



BALAJI INDUSTRIAL CORPORATION LIMITED

CIN: L74999AP1984PLC015354

Registered Office: Plot No. 330, III Cross Road, Central Avenue,
Magunta Layout, Nellore, Andhra Pradesh – 524 003.

Corporate Office: New No. 17/1, Old No. 9, Bazullah Road, T. Nagar, Chennai – 600 017.

POSTAL BALLOT FORM

(Kindly read the instructions printed overleaf before filling the Form)

1. Name(s) of shareholders(s) :
(including joint shareholders, if any)

2. Registered address of the :
Sole/ First Named Shareholder

3. Registered Folio No. :
DP ID No./Client ID No*
(*Applicable to Shareholders holding
Shares in Dematerialised Form)

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the under mentioned resolution to be passed through Postal Ballot as stated in the Notice dated 05.01.2017 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick(✓) mark in the appropriate box below:

Brief particulars of the Resolution	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Sale of undertaking Section 180 sub Section (1) (a)			

Place : Chennai
Date : 5th January, 2017

(Signature of the Member)

NOTICE OF THE POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolution set out below is proposed to be passed by Postal Ballot.

Accordingly, your consent is sought for the proposal as contained in the resolution attached along with an explanatory statement pertaining to the resolution setting out all material facts and the reasons thereof. Postal Ballot Form is also enclosed.

The Board of Directors has appointed Mr. P Krishna Kumar, Practicing Company Secretary, (CP No. 4168) Chennai to act as the scrutinizer, for conducting the Postal Ballot process and e-voting in a fair and transparent manner.

The members are requested to carefully read the instructions printed on the Postal ballot Form and return the Form duly completed in all respects in enclosed self- addressed postage pre-paid envelope, so as to reach the scrutinizer at Old No. 9, New No. 17/1, Bazullah Road, T Nagar, Chennai – 600 017 (herein after referred as corporate office) on or before 5.00 P.M. on Wednesday, February 15, 2017.

The scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot and e-voting will be announced on Friday, February 17, 2017 at 5.00 p.m. at the corporate office of the Company.

RESOLUTION:

1. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to section 180 and all other applicable provisions, if any, of the Companies Act 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of the Articles of Association of the company and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of directors to sell/lease/transfer/dispose company's "Steel Division" comprising of Factory, Land & Buildings, Plant & Machinery, Equipments, Materials, Furniture, Fixtures, Electrical Fittings, Rights, Licenses situated at Chemudugunta Village, Venkatachalam Mandal, Nellore District, Andhra Pradesh State and Vacant Lands situated at Gummidipundi Village, Tiruvallur District, Tamilnadu State on such terms and conditions as are favorable to the Company but for a consideration not less than Rs. 30 crore”.

“RESOLVED FURTHER THAT in connection with the above the Board of Directors of the company be and is hereby authorized and empowered to authorise any person to execute deeds and to do such acts deeds, matters and things as it may in its absolute discretion deem fit, necessary, desirable, proper or expedient and to settle any question, difficulty that may arise in respect of the sale/lease/transfer/dispose of the above said assets/undertaking/division and for giving effect to the above resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For BALAJI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Dated: 5th January, 2017

S V NAGARAJA REDDY
DIRECTOR (DIN 00124414)

NOTES:

1. Explanatory statement and reasons for the proposed special resolution pursuant to Section 102 (1) read with section 110 of the Companies Act 2013 is given hereunder.
2. The Notice is being sent under Registered post with Acknowledgement to all the Members whose names appear in the Register of Members /Record of Depositories as on Friday, the January 13, 2017.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, the January 13, 2017. The postal ballot period commences on January 17, 2017, at 9.00 a.m. and ends on February 15, 2017 at 5.00 p.m.
4. In compliance with the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of returning Postal Ballot Forms.
5. The Board of Directors of the company has appointed Mr. P Krishna Kumar, Practicing Company Secretary, (CP No. 4168) Chennai (e-mail kkfcs1@gmail.com) as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of the scrutiny the Scrutinizer will submit his report to the Chairman of the Board of Directors of the company. The resolution will be taken as passed effectively on the date of announcement of the result by the chairman of the Board of Directors of the company, if the result of the Postal Ballot and e-voting process indicate that the requisite majority of the shareholders had assented to the Resolutions. The result of the e-voting and Postal Ballot will be declared on February 17, 2017 at 5.00p.m. at the Corporate office of the company. After declaration, the result of the Postal ballot shall also be posted on the Company's website www.bicl.info besides communicating the same to the BSE where the shares of the company are listed.
6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

