#### 11. Revision in remuneration of Shri Shравan Kumar Goyal, Whole Time Director of the Company

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated April 09<sup>th</sup>, 2018, and approval of the Board dated April 09<sup>th</sup>, 2018 and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Shравan Kumar Goyal** (DIN: 01829618) with effect from April 1<sup>st</sup>, 2018 as follows:-

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
BASIC SALARY	84,000	10,08,000
HOUSE RENT ALLOWANCE	42,000	5,04,000
MEDICAL ALLOWANCE	21,000	2,52,000
CONVEYANCE ALLOWANCE	21,000	2,52,000
<b>TOTAL SALARY PAYABLE</b>	<b>1,68,000</b>	<b>20,16,000</b>

#### 12. Revision in remuneration of Shri Rajendra Goel, Director of the Company.

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated September 02<sup>nd</sup>, 2018, and approval of the Board dated September 02<sup>nd</sup>, 2018 and subject to the provisions of sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Rajendra Goel** (DIN: 01263958) with effect from September 01<sup>st</sup>, 2018 as follows:-

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
BASIC SALARY	2,12,500	25,50,000
HOUSE RENT ALLOWANCE	1,06,250	12,75,000
MEDICAL ALLOWANCE	53,125	6,37,500
CONVEYANCE ALLOWANCE	53,125	6,37,500
<b>TOTAL SALARY PAYABLE</b>	<b>4,25,000</b>	<b>51,00,000</b>

**13. Change in Designation of Shri Suresh Goel from Non-Executive Director cum Chairman to Executive Director cum Chairman of the Company and payment of remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Shri Suresh Goel from Non-Executive Director cum Chairman to Executive Director cum Chairman of the company, with immediate effect for a term of 5 consecutive years, liable to retire by rotation, as well as the payment of remuneration as follows-

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
BASIC SALARY	2,50,000	30,00,000
HOUSE RENT ALLOWANCE	1,25,000	15,00,000
MEDICAL ALLOWANCE	62,500	7,50,000
CONVEYANCE ALLOWANCE	62,500	7,50,000
<b>TOTAL SALARY PAYABLE(Rs.)</b>	<b>5,00,000</b>	<b>60,00,000</b>

**14. To approve appointment of Shri Sandeep Goel to a place of profit being the office of Chief Financial Officer of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Shri Sandeep Goel, a relative of Shri Suresh Goel, Director to the place of profit being the office of the Chief Financial Officer of the Company, on total monthly remuneration exceeding Rs. 2,50,000/- per month with effect from September 04<sup>th</sup>, 2018 together with other benefits, perquisites, allowances, amenities and facilities, etc. as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**15. To approve appointment of Shri Bajrang Goel to a place of profit being the office of Chief Accounts Officer of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Shri Bajrang Goel, a relative of Shri Narendra Goel, Managing Director to the place of profit being the office of the Chief Accounts Officer of the Company, on total monthly remuneration exceeding Rs. 2,50,000/- per month with effect from September 04<sup>th</sup>, 2018 together with other benefits, perquisites, allowances, amenities and facilities, etc. as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**16. To approve appointment of Shri Ashutosh Goel to a place of profit being the office of Head, Mechanical of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Shri Ashutosh Goel, a relative of Shri Anand Goel, Director to the place of profit being the office of the Head, Mechanical of the Company, on total monthly remuneration exceeding Rs. 2,50,000/- per month with effect from September 04<sup>th</sup>, 2018 together with other benefits, perquisites, allowances, amenities and facilities, etc. as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**17. To approve appointment of Shri Aayush Goel to a place of profit being the office of Head, Electrical of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Shri Aayush Goel, a relative of Shri Anand Goel, Director to the place of profit being the office of the Head, Electrical of the Company, on total monthly remuneration exceeding Rs. 2,50,000/- per month with effect from September 04<sup>th</sup>, 2018 together with other benefits, perquisites, allowances, amenities and facilities, etc. as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**18. To Alter the Clause No. V of the Memorandum of Association for Increasing the Authorised Capital of the Company**

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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded:

- a. to increase the authorized share capital of the Company from existing Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) equity shares of Rs. 10 (Rupees Ten) each to Rs 100,00,00,000/- (Rupees Hundred Crores) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10 each ranking *pari passu* in all respects with the existing equity shares of the Company.
- b. to substitute Clause V of the Memorandum of Association of the Company with the following clause:

*"The authorized share capital of the Company is Rs. Rs 100,00,00,000/- (Rupees Hundred Crores) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10 each only with a power to the Company to increase or reduce such capital and to issue any part of its capital, original or increased, with or without preference, priority or special privilege or subject to postponement of rights or any condition or restrictions & so that unless the conditions of issue otherwise expressly declared, any issue of the share whether declared to be preference or otherwise shall be subject to power hereinbefore contained as may be permitted by the Companies Act, 2013."*

