



Sharda Ispat Ltd.

Regd. Off.: Kamptee Road, Nagpur - 44 00 26

Tel.: 0712 - 2245156, 2245888, | Email: shardaispat.ngp@gmail.com

Website: www.shardaispat.com | CIN No.: L74210MH1960PLC011830



POSTAL BALLOT NOTICE

NOTICE TO SHAREHOLDERS PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange and pursuant to any other applicable laws and regulations, that Company seeks approval of Members, via Postal Ballot to authorize the Board of Directors or a Committee thereof to give any loan to any person or other body corporate (s), to give any guarantee(s) or provide security(ies) in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s) in excess of the prescribed limit under Section 186 of the companies Act, 2013.

The Company seeks the consent of the Members for the aforesaid proposal through Special Resolution as specified herein. A statement explaining the reasons for passing of the said Resolution is also annexed.

Accordingly, draft of the proposed Resolution together with the Statement setting out material facts and reasons for the Resolution is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Director of the Company has appointed Shri. Sunil Kumar Sharma, Practicing Company Secretary, Nagpur as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer at Sunil Kumar Sharma & Associates (Practicing Company Secretaries) 2nd Floor, 1380, C.A. Road, Dayma Niwas, Gandhibagh, Nagpur-440002, Maharashtra on or before Thursday, September 28, 2017, 5.00 P.M. Members may choose to vote using the e-voting facility, the details whereof are specified in the notes to the Notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday, September 29, 2017 and thereafter through the website of the Company (www.shardaispat.com) and by way of intimation to the Stock Exchange on which the Company is listed, the Depository and the Share Transfer Agent.

ITEM NO.1:

Authorization to the Board of Directors to make loan (s) and give guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014 subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to (i) give any loans to any person or other body corporate or (ii) give any guarantee(s) or to provide any security(ies) in connection with a loan to any other body corporate or person, or (iii) to acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate(s), from time to time and in one or more tranches, for such amount(s) as the board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/guarantee(s)/ security(ies)/ investment(s) (apart from the loan(s)/ guarantee(s)/ security(ies)/ investment(s) already given/ made/ held by the Company) shall not any time exceed Rs. 50 crores (Rupees Fifty crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize in its absolute discretion the terms and conditions, the timing and all related matters in respect of the above mentioned loan(s)/guarantee(s)/ security(ies)/ investment(s) including but not limited to timing, the amount and the nature of each such loan(s)/ guarantee(s)/ security(ies)/investment(s), with power to transfer, sell, settle or otherwise dispose of the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and /or expedient to give effect to this resolution.”

**By Order of the Board of Directors,
For SHARDA ISPAT LIMITED**

Place: Nagpur
Date: 14.08.2017

N. K. Sarda
Chairman & Managing Director
(DIN: - 00229911)
Plot No.32, Cement Road, Shivaji Nagar,
Shankar Nagar, Nagpur-440010

NOTES

1. **Voting period commences on and from Wednesday, 30th August, 2017 at 09.00 a.m. IST and ends on Thursday, the 28th September, 2017 by 5.00 p.m. IST.**
2. The explanatory statement for the proposed Special Resolution mentioned above pursuant to section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 setting out material facts is annexed to the notice.
3. The Notice is being sent to all the members by Courier (also electronically by email to those members who have registered their mail id with the company), whose names appear in the Register of Members/Record of Depositories as on Wednesday, the 23rd August, 2017.
4. The members, whose names appear in the Register of Members/Record of Depositories as on Wednesday, the 23rd August, 2017 will be considered for voting.
5. Resolution passed by members through postal ballot is deemed to have been passed as if the same has been passed in the general meeting of the members.
6. The Board of Directors of the Company, at its meeting held on 14th August, 2017, has appointed M/s. Sunil Kumar Sharma & Associates, Practicing Company Secretaries, Nagpur as the Scrutinizer to conduct the postal ballot in a fair and transparent manner,. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the members.
7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. The members who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.shardaispat.com or seek duplicate Postal Ballot Form from the Company's Registrar & Transfer Agent, 'Adroit Corporate Services Private Limited', 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Marol, Andheri (E) Mumbai 400059 and fill in the requisite details and send the same to the Scrutinizer, at Sunil Kumar Sharma & Associates (Practicing Company Secretaries) 2nd Floor, 1380, C.A. Road, Dayma Niwas, Gandhibagh, Nagpur-440002, Maharashtra.
8. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before Thursday, the 28th September, 2017, 5.00 p.m. IST to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Forms well before Thursday, the 28th September, 2017, 5.00 p.m. IST being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.

