

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Shri Bajrang Power & Ispat Limited shall be held on Wednesday the 10th Day of February, 2016 at the Registered Office of the Company at Village Borjhara, Urla Guma Road, Urla Growth Centre, Urla, Raipur, C.G. – 493221 At 01:00 P.M. to transact the following Special Business:

SPECIAL BUSINESS:

ITEM NO.1:

1. Consent for making of any investments/ giving any loan or guarantee/ providing securities.

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

“RESOLVED THAT pursuant to the provisions of the Section 186 of the Companies Act,2013 and 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 the Companies(Meeting of Boards and its Powers) Rules,2014 and any other rules made thereunder, if any, and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the `Board` which expression shall include a Committee of Directors duly authorized in this behalf) the consent of the Members be and is hereby accorded to the Board of Directors of the Company to (i) give loan to any person(s) or other body corporate(s), or (ii) give any guarantees or to provide securities in connection with a loan to any other body corporate(s) or person(s), or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s) exceeding sixty percent of Company's paid-up share capital and free reserves and securities premium account or one hundred percent of its free reserves and securities premium account of the Company, whichever is higher as the Board of Directors may think fit, provided that the loan or investment made, guarantees given, and securities provided shall not any time exceed an amount of Rs. 500/- Crores (Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person(s) and /or any body corporate(s), to do all such acts, deeds and things and to give such directions as may be necessary or

expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

\\CERTIFIED TRUE COPY

FOR, SHRI BAJRANG POWER AND ISPAT LIMITED

Sd/-

NARENDRA GOEL

MANAGING DIRECTOR

DIN: 00115883

**ADD: F-6, ANUPAM NAGAR,
RAIPUR, C.G. - 492001**

Place: Raipur

Date: 02.01.2016

NOTES & INFORMATION TO SHAREHOLDERS

1. A member entitled to attend and vote is also entitled to appoint a Proxy to attend and vote instead of him/herself and Proxy need not to be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the 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 authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising 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 Extra General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed by way of annexure to this Notice.

FOR, SHRI BAJRANG POWER AND ISPAT LIMITED

Sd/-

NARENDRA GOEL

MANAGING DIRECTOR

DIN: 00115883

**ADD: F-6, ANUPAM NAGAR,
RAIPUR, C.G. - 492001**

Place: Raipur

Date: 02.01.2016

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

The company is undertaking various business activities through its group companies/associate companies/joint ventures or any other person(s) and other bodies corporate(s) and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company with consent of the shareholders may be authorized to give loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 500/- Crores (Rupees Five Hundred Crore only).

The Board of Directors had, in its meeting held on 02.01.2016 considered and approved, subject to the approval of share holders, this proposal and recommend this resolution to the Shareholders for their approval by way of Special Resolution.

Except the Directors or their relatives who may be concerned or interested, financial or otherwise, by way of Directorship / shareholding or in any other manner in one or more companies / bodies corporate / individuals as described in the said resolution, no other Director or their relatives is concerned in the said Resolution.

FOR, SHRI BAJRANG POWER AND ISPAT LIMITED

Sd/-

NARENDRA GOEL

MANAGING DIRECTOR

DIN: 00115883

**ADD: F-6, ANUPAM NAGAR,
RAIPUR, C.G. - 492001**

Place: Raipur

Date: 02.01.2016