**RESOLVED FURTHER THAT**, Shri Narendra Goel and Shri Rajendra Goel be and are hereby severally authorized to file Form SH-7 along with the necessary documents to the Registrar of Companies, ("**ROC**"), or any other agency so authorized by ROC in accordance with the provisions of the Act and to sign the said Forms electronically (digital signature) for the increase in authorized share capital and alteration of the Memorandum of Association of the Company thereof, and to do all such acts, deed, matters and things they deem and fit necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in relation to the proposed resolution and authorize any person to give effect to these resolutions.

**RESOLVED FURTHER THAT**, Shri Narendra Goel and Shri Rajendra Goel be and are authorized to do such acts, deeds and things as may be necessary to initiate and consummate the aforementioned, and all matters incidental thereto or in connection therewith, in accordance with applicable statutory and/or regulatory requirements."



## 19. To approve issue of Bonus Shares

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

**"RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956 and the rules made thereunder, each as amended (collectively referred to as the **"Companies Act"**), and the relevant provisions of the memorandum of association and the articles of association of the Company, as amended, the recommendation of the board of directors of the Company (the **"Board"**, which expression shall be deemed to include a committee of directors duly authorised in this behalf), and subject to such consents and approvals as may be required from appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, consent of the members of the Company be and is hereby accorded to the Board for capitalisation of a sum of Rs 392134650 out of the general reserves and set free for distribution as are permissible to be utilized for the purpose, as per the audited standalone financial statements of the Company for the financial year ended 2018 and that such amounts be transferred and capitalised, be applied for issue and allotment of 39213465 equity shares of the Company of ₹ 10 each (the **"Equity Shares"**) as bonus shares (the **"Bonus Equity Shares"**) credited as fully paid-up Equity Shares, to the existing shareholders of the Company holding Equity Shares whose names appear in the Register of Members of the Company on September 01<sup>st</sup>, 2018 (the **"Record Date"**), in the proportion of 3 (three) Equity Shares for every 1 (one) Equity Share held as on the Record Date and that the Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Share capital of the Company held by each such members and not as income in lieu of dividend credited."

**"RESOLVED FURTHER THAT** the above shall be subject to the following terms and conditions:

- (i) The Equity Shares proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid equity shares of the Company.
- (ii) The share certificate(s) for the Bonus Equity Shares shall be issued/ dispatched to the shareholders of the Company who hold the existing Equity Shares in the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Shri Narendra Goel and Shri Rajendra Goel be and are hereby authorized to do all such acts, such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment at any stage without any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

## 20. Approval for Initial Public Offering of the Equity Shares of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force, (**“Companies Act, 2013”**) and the rules and regulations made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (**“Companies Act, 1956”**), the Securities Contracts (Regulation) Act, 1956, as amended (**“SCRA”**), and the rules and regulations framed there under, the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations, guidelines, circulars and directives issued by the Securities and Exchange Board of India (**“SEBI”**), as well as any applicable foreign investment law, policy, notification, circular, clarification or directive issued from time to time by the Government of India, including by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**“DIPP”**), the Reserve Bank of India (**“RBI”**), the Foreign Investment Promotion Board (**“FIPB”**), the Registrar of Companies, Chhattisgarh (**“RoC”**), the Department of Economic Affairs, the Ministry of Finance, Government of India and the relevant Stock Exchanges including any foreign investment law, policy or guidelines in India, and the provisions of the Memorandum of Association and the Articles of Association of the Company and the equity listing agreements to be entered into with the respective Indian stock exchange(s), where the equity shares (the **“Equity Shares”**) of the Company are proposed to be listed (**“Stock Exchanges”**), and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DIPP, SEBI, FIPB, RBI, RoC, the Department of Economic Affairs, the Ministry of Finance, Government of India and the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the shareholders be and is hereby granted to create, offer, issue and allot Equity Shares up to such percentage of dilution that is permitted under Applicable Laws, up to Rs. 575 crores in the aggregate (the **“Issue”** or the **“IPO”**), at a price to be determined by the book building process in terms of the SEBI ICDR Regulations (provided that such number of additional Equity Shares to the extent of up to 10% of the issue size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalizing the basis of allotment), including the issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which may include, without limitation, reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and Board of Directors of the Company (**“Board”**) may at its discretion decide in consultation with the book running lead managers so