9. The results of the Postal Ballot will be announced on Friday, the 29th September, 2017 and will also be informed to BSE Limited and Calcutta Stock Exchange and will also be posted on the company's website www.shardaispat.com. The result of postal ballot shall also be announced through newspaper advertisement. The date of declaration of results of the postal ballot will be taken as the date of passing of the resolution.
10. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including PIN CODE number immediately to the Depository Participant. In the event of non-availability of members' latest address either in the Company's records or in the Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
11. Members who holds shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to our Registrar & Transfer Agent, 'Adroit Corporate Services Private Limited', 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Marol, Andheri (E) Mumbai 400 059.
12. Members are requested to kindly mention their folio number/ Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar & Transfer Agent in order to reply to their queries promptly.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on August 30, 2017 (09.00 A.M.) and ends on September 28, 2017(05.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 23, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on Shareholders.
5. 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.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat 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.

8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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.• 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• 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).

9. After entering these details appropriately, click on "SUBMIT" tab.

10. 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
13. 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.

14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. 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.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
18. 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.
- 19. 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 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

20. 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 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.
- 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s)/ guarantee(s)/ security(ies) already given and investments already made by the company to other body corporate(s) or person(s) in the ordinary course of business exceeding the prescribed limits i.e i). Sixty percent of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or (ii) Hundred percent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing security (ies) in connection with loans to any body corporate(s) or person up to an amount not exceeding Rs. 50 crores.

Such loan(s) shall be given and investment(s) shall be made or security (ies) shall be provided by the Board of Directors of the Company or Committees thereof in other body corporate(s) or other person(s).

The register of Loans and Investments containing the details required to be mentioned therein shall be open for inspection during the office hours on all working days at the registered office of the Company.

The Board accordingly recommends passing the Special Resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company and in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

**By Order of the Board of Directors,
For SHARDA ISPAT LIMITED**

Place: Nagpur
Date: 14.08.2017

N. K. Sarda
Chairman & Managing Director
(DIN: - 00229911)
Plot No.32, Cement Road,
Shivaji Nagar, Shankar Nagar,
Nagpur-440010

SHARDA ISPAT LIMITED

Regd. Office: Kamptee Road, Nagpur 440026 (Maharashtra)
CIN No. : (CIN: L74210MH1960PLC011830)

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

1	Name of the sole/first named shareholder (in block letters)	
2	Registered address of the sole/First named shareholder	
3	Name of the joint holder(s), if any (in block letters)	
4	Registered Folio number/ DP ID No./Client ID No. (*Applicable to shareholders holding shares in dematerialized form)	
5	No of shares held	

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through postal Ballot for the business stated in the notice dated 14th August, 2017 of ShardaIspat Limited ("the Company") by sending my / our assent **(FOR)** or dissent **(AGAINST)** to the said Resolution(s) placing the tick (✓) mark in the appropriate column below:

Brief Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. Authorization to the Board of Directors to make loan (s) and give guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013.			

Place:

Date:

(Signature of the shareholder)

ELECRONIC VOTING PARTICULARS

EVEN (E. VOTING EVENT NO.)	USER ID	PASSWORD

Notes:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. For e-voting, please refer the instruction under “E-Voting” in the notice attached herewith.
3. Last Date for the receipt of Postal Ballot Forms by Scrutinizer is Thursday, the 28th September, 2017 (5.00 p.m. IST)

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after their signature to the Scrutinizer, Scrutinizer, at Sunil Kumar Sharma & Associates (Practicing Company Secretaries) 2nd Floor, 1380, C.A. Road, Dayma Niwas, Gandhibagh, Nagpur-440002, Maharashtra .in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (5.00 p.m. IST) on 28th September, 2017. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 28th September, 2017 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 23rd August, 2017.

6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolution will be declared at the corporate office of the Company on 29th September, 2017. The results will be informed to the stock exchanges and hosted on the Company's website www.shardaispat.com on the very day itself.
14. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed Procedure of e-voting is enumerated in the Postal Ballot Notice.
15. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
16. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.

17. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to The Company Secretary, Sharda Ispat Limited, at Plot No. 230, 7th Floor, 'DA-ROCK' Building, Hill Road, Shivaji Nagar, Nagpur 440010.
