

# BAJAJ STEEL INDUSTRIES LIMITED

(CIN : L27100MH1961PLC011936)

Regd. Office : Imambada Road, Nagpur - 440 018 (M.S)

Ph : 0712-2720071-80 Fax :0712-2728050; Website : [www.bajajngp.com](http://www.bajajngp.com)

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

## NOTICE OF POSTAL BALLOT

### TO THE MEMBERS OF THE COMPANY :

**NOTICE IS HEREBY** given that pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) the Company is seeking the shareholder's consent to the following Special Resolution proposed to be passed by Postal Ballot/ E-voting, more specifically provided in the appended resolution.

The Company has appointed M/s B. Chhawchharia & Co. Chartered Accountants (CA Sanjay Agarwal, Partner) Firm Registration No. 305123E as a Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of business hours i.e. **6.00 P.M. on Saturday, the 09<sup>th</sup> July, 2016**. The ballot forms received after the said date will be treated as not received. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairperson of the Company. Subsequently, the result of the Postal Ballot/E-voting will be announced by the Chairperson of the Company **on Tuesday, the 12<sup>th</sup> July, 2016** at the Registered Office of the Company. The Results of the Postal Ballot will be communicated to the Stock Exchange where the Equity Shares of the Company are being listed besides being published in English and Marathi Newspapers and displayed along with the Scrutinizer's Report on the Company's Website viz. [www.bajajngp.com](http://www.bajajngp.com).

### E-VOTING OPTION :

Members may note that in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Company is pleased to provide Electronic Voting ("e-voting") as an alternative to its Members to enable them to cast their votes electronically instead of physical ballot. For e-voting purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members of the Company. It may be noted that e-voting facility is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form, However, in case if a member has casted his vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid. **The e-voting period commences from Friday, the 10<sup>th</sup> June, 2016 (9.00 A.M) and ends on Saturday, the 09<sup>th</sup> July, 2016 (6.00 P.M)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Please refer the instructions given for e-voting at the end of the Postal Ballot Notice for the purpose and the manner in which e-voting has to be carried out.

### Special Business :

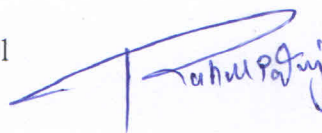
The members are requested to consider and, if thought fit, to pass the following resolution:

### SPECIAL RESOLUTION ( AS PROPOSED )

### ALTERATION OF OBJECT CLAUSE BY WAY OF INSERTING NEW OBJECTS IN THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, subject to the necessary approval of the Registrar of Companies (ROC) or from any other Competent Authorities, if any, the Object Clause of the Memorandum of Association of the Company be and are hereby altered by way of insertion of the below mentioned Clauses after Clause No. 3A of the Memorandum of Association of the Company.

**Clause 3B :** To carry on business, manufacturing, selling, purchasing, importing, exporting, servicing and otherwise dealing in fire extinguishers, firefighting and safety equipments, breathing equipments, life saving devices and other engineering goods, instruments, appliances, equipments, accessories and component parts.





**Clause 3C :** To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, suppliers, of and dealers in electrical and other appliances cables, wire lines, dry cells, accumulators and distribute, supply electricity for the purpose of light, heat, motive power and for all other purposes to which electrical energy can be employed. To carry on business activities for manufacturing, distribution, generation, transmission, supervisions and control of all types of power either mechanical, hydraulic, gas, wind farms, solar etc. and/or to design, plan, manufacture, assemble, supply, erect, commission, test, maintain, trouble shooting, repair, service etc., of electrical and/or electronics goods, items, instruments, parts, spares, D.G. sets, electrical control, electrical panels, switchgear panels, switches, cables, plugs, powers projects in industrial, commercial, residential, establishments etc., in part individual and/or composite key basis and to provide Consultancy, expert services, advises, designs, drawings in relation to supervision and control of power in India and abroad.

**Clause 3D :** To establish, acquire by purchase or otherwise and to conduct, carry on and manage in India and elsewhere development, manufacture, assembly, fabrication, erection (on turnkey basis or otherwise), Marketing, sale, distribution, purchase, import, export, high Sea Sales or purchases of Pre-Engineered Metal Buildings and Heavy Structural Metal Buildings, Guards Rails, Space Frames, Industrial Racking Systems, Sandwich Panels, Pre-Painted Coils, Doors and Windows Structural Steel and all accessories fasteners, paints and all type of insulated products and to carry out any and all such activities as may be necessary or related to or in connection with carrying on such activities.

**Clause 3E:** To carry on the business of building construction, civil contractors and undertake construction work on turnkey project based in India and abroad.

**RESOLVED FURTHER THAT** Shri Rohit Bajaj, Managing Director (DIN: 00511745) or Shri Sunil Bajaj, Executive Director (DIN: 00509786) be and are hereby authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things which includes approval of the members/ shareholders of the Company, as may be necessary in this regard and further to execute all such deeds, documents and writings etc as may be necessary in this regard.”