appointed ("**BRLMs**"), in accordance with the applicable laws to any category or categories of persons who are eligible investors, including foreign/resident investors, Hindu undivided families, registered foreign institutional investors and their sub-accounts, registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, qualified foreign investors, state industrial development corporations, insurance companies and insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, Indian and/or multilateral and bilateral financial institutions, mutual funds, non-resident Indians, systemically important non-banking financial companies employees and/or workers of the Company, in or out of India, or the members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors as may be permitted under applicable laws, including qualified institutional buyers and anchor investors as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, and/or through issue of offer documents and in the manner, and on the terms and conditions as the Board may in its discretion, in consultation with the BRLMs, decide including the price at which the Equity Shares are to be issued, at par or at premium and for cash as determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors and that the Board may, in consultation with the BRLMs, finalize all matters incidental thereto as it may in its discretion think fit."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(c), Section 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, consent of the Shareholders be and is hereby granted to complete a private placement of such number of Equity Shares as may be decided by it, to certain investors as permitted under applicable laws on or prior to the date of the red herring prospectus ("**Pre-IPO Placement**"), at such other price, in consultation with the BRLMs, underwriters, placement agents and/or other advisors, determine in light of the then prevailing market conditions in accordance with the Companies Act, the SEBI ICDR Regulations and other applicable laws and do all such other acts, deeds, matters and things as deem fit and including without limitation, negotiate, finalize and execute any document or agreement, any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing."

**"RESOLVED FURTHER THAT** in the event of happening of Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued under Pre-IPO Placement."

**"RESOLVED FURTHER THAT** in accordance with applicable laws, the consent and approval of the Shareholders be and is hereby granted to make available for allocation a portion of the Issue to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees (the "**Reservation**") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "**Discount**"); and to take any and all actions in connection with any Reservation or Discount, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as may be necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

**"RESOLVED FURTHER THAT** in accordance with the applicable laws, the Equity Shares allotted pursuant to the Issue be listed at one or more recognized stock exchanges in India."

**"RESOLVED FURTHER THAT** the consent and approval of the Shareholders be and is hereby given for making applications to the FIPB, in accordance with the consolidated Foreign Direct Investment Policy, as effective from time to time, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time and other applicable laws, as may be required, in order to seek the FIPB's approval for participation of non-resident investors in the Issue."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, members of the board or a committee thereof or such other persons as may be authorized by board on behalf of the Company be and are hereby severally authorized to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolutions or otherwise considered by them to be in the best interests of the Company."

**"RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

## **21. Alteration of Articles of Association for the purpose of the IPO.**


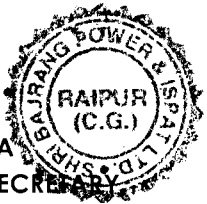
To consider and if thought fit, to pass the following as an Special Resolution:

**"RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013, and the provisions of all other applicable laws, regulations and rules applicable thereunder, the provisions of the Article of Association of the Company, be and are hereby altered by deletion / addition and/or modifications as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting.

**RESOLVED FURTHER THAT** the Board or such Committee/s or person/s as authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary expedient or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or difficulties that may arise in this regard, if

any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**FOR AND ON BEHALF OF THE BOARD**

  
  
**PARUL VERMA**  
**COMPANY SECRETARY**  
**ADDRESS: RAIPUR (C.G.)**  
**M. No. 38981**

**PLACE: RAIPUR**  
**DATE : 02/09/2018**



# SHRI BAJRANG POWER & ISPAT LTD.



## NOTES & INFORMATION TO SHAREHOLDERS:

1. Pursuant to the provisions of section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself/ herself on a poll only and the proxy need not be a Member of the Company. Proxy forms as enclosed herewith, should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Annual General Meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (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 proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm up to the date of Annual General Meeting.
4. The Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their queries to the Company atleast seven days before the date of Meeting so that the information required may be made available at the Meeting.
5. Members are requested to bring copy of Annual Report to the meeting and no additional copies will be provided during the meeting
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed by way of annexure to this notice.

### FOR AND ON BEHALF OF THE BOARD

  
  
**PARUL VERMA**  
**COMPANY SECRETARY**  
**ADDRESS: RAIPUR (C.G.)**  
**M. No. 38981**

**PLACE: RAIPUR**  
**DATE : 02/09/2018**

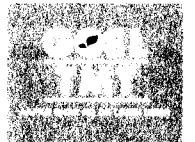
CIN No. : U27106CT2002PLC015184

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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 & ISPAT LTD.

ANNEXURE TO THE NOTICE

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to business mentioned under Item Nos. 3 to 23 of the accompanying Notice dated September 02<sup>nd</sup>, 2018.

### **Item No. 3**

Shri Anand Goel was appointed as an Additional Non-Executive Director on the Board of the Company with effect from 22<sup>nd</sup> June, 2018 to hold office upto the date of this Annual General Meeting. Shri Anand Goel has a very long association with the Steel Industry, and brings in multi business, multi-geography and multi-cultural exposure in various roles across the Company with around more than 2 decades of experience.