7. Notice of the Postal Ballot is being circulated through e-mail as per the MCA guidelines. Please also click the link to download the Notice of Postal Ballot. www.bicl.info.
8. The company is extending e-voting facility as an alternate to postal ballot to enable members to cast their vote electronically. Kindly note that shareholders can opt only one mode of voting i.e., either postal ballot or e-voting. In case shareholders cast their vote in both the forms voting done through physical ballot shall be invalid and voting done through e-voting will be valid and prevail.
9. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened and held general meeting of the members of the company.
10. The documents in the relation to the proposed transactions can be inspected at the Registered Office of the Company during the normal working hours of the company.

11. E-voting:

The special resolution as set out in the Notice may be transacted through electronic voting system and the Company is providing e-voting in compliance of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement. Please note that the voting through electronic means is optional to the shareholders. Members are requested to follow the instructions mentioned overleaf to cast their vote through e-voting:

By Order of the Board
For BALAJI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Dated: 5th January, 2017

S V NAGARAJA REDDY
DIRECTOR (DIN 00124414)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Management proposes to sell its "Steel Division" comprising of Factory, Land & Buildings, Plant & Machinery, Equipments, Materials, Furniture, Fixtures, Electrical Fittings, Rights, Licenses situated at Chemudugunta Village, Venkatachalam Mandal, Nellore District, Andhra Pradesh State and Vacant Lands situated at Gummidipundi Village, Tiruvallur District, Tamilnad State on such terms and conditions as are favorable to the Company but for a consideration not less than Rs. 30 crore. Approval of the members of the Company by way of special resolution is required as per the provisions of section 180 of the Companies Act 2013. Section 110 of the Companies Act 2013 mandates postal ballot for the proposed special resolution/business. It is proposed to authorize the Board of Directors of the Company to sell/dispose of the above said properties on such terms and conditions as are favorable to the Company however the sale consideration shall not be less than thirty crores rupees. The steel factory situated at Chemudugunta Village, Venkatachalam Mandal, Nellore District constitutes main asset of the steel division and it was manufacturing steel rods used in construction industry such as bridges, buildings, homes etc.,. The steel factory has not been in operation for the last few years due to various reasons such as market constraints, working capital constraints, production cost escalation, power scarcity etc., Board further wish to inform in this context that imports of steel rods from China and other foreign countries have impacted the steel industry in India to a great extent. Many domestic steel factories are closed or in the verge of closure due to dumping of steel rods by foreign countries coupled with scarcity of captive power, excise duty escalation etc., which made the steel industry unviable in India. There are few vacant lands situated at Gummidipundi Village, Tiruvallur district, Tamilnadu State which also constitutes part of Steel Division is proposing to be sold now. Board also write to inform that company's secured lenders are pressing for repayment of their dues due to elapse of their agreed and committed repayment time limit and the company has no other way of sourcing money for repaying the dues other than selling its fixed assets. In this scenario the Board of directors of your company has decided to dispose of the above said assets which they felt is more appropriate and necessary for the company. Board further wish to inform that the sale proceeds of the above said assets will be utilized towards repayment of secured creditors lying presently in the books of accounts of the company.

None of the Directors is interested in this resolution except to the extent of their shareholding in the company. The Board recommends the approval of the special resolution by the members.

By Order of the Board
For BALAJI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Dated: 5th January, 2017

S V NAGARAJA REDDY
DIRECTOR (DIN 00124414)

INSTRUCTIONS TO MEMBERS FOR ELECTRONIC VOTING

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in de-mat 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) **The voting through electronic means will commence on Tuesday, the January 17, 2017 at 09.00 a.m. and will end on Wednesday, the February 15, 2017 at 5.00 p.m. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.**

- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Members who do not have access to e-voting facility have been additionally provided the facility of voting on a Ballot form. They may send duly completed Ballot Form (enclosed with the postal ballot notice) to the Scrutinizer, Practising Company Secretary, referred above at the Corporate Office of the Company on or before the date of the closure of the postal ballot.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to balajiindcorpltd@gmail.com by mentioning their Folio / DP ID and Client ID No.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him within two days of the meeting.

The results declared along with the Scrutinizer's report, will be posted on the Company's website and communicated to the Stock Exchanges.