



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 THURSDAY, THE 31ST DAY OF MAY 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

Alteration of Object Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 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, as may be necessary, (Clause III A) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part-A of Clause III, after the existing sub-clause 4:

5. To carry on the business of manufacturers, fabricators, processors, growers, makers, importers, exporters buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers in commodities of all or any drugs medicines, herbals, medicinal plants and all types of mixtures, powders, tablets, capsules, injections, oils, compounds, creams, soaps, scents, glycerin, detergents, glue gelatin, lotions, toilet goods, piedmonts and all kinds of cosmetics, forest products and medicinal preparation required or used for beauty and personal hygiene or in allopathic, ayurvedic, homeopathic, unani or natural cure method of orthopedic and stores including prophylactics.
6. To carry on the business of Manufacturers, developers, buyers, sellers, traders, importers, exporters, processors, commission agents, distributors, dealers, relabellers, re-packers and representatives in any legal form for all kinds of food and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods,

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GROUP OF COMPANIES

powders, pastes, liquids, drinks, beverages, juices, jams, jelly, murabbas, jaggery, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, toffees, fun foods, breakfast foods, Ready to Serve Food(RTS), dietetic products, strained baby foods, instant foods, cereal products, table delicacies, Ayurvedic Health Boosters like Chawanprash, Health Drinks and all other items whether natural, artificial or synthetic, and to establish Industrial Unit(s) for manufacturing of food and beverages.

7. To carry on the business as manufacturers, processors, Traders of and dealers in dairy, farm, and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk preparations of all description, vegetables and fruits of all kinds and business of milling of grains by taking on lease, hiring, purchasing, erecting, or otherwise acquiring rice mills, husking mills, grinding mills, cleaning, grading, polishing of all kinds of pulses, rice, spices, and other food grains and cereals in any or all its branches as would be required for effective discharge of these objects.

RESOLVED FURTHER 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."

ITEM NO. 02

Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the amended set of Memorandum of Association submitted to this meeting be and are hereby approved.

RESOLVED FURTHER 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.**


Director - **Authorised Signatory**

NARENDRA GOEL
MANAGING DIRECTOR
DIN NO.: 00115883
ADDRESS: RAIPUR (C.G.)

PLACE: RAIPUR
DATE: 08.05.2018

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 - Authorized Signatory

NARENDRA GOEL
MANAGING DIRECTOR
DIN NO.: 00115883
ADDRESS: RAIPUR (C.G.)

PLACE: RAIPUR
DATE: 08.05.2018

ANNEXURE TO THE NOTICE DATED 08TH DAY OF MAY, 2018

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

ITEM NO. 1

Your company intends to expand and diversify its present scope of operations which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects shall enable the company to expand its activities and venture into new areas of business.

The following sub-clause has been inserted under Part-A of Clause III, after the existing sub-clause 4:

5. To carry on the business of manufacturers, fabricators, processors, growers, makers, importers, exporters buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers in commodities of all or any drugs medicines, herbals, medicinal plants and all types of mixtures, powders, tablets, capsules, injections, oils, compounds, creams, soaps, scents, glycerin, detergents, glue gelatin, lotions, toilet goods, picdmons and all kinds of cosmetics, forest products and medicinal preparation required or used for beauty and personal hygiene or in allopathic, ayurvedic, homeopathic, unani or natural cure method of orthopedic and stores including prophylactics.

6. To carry on the business of Manufacturers, developers, buyers, sellers, traders, importers, exporters, processors, commission agents, distributors, dealers, relabellers, re-packers and representatives in any legal form for all kinds of food and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, murabbas, jaggery, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, toffees. fun foods,

breakfast foods, Ready to Serve Food(RTS), dietic products, strained baby foods, instant foods, cereal products, table delicacies, Ayurvedic Health Boosters like Chawanprash, Health Drinks and all other items whether natural, artificial or synthetic, and to establish Industrial Unit(s) for manufacturing of food and beverages.

7. To carry on the business as manufacturers, processors, Traders of and dealers in dairy, farm, and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk preparations of all description, vegetables and fruits of all kinds and business of milling of grains by taking on lease, hiring, purchasing, erecting, or otherwise acquiring rice mills, husking mills, grinding mills, cleaning, grading, polishing of all kinds of pulses, rice, spices, and other food grains and cereals in any or all its branches as would be required for effective discharge of these objects.

In terms of Section 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.

The Board of Directors, at their meeting held on 08.05.2018 has approved the alteration of Memorandum of Association of the Company.

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.

ITEM NO. 2

The existing MOA are based on the Companies Act, 1956 and several regulations in the existing MOA contain references to the Companies Act, 1956 and some regulations in the existing MOA are no longer in conformity with the New Companies Act, 2013. Hence, it is considered to amend MOA to some extent which shall be in conformity with the new companies Act, 2013. The draft MOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

The Board of Directors, at their meeting held on 08.05.2018 has approved the alteration of Memorandum of Association of the Company.

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. 2.

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: 08.05.2018

ROUTE MAP TO THE VENUE OF EXTRA- ORDINARY GENERAL MEETING