Shri Anand Goel being brother of Shri Suresh Goel (DIN: 00115834), Shri Rajendra Goel (DIN: 01263958) and Shri Narendra Goel (DIN: 00115883) is related to them. Shri Anand Goel is not related to any other Director and Key Managerial Personnel of the Company.

A copy of draft letter for appointment of Shri Anand Goel (DIN: 00115883) as Executive Director is available for inspection by Members at the Registered Office of the Company.

Shri Anand Goel is in the resolutions set out in notice with regard to his appointment. Except Shri Anand Goel, Shri Narendra Goel, Shri Suresh Goel and Shri Rajendra Goel, none of the other Directors, Key Managerial Personnel and their relatives other than are, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out in Item No. 3 of the Notice for approval of the shareholders.

### **Item No. 4, 5, 6 & 7**

The Board of Directors in their meeting held on 22<sup>nd</sup> June, 2018, appointed Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) and on 24.07.2018, appointed Shri Anshul Dave (DIN: 05123750) as an Additional Director designated as Independent Director under Section 161 of the Companies Act, 2013, they holds office upto forthcoming Annual General Meeting.

The resolution set out at item no. 4, 5, 6 & 7 of the Notice to appoint Shri Anshul Dave (DIN: 05123750) w.e.f. 24.07.2018, Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) respectively w.e.f. 22.06.2018 as a Director designated as Independent Director for a consecutive five(5) years.

CIN No. : U27106CT2002PLC015184

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

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



Shri Anshul Dave (DIN: 05123750), Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given her consent to act as a Director.

The Company has received declarations from Shri Anshul Dave (DIN: 05123750), Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) that they meet with the criteria of Independence as prescribed both under subsection (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Shri Anshul Dave (DIN: 05123750), Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013.

A brief profile of the Independent Directors to be appointed are:

**Shri Anshul Dave**

Shri Anshul Dave (DIN: 05123750) is a Chartered Accountant from the Institute of Chartered Accountant of India (ICAI) and a B.Com graduate from Pt. RSS University, Raipur. He has done various courses on Derivative Instruments from New York Institute of Finance, Accounting for Investments in Debt & Equity Securities from Thomson Tax & Accounting, Texas, USA and Securities & Derivative Markets from the National Stock Exchange (NSE).

He is the Managing Partner of an Investment bank "Oceans Bridge" with presence in India and overseas. He is also an Angel Investor who mentors new startups companies and helps them incubate. He recently got the "Entrepreneur of the Year Award" by the Chief Minister of Chhattisgarh Hon. Dr. Raman Singh and Business Tycoon Naveen Jindal on 6th May 2018. He was Sr.Manager with Spandana Sphoorty Financial Limited. Spandana is one of the largest Microfinance Institution (MFI) in the world.

**Smt. Hema Kiran Thakur**

Smt. Hema Kiran Thakur (DIN: 01363454) is a BA (Hons) (Economics) and Bachelor of General Law from Bombay University. Her professional qualification include Certificate associate in Institute of Indian Banking and Diploma in Business Finance from the institute of Chartered Financial Analysts of India, Hyderabad.

She has an experience of over 36 years in corporate banking which include appraisal, modernization and appraisal of new projects, monitoring and implementation of long gestation projects. She has also been appointed as Nominee Director in her past tenure in various Companies.

**Shri Rakesh Bhargava**

Shri Rakesh Bhargava (DIN: 06485964) has completed his BS, Mechanical Engineering from National Institute of Technology, Rourkela. He has a vast Industry experience of over 38 years in Iron and Steel Manufacturing Industry.



### **Shri Ravinder Singh Rajput**

Shri Ravinder Singh Rajput (DIN: 08145449) is a Retired Group Captain from the Indian Air Force. He Joined the Indian Air Force in 1982 after pursuing M.Sc in Organic Chemistry from Pt. Ravi Shankar University in the year 1981. He has his forte in planning and strategy implementation.

A copy of draft letter for appointment of Shri Anshul Dave (DIN: 05123750), Smt. Hema Kiran Thakur (DIN: 01363454), Shri Rakesh Bhargava (DIN: 06485964) and Shri Ravinder Singh Rajput (DIN: 08145449) as Independent Director is available for inspection by Members at the Registered Office of the Company upto the date of this Annual General Meeting.

