

GOEL

SHRI BAJRANG POWER & ISPAT LTD.

NOTICE

NOTICE is hereby given that the **15th Annual General Meeting** of the Company will be held on **Friday, the 29th Day of September' 2017 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 Financial Statements including the Balance Sheet for the year ended on 31st March, 2017, 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 Pradeep Tiwari, Director (DIN: 07104157) of the Company who is retiring by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. SSSD & Co., Chartered Accountants (Firm Registration No. 020203C), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. SSSD & Co., Chartered Accountants from Raipur (Firm Registration Number: 020203C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s R.K. Singhania & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes, out of pocket expenses, etc.”

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



SPECIAL BUSINESS

4. 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 10.07.2017, 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 2017-2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

5. 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 Promoter Group Company (as detailed in the Explanatory Statement annexed to the Notice) under a contract or an arrangement , 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, 2017, 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."

FOR AND ON BEHALF OF THE BOARD

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



Director Authorised Signatory

SURESH GOEL

(CHAIRMAN)

ADDRESS: SHANKAR NAGAR, RAIPUR (C.G.)

DIN NO. : 00115834

PLACE: RAIPUR

DATE : 25/07/2017

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

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

Suresh G. L.

SURESH GOEL Authorised Signatory

(CHAIRMAN)

ADDRESS: SHANKAR NAGAR, RAIPUR (C.G.)

DIN NO. : 00115834

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GOEL

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. 03 to 05 of the accompanying Notice dated July 25, 2017.

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no unlisted public company having paid up share capital of rupees ten crore or more, can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s R.K. Singhania & Associates, Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on July 25, 2017, proposed the appointment of M/s. SSSD & Co., Chartered Accountants (Firm Registration No. 020203C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act. M/s. SSSD & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

CIN No. : U27106CT2002PLC015184

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Item No. 4

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 10th July, 2017, 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 2017-18 at fees of 1,10,000/- (Rupees One Lac Ten 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. 4 of the accompanying Notice; accordingly, seek members’ approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2017-18.

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. 4 of the Notice.

The Board commends this resolution for your approval.

Item No. 5

The Company requires Billets & structural steel from Shri Bajrang Alloys Limited, a Promoter Group Company, which will be used as a 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 Narendra Goel and Pawan Goel is concerned or interested in the Resolution to item No. 5 of the accompanying Notice.

FOR AND ON BEHALF OF THE BOARD

For, Shri Bajrang Power & Ispat Ltd.



Director Authorised Signatory

SURESH GOEL

(CHAIRMAN)

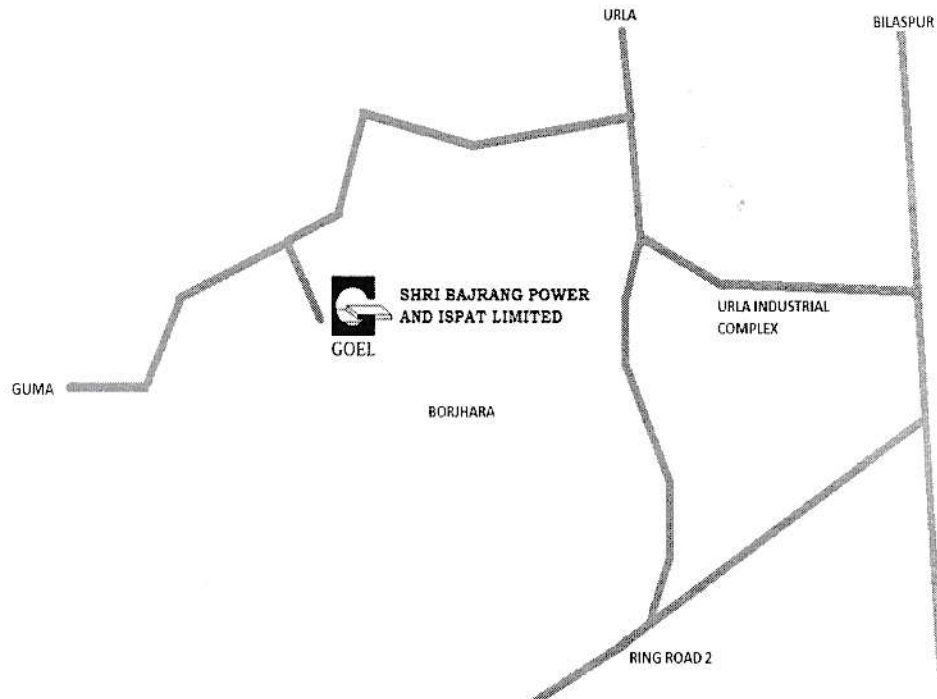
ADDRESS: SHANKAR NAGAR, RAIPUR (C.G.)

DIN NO. : 00115834

PLACE: RAIPUR

DATE : 25/07/2017

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



REGISTERED OFFICE ADDRESS :

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