By Order of the Board of Director  
For **BAJAJ STEEL INDUSTRIES LIMITED**

Sd/-  
**RAHUL PATWI**  
COMPANY SECRETARY

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

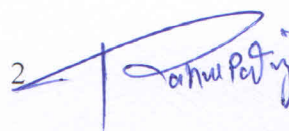
The Company is having distinguished manufacturing facilities in India for Cotton Ginning & Pressing Plants and its allied machineries and is one of the biggest manufacturers of the aforesaid machineries and having more than two-thirds of the market share in India.

Further, apart from concentrating in its core business of manufacturing Cotton Ginning & Pressing and its allied Machineries, the Company has diversified its product portfolio and entered into the business of manufacturing, selling, servicing and otherwise dealing in Fire Fighting System, Electrical Panels, Pre-fabricated Buildings (PEB), Roof-Top Solar Power Plants.

Subsequently, as the aforesaid business are not specifically mentioned or incorporated in its Memorandum of Association (MOA) accordingly the consent of the Members/ Shareholders of the Company are sought to alter the Memorandum of Association (MOA) of the Company by way of inserting new object clauses.

The alteration of Memorandum of Association of the Company requires the approval of the Shareholders/ Members by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the Shareholders/ Members of the Company shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence, the approval of the shareholders is being sought through Postal Ballot. The Board of Directors in its meeting held on Saturday, 28<sup>th</sup> May, 2016 has accorded its approval for alteration of MOA.

Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution. You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein

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**NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS BEFORE EXERCISING THE VOTE.**

**INSTRUCTIONS :**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Friday, 10.06.2016 at 9.00 A.M. and ends on Saturday, 09.07.2016 at 6.00 PM.** During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date **27.05.2016** may cast their vote electronically as well. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN **160601004** alongwith **"BAJAJ STEEL INDUSTRIES LIMITED"**
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





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## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered address :  
of the sole/first named Shareholder  
(In Block Letters)
  
2. Name(s) of Joint Shareholder(s) :  
(In Block Letters)
  
3. Registered Folio No./ DP ID No./  
Client ID No.\* :  
(\*applicable to investors holding  
shares in Dematerialized Form)
  
4. Number of Shares held :  
(Equity Share of Rs 10/- each)

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution, by placing the tick (✓) mark at the appropriate box below :

Item No.	Brief Particulars of the Item	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Alteration of Object Clause by way of inserting New Objects in the Memorandum of Association of the Company			

Place :

Date :

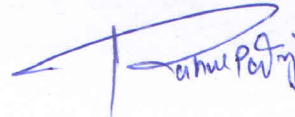
\_\_\_\_\_  
(Signature of the Shareholder)

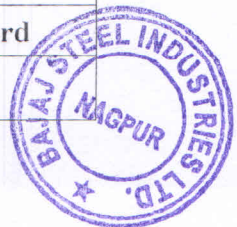
Note: Please read the instructions printed overleaf carefully before exercising your vote. Please complete all details of the Form before submission.

The E- Voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Friday, 10th June, 2016 (9:00 a.m. IST)	Saturday, 09th July, 2016 (6:00 p.m. IST)

Electronic Voting Particulars		
EVSN No.	User ID	PAN No./Password





**Instructions for voting physically on Ballot Form :**

1. A member desiring to exercise vote by Physical Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Sanjay Agarwal, Partner of M/s B.Chhawchharia & Co. Chartered Accountants, by post to reach the Scrutinizer at the Address C/o Bajaj Steel Industries Limited, Imambada Road, Nagpur – 440018 (Maharashtra) on or before 09<sup>th</sup> July, 2016 at 6.00 P.M. All forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. The Self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The consent of the shareholder must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing in tick mark (√) in the appropriate column. The assent or dissent received in any form shall not be considered valid.
4. The form should be completed and signed by the shareholder. In case if joint holding, this form should be completed and signed (as per specimen signature registered with the Company/ DP) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned /Un-ticked Postal Ballot form will be rejected.
6. Where the Postal Ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot. Where the form has been signed by the Representative of President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot form. A shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. Voting Rights shall be reckoned on the paid up value of shares registered in the name of shareholders as on date of dispatch of notice.
8. A shareholder may request for duplicate ballot paper, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified herein above.
9. The Scrutinizers' decision on the validity of the Ballot Form will be final and binding.
10. Shareholders are requested not to send any other paper along with the Postal Ballot form in the enclosed postage pre-paid self- addressed envelope. If any extraneous papers are found the same will be destroyed by the Scrutinizer.
11. A member may request for a duplicate Ballot Form, if so required and the same duly completed should reach to Scrutinizer not later than the date specified under instruction No. 1 above.
12. The Votes of a Member will be considered invalid on any of the following grounds :
  - (a) If the Postal Ballot Forms are unsigned, incomplete or incorrectly filled ;
  - (b) If the Member's signature does not tally ;
  - (c) If the Member has marked his/her/its vote both fir 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
  - (d) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes or whether the votes are for 'Assent' or 'Dissent' or it is difficult to verify the signature or one or more of the above ground.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