Shri Anshul Dave is interested in the resolutions set out in notice with regard to his appointment. Except Shri Anshul Dave, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Smt. Hema Thakur is interested in the resolutions set out in notice with regard to her appointment. Except Smt. Hema Thakur none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Shri Rakesh Bhargava is interested in the resolutions set out in notice with regard to his appointment. Except Shri Rakesh Bhargava, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Shri Ravinder Singh Rajput is interested in the resolutions set out in notice with regard to his appointment. Except Shri Ravinder Singh Rajput, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out in Item No. 4, 5, 6 & 7 of the Notice for approval of the shareholders.

### **Item No. 8**

Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act"), requires the Board to appoint an individual, who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on May 30<sup>th</sup>, 2018, on recommendation of the Audit Committee, approved the appointment of M/s. Sanat Joshi & Associates., Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19 at a fees of 1,50,000/- (Rupees

One Lac Fifty Thousand Only) plus out of pocket expenses and taxes as applicable for conducting the audit of the cost accounting records of the Company.

The resolution contained in Item No. 8 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2018-19.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 8 of the Notice.

The Board commends this resolution for your approval as Ordinary Resolution.

#### **Item No. 9**

The Company requires structural steel and their end cutting from Shri Bajrang Alloys Limited, a Promoter Group Company, which will be used for repairing as well as raw material by our Company.

The benefits derived from the transaction with Shri Bajrang Alloys Limited are – good future prospects and an enhancing business relationship with the body corporate, by making products available as per required specifications & required quantity.

The Company acquires good quality of raw materials from its Group Companies is resulting in enhancement to a great extent of quality and reliable product in the market which ultimately helps in enhancing goodwill of overall Group.

Shri Bajrang Alloys Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and thus the transaction requires approval of Members by a Special Resolution under Section 188 of the Companies Act, 2013.

In compliance with the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, approval of material related party transactions of the Company is now being placed before the Members in Annual General Meeting for their approval by passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Anand Goel, Shri Narendra Goel and Shri Pawan Goel are concerned or interested in the Resolution to item No. 9 of the accompanying Notice.

#### **Item No. 10**

Since the appointment of Shri Narendra Goel, Managing Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 02.09.2018 and

keeping in view his achievements and contributions, recommended to the members increase in remuneration to Rs. 4,50,000 per month effective from September 1<sup>st</sup>, 2018.

Further, the revision in the remuneration of Shri Narendra Goel, Managing Director requires the approval of shareholders by way of Special Resolution as per the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Anand Goel and Shri Rajendra Goel are concerned or interested in the Resolution to item No. 10 of the accompanying Notice.

#### **Item No. 11**

Since the appointment of Shri Shravan Kumar Goyal, Whole-time Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 02.09.2018 and keeping in view his achievements and contributions, recommended to the members increase in his remuneration by 1,68,000 per month effective from April 1<sup>st</sup>, 2018.

Further, the revision in the remuneration of Shri Shravan Kumar Goyal, Whole-time Director requires the approval of shareholders by way of Special Resolution as per the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

Shri Shravan Kumar Goyal is interested in the resolutions set out in notice with regard to his appointment. Except Shravan Kumar Goyal, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11 of the Notice.

#### **Item No. 12**

Since the appointment of Shri Rajendra Goel, Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 02.09.2018 and keeping in view his achievements and contributions, recommended to the members increase in remuneration to Rs. 4,25,000 per month effective from September 1<sup>st</sup>, 2018.

Further, the revision in the remuneration of Shri Rajendra Goel, Director requires the approval of shareholders by way of Special Resolution as per the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Anand Goel, Shri Narendra Goel and Shri Pawan Goel are concerned or interested in the Resolution to item No. 12 of the accompanying Notice.

### **Item No. 13**

The members are apprised that Shri Suresh Goel who was appointed as Non-Executive Director cum Chairman of the Company has shown his willingness to act as Executive Director cum Chairman of the Company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 02.09.2018, after considering vast experience of Shri Suresh Goel in the field of general management and operational aspects of the Company. The appointment of Shri Suresh Goel as Executive cum Chairman with immediate effect and requires the approval of Shareholders of the Company by way of Special Resolution as per the provisions of section 152,196,197 and other applicable provisions, if any, of the Companies Act, 2013. The remuneration as follows-

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
BASIC SALARY	2,50,000	30,00,000
HOUSE RENT ALLOWANCE	1,25,000	15,00,000
MEDICAL ALLOWANCE	62,500	7,50,000
CONVEYANCE ALLOWANCE	62,500	7,50,000
<b>TOTAL SALARY PAYABLE(Rs.)</b>	<b>5,00,000</b>	<b>60,00,000</b>

A copy of draft letter for appointment of Shri Suresh Goel (DIN: 00115834) as Executive Director cum Chairman is available for inspection by Members at the Registered Office of the Company upto the date of this Annual General Meeting.

