



GOEL

# SHRI BAJRANG POWER & ISPAT LTD.

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE BE AND IS HEREBY GIVEN THAT AN **EXTRAORDINARY GENERAL MEETING ("EGM")** OF THE SHAREHOLDERS OF SHRI BAJRANG POWER AND ISPAT LIMITED WILL BE HELD ON FRIDAY, THE 20<sup>TH</sup> DAY OF APRIL 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE BORJHARA, URLA GUMA ROAD, URLA GROWTH CENTER, RAIPUR, CHHATTISGARH - 493221 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

### ITEM NO. 1

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

**"RESOLVED THAT** pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and are hereby accorded to amend the Memorandum of association of the Company as per the draft circulated with the notice of this meeting with respect to the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution Shri Rajendra Goel (DIN: 01263958), Director and Shri Narendra Goel (DIN:-00115883), Managing Director of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies."

**FOR AND ON BEHALF OF THE BOARD**

**For, Shri Bajrang Power & Ispat Ltd.**

  
NARENDRA GOEL, **Director, Authorised Signatory**

MANAGING DIRECTOR

DIN NO.: 00115883

ADDRESS: RAIPUR (C.G.)

PLACE: RAIPUR

DATE: 26.03.2018

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

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**GOEL**

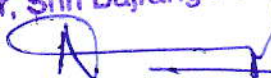
# **SHRI BAJRANG POWER & ISPAT LTD.**

## **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 10.00 am to 12.00 pm up to the date of Extra- ordinary General Meeting.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.

### **FOR AND ON BEHALF OF THE BOARD**

For, Shri Bajrang Power & Ispat Ltd.

  
Director Authorised Signatory

**NARENDRA GOEL**

**MANAGING DIRECTOR**

**DIN NO.: 00115883**

**ADDRESS: RAIPUR (C.G.)**

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# SHRI BAJRANG POWER & ISPAT LTD.

ANNEXURE TO THE NOTICE DATED 26<sup>TH</sup> DAY OF MARCH, 2018

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

**ITEM NO. 1**

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Your directors' in its meeting held on 26<sup>th</sup> March 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. The words at the beginning of the Memorandum of Association and before Clause I "(THE COMPANIES ACT, 1956)" substituted by the words "(THE COMPANIES ACT, 2013)".
- b. Heading of the Part A of Clause III of Memorandum of Association i.e. " THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" substituted with the Heading "OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE".
- c. Heading of Part B of Clause III of Memorandum of Association i.e. "OBJECTS INCIDENTAL OR ANCILLARY FOR THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY" substituted with the Heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE".
- d. Part B of Clause III of Memorandum of Association shall state the matters which are necessary for furtherance of the Objects specified in Clause III A by way of insertion(s)/ deletion(s)/ alteration(s);
- e. Clause III(C) – Other objects have been deleted;
- f. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

For, Shri Bajrang Power & Ispat Ltd.

  
Director Authorised Signatory

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Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

**FOR AND ON BEHALF OF THE BOARD**

For, **Shri Bajrang Power & Ispat Ltd.**



Director Authorised Signatory

**NARENDRA GOEL**

**MANAGING DIRECTOR**

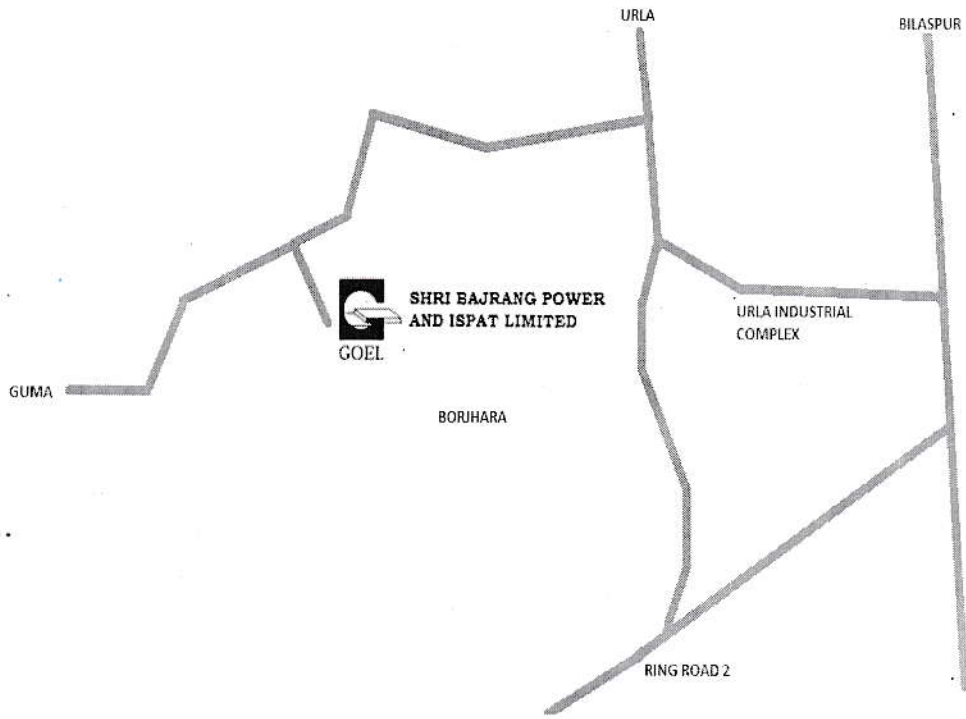
**DIN NO.: 00115883**

**ADDRESS: RAIPUR (C.G.)**

**PLACE: RAIPUR**

**DATE: 26.03.2018**

**ROUTE MAP TO THE VENUE OF EXTRA- ORDINARY GENERAL MEETING**



**For, Shri Bajrang Power & Ispat Ltd.**

**Director Authorised Signatory**