Shri Suresh Goel is interested in the resolutions set out in notice with regard to his appointment. Except Shri Anand Goel, Shri Narendra Goel, Shri Suresh Goel and Shri Rajendra Goel, none of the other Directors, Key Managerial Personnel and their relatives, in any way, concerned or interested in the Resolution set out at Item No. 13 of the Notice.

### **Item No. 14**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases prior approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 02, 2018 had approved the appointment of Shri Sandeep Goel at the office or place of profit, subject to approval of the Shareholders by way of a Special Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Shri Sandeep Goel;

(b) Name of the Director or Key Managerial Personnel who is related: Shri Suresh Goel;

(c) Nature of relationship: Shri Sandeep Goel is Son of Shri Suresh Goel, Director and one of the Promoters of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Shri Sandeep Goel to the office or place of profit in the capacity of Chief Financial Officer in the Company on the remuneration as follows:

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
Basic Salary	2,00,000	24,00,000
House Rent Allowance	1,00,000	12,00,000
Medical Allowance	50,000	6,00,000
Conveyance Allowance	50,000	6,00,000
<b>TOTAL SALARY PAYABLE</b>	<b>4,00,000</b>	<b>48,00,000</b>

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

The Board recommends the special resolution set forth in Item No. 14 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel are concerned or interested in the Resolution to item No. 14 of the accompanying Notice.

#### **Item No. 15**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases prior approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 02, 2018 had approved the appointment of Shri Bajrang Goel at the office or place of profit, subject to approval of the Shareholders by way of a Special Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Shri Bajrang Goel;

(b) Name of the Director or Key Managerial Personnel who is related: Shri Narendra Goel;

(c) Nature of relationship: Shri Bajrang Goel is Son of Shri Narendra Goel, Managing Director and one of the Promoters of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Shri Bajrang Goel to the office or place of profit in the capacity of Chief Accounts Officer in the Company on the remuneration as follows:

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
Basic Salary	1,37,500	16,50,000
House Rent Allowance	68,750	8,25,000
Medical Allowance	34,375	4,12,500
Conveyance Allowance	34,375	4,12,500
<b>TOTAL SALARY PAYABLE</b>	<b>2,75,000</b>	<b>33,00,000</b>

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

The Board recommends the special resolution set forth in Item No. 15 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel are concerned or interested in the Resolution to item No. 15 of the accompanying Notice.

#### **Item No. 16**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases prior approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 02, 2018 had approved the appointment of Shri Ashutosh Goel at the office or place of profit, subject to approval of the Shareholders by way of a Special Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Shri Ashutosh Goel;

(b) Name of the Director or Key Managerial Personnel who is related: Shri Anand Goel;

(c) Nature of relationship: Shri Ashutosh Goel is Son of Shri Anand Goel, Director and one of the Promoters of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Shri Ashutosh Goel to the office or place of profit in the capacity of Head, Mechanical in the Company on the remuneration as follows:

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
Basic Salary	2,00,000	24,00,000
House Rent Allowance	1,00,000	12,00,000
Medical Allowance	50,000	6,00,000
Conveyance Allowance	50,000	6,00,000
<b>TOTAL SALARY PAYABLE</b>	<b>4,00,000</b>	<b>48,00,000</b>

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

The Board recommends the resolution set forth in Item No. 16 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company except Shri Anand Goel are concerned or interested in the Resolution to item No. 16 of the accompanying Notice.

**Item No. 17**

The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases prior approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 02, 2018 had approved the appointment of Shri Aayush Goel at the office or place of profit, subject to approval of the Shareholders by way of a Special Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Aayush Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Anand Goel;
- (c) Nature of relationship: Shri Aayush Goel is Son of Shri Anand Goel, Director and one of the Promoters of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Shri Aayush Goel to the office or place of profit in the capacity of Head, Electrical in the Company on the remuneration as follows:

<b>PARTICULARS</b>	<b>PER MONTH</b>	<b>PER ANNUM</b>
Basic Salary	2,00,000	24,00,000
House Rent Allowance	1,00,000	12,00,000
Medical Allowance	50,000	6,00,000
Conveyance Allowance	50,000	6,00,000
<b>TOTAL SALARY PAYABLE (Rs.)</b>	<b>4,00,000</b>	<b>48,00,000</b>

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

The Board recommends the special resolution set forth in Item No. 17 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company except Shri Anand Goel are concerned or interested in the Resolution to item No. 17 of the accompanying Notice.

#### **Item No. 18**

At present, the authorised share capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) equity shares of Rs. 10 (Rupees Ten) each. To augment the financial needs, your Company is planning to offer, issue and allot further equity shares of such amount as may be deemed necessary and beneficial. This will require increase in the authorized share capital from Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) equity shares of Rs. 10 (Rupees Ten) each to Rs. 100,00,00,000 (Hundred Crores) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10 each ranking *pari passu* in all respect with the existing equity shares of the Company and consequent amendment of Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13 and 61 of the Companies Act, 2013, the above proposal requires the approval of the shareholders of the Company.

The Board of Directors recommends the passing of the Resolution at Item No. 18 of the accompanying Notice. The copy of Memorandum of Association depicting above proposed change is available for inspection by the shareholder at the Registered Office of the Company between 10.00 a.m. to 05.00 p.m. on working days except public holidays and Sunday upto date of the Annual General Meeting.

None of the directors and key managerial personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No.18.



### **Item No. 19**

Over the years, the Company has performed significantly both in terms of revenue and profit. The Directors have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2018 is Rs. 47903.59 lacs.

With a view to reward the shareholders and to distribute a part of the Company's free reserves, its Board of Directors has recommended issue of bonus shares in the ratio of 1:3, i.e. three shares for every one share held by the shareholders, subject to their approval. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members.

The Record Date for determining the eligibility of the shareholders to receive the said bonus shares is September 01<sup>st</sup>, 2018. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed.

The Directors recommend the Resolution at item no. 19 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Rajendra Goel, Shri Narendra Goel, Shri Anand Goel and Shri Pawan Goel or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 19.

### **Item No. 20**

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of Rs. 10 (the "Equity Shares") each up to an aggregate of 575 Crores on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. Further, the existing members of the Company may also participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may in consultation with the BRLMs determine. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares.

The proposed offering is for fresh issue of the Equity Shares by the Company (the Issue). Material information pertaining to the Offer is as follows:

- (i) Issue Price: The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the book running

- lead managers and other relevant parties in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
- (ii) The object(s) of the Issue are: The proceeds of the Issue are to be utilized for the purposes of prepayment of loans and General Corporate Purpose including Issue expenses.
  - (iii) Intention of Promoters/Directors/Key managerial personnel to subscribe to the Offer: The Company has not made and will not make an offer of Equity Shares to any of the promoters, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel (other than directors who are also promoters or a part of the promoter group) may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.
  - (iv) Whether a change in control is intended or expected: No change in control is intended or expected as a result of the Offer.
  - (v) In terms of Regulation of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, the entire pre-issue capital held by persons other than promoters shall be locked in for a period of one year.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

None of the Directors or Key Managerial Personnel of the Company are concerned or interested in the Resolution to item No. 20 of the accompanying Notice.

The Board recommends the resolution for approval of the members of the Company.

#### **Item No. 21**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned at Item Nos. 21 of the accompanying Notice dated September 02<sup>nd</sup>, 2018 Article of Association of the Company are altered by deletion / addition/substitution(s) and/or modification(s) as under:

- a) The following regulation has been inserted after existing regulation 4 of Article of Associations as:

**4A. The option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.**

- b) The following sub-regulation has been inserted after existing regulation 14(2) of Article of Associations as:

**14(3) The amount payable on application on each share shall not be less than 5 per cent of the**

**nominal value of the share or, as may be specified by SEBI.**

c) The following regulations has been substituted in place of existing regulation 15 of Article of Associations as:

**15(1) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.**

**15(2) Subject to the applicable provisions of the Act, either the Company or the person subscribing to securities offered by the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.**

**15(3) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct their respective Depository participants not to accept any instruction slip or delivery slip or other authorisation for Transfer in contravention of these Articles.**

**15(4) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities**

**15(5) All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.**

**15(6) (a) Registered Owner: Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.**

**(b) No voting rights or any other rights: Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.**

**(c) Shareholder of the Company: Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.**

**(d) Beneficial Owner entitled to all the rights and subject to all the liabilities: The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.**

15(7) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

15(8) The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

15(9) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

15(10) Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

15(11) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

15(12) Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

15(13) Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

15(14) The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Security- holders for the purposes of these Articles.

15(15) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be

applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

**15(16)** Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

**15(17)** If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

**Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.**

d) The following sub-regulation has been inserted after existing regulation 32(2) of Article of Associations as:

**32(3). The company shall use a common form of transfer.**

e) The following proviso has been inserted in existing sub-regulation 33(b) of Article of Associations as:

**Provided that registration of transfer shall not be refused on the ground of the transferor being alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever except when the Company has a lien on the Shares.**

f) The following sub-regulation has been inserted in place of regulation 65(1) of Article of Associations and existing sub-regulation (3) has been deleted as:

**65(1) The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.**

g) The following regulation has been inserted in place of existing regulation 86 of Article of Associations as:

**86. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.**

h) The following regulation has been modified in place of existing regulation 91 and sub-regulation 91A has been inserted of Article of Associations as:

**91. If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of be filled by the Board of Directors at a meeting of the Board of Directors and shall hold office only up to the date to which the directors in whose place he is appointed would held office if it had not been vacated.**

**91A. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.**

i) The following regulation has been inserted in place of existing regulation 92 of Article of Associations as:

**92. At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for reelection. Provided nevertheless that the managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.**

j) The following regulation has been inserted after existing regulation 94 of Article of Associations as:

**94A. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to Section 197 of the Act.**

k) The following proviso has been inserted in existing regulation 96 of Article of Associations as:

**Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, invite or accept or renew public deposits and related matters.**

l) The following regulations has been inserted after existing regulation 121 of Article of Associations as:

**121A. (a) If the Company has declared a dividend but which has not been paid or claimed within 30 (Thirty) days from the date of declaration the Company to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or**

unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

121A. (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years, from the date of such transfer shall be transferred by the Company to the Fund known as the Investor Education and Protection Fund established under the Act.

m) The following sub-regulation has been inserted in existing regulation 122 of Article of Associations as:

122(3). The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act.



n) The existing regulation 123 of Article of Association has been deleted and the subsequent regulation numbers 124,125, 126 and 127 have been re-numbered as 123,124,125 and 126 respectively without any modification.

Consent of the shareholders by passing a Special Resolution is required in this regard. A copy of the existing as well as new Memorandum of Association and Articles of Association of the Company is available for inspection at the Registered Office of the Company between 10.00 a.m. to 05.00 p.m. on working days except public holidays and Sunday upto date of the Annual General Meeting.

The Board of Directors recommends the passing of the Resolution at Item No. 21 of the accompanying Notice for the approval of the Members of the Company.

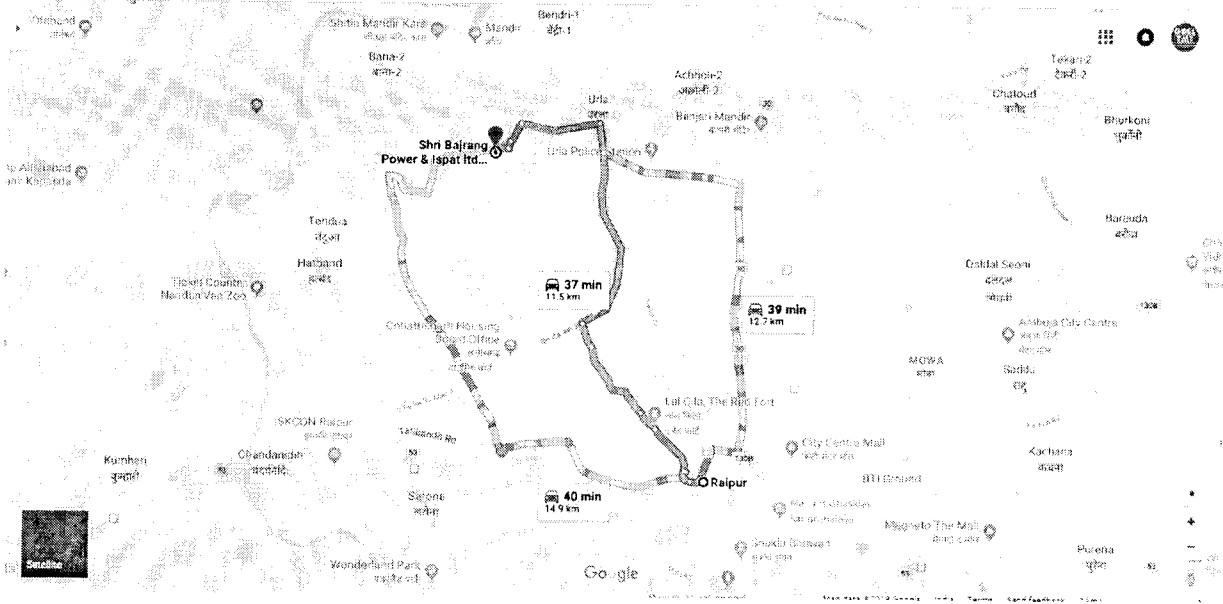
None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 21.

**FOR AND ON BEHALF OF THE BOARD**

  
  
**PARUL VERMA**  
**COMPANY SECRETARY**  
**ADDRESS: RAIPUR (C.G.)**  
**M. No. 38981**

**PLACE: RAIPUR**  
**DATE : 02/09/2018**

## ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Map Link: <https://goo.gl/maps/UwgsVMa8oY82>



**REGISTERED OFFICE ADDRESS:**

Shri Bajrang Power and Ispat Limited  
Village Borjhara, Urla Growth Centre,  
Guma Road, Urla, Raipur (C.G.) - 493221