

# NARAYANI STEELS LIMITED

Manufacturers of Rebars / MS, Carbon & Alloy Steel Rounds / RCS / Profiles / Structurals / Wire Drawing Unit for Auto and Engg. Industries.

GSTIN : 37AAACN8563G1Z8

CIN : U27109WB1996PTC082021

Date: 09.02.2018

To,  
The Assistance General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
P.J. Towers, Dalal Street,  
Mumbai-400 001,  
Maharashtra, India.

Dear Sir/Madam,

Sub: Outcome of Board Meeting held on 09.02.2018-Reg.

Ref: Scrip Code: 540080, Scrip ID: Narayani.

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1. The Board approved the Notice of Postal Ballot and Postal Ballot Form.
2. With the permission of the Chairman, The Board took note the following compliances submitted to the Stock Exchange:
  - (i) Statement of Investor Complaints for the quarter ended 31.12.2017.
  - (ii) Reconciliation of Share Capital Audit Report for the quarter ended 31.12.2017
3. The Board authorized Mr. Sunil Kumar Choudhary, Managing Director and Chief Executive Officer, Mr. Bivor Bagaria, Director and Chief Financial Officer and Mr. Arun Kumar Meher, Company Secretary and Compliance Officer to determine the Materiality of Event/Information in Compliance with Regulation 30(5) of SEBI (LODR) Regulation, 2015.

The Meeting Commenced at 10.00 am and Concluded at 10.30 am

This is for your information and records.

Thanking You,  
Yours faithfully,  
For Narayani Steels Limited

*Arun Kumar Meher*

Arun Kumar Meher.  
Company Secretary



We are enclosing the Notice of Postal Ballot and Postal Ballot Form.

Factory Unit-1 : A I & A II, Industrial Estate, Vizianagaram - 535 004. Ph. 08922-255405

Factory Unit-II : S.No. 202/31-38, NH-Highway Road, Modavalasa Village, Denkada Mandal, Vizianagaram - 535 004, Ph : 08922-243558

Office : #30-15-138/20, II Floor, Binayaka Complex, Dabagardens, Visakhapatnam - 530 020. Ph : 0891-2501182, Fax : 0891-6643653

Regd. Office : 23A, N.S.Road, 7th Floor, Room-31, Kolkata - 700 001, Mobile : 7382602726

(Converted into Public Limited Company with effect from 24.08.2015)

info@narayanitmt.com

Steel for Civil Constructions, Industry & Agribusiness

# NARAYANI STEELS LIMITED

CIN - L27109WB1996PLC082021

Registered Office: 23A, N.S.Road 7th Floor, Room-31 Kolkata West Bengal 700001, India.

Tel: 07288878331 Fax: 08916643654

Website: [www.narayanitmt.com](http://www.narayanitmt.com)

E-mail: [info@narayanitmt.com](mailto:info@narayanitmt.com)

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## **NOTICE OF POSTAL BALLOT**

**[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014]**

Dear Members,

Notice is hereby given to the Members of Narayani Steels Limited ('the Company') pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014 including any statutory modification and re-enactment thereof from time to time and for time being in force that the resolution appended herein below are proposed to be passed by way of special resolution through postal ballot. The proposed Special Resolutions and Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto along with Postal Ballot form is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Messrs. N Agrawal & Associates, Practicing Chartered Accountants, (FRN:015892S), as the Scrutinizer for conducting the postal ballot process including voting by electronic means (e-voting) in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Members are requested to read the instructions carefully printed on the postal ballot form and return the form duly completed according their assent and dissent to the proposed resolution in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizers on or before Wednesday, the 21st day of March, 2018.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

### **TO MORTGAGE AND/OR CREATE CHARGE ON THE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE FOR AVAILING THE LOAN/CREDIT FACILITIES FROM THE BANKS AND FINANCIAL INSTITUTIONS FROM TIME TO TIME.**

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (here-in-after 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 create such mortgages/charges/hypothecation and /or other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company and other permitted assets where-so-ever situated, present and

future, with power to enter upon and take possession of assets of the Company in certain events when so provided in the Agreements(s) /Deeds entered into, such charges to rank either pari passu with or second, subsequent, and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, NBFCs, Banks and other lending institutions and/ or to such other persons, if any from whom the Company has/ or proposed/ proposes to borrow money/sums of money by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other Financial Instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost charges and other incidental expenses and other monies in terms of the Agreement(s) entered/ to be entered into by the Board of Directors/ any Committee thereof, upto the overall borrowing limits of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) as fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director and/ or Director(s) of the Company be and are hereby jointly/severally authorized to do or cause to be done all such acts, matters, deeds and other things as it may in their absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid Resolution.”

By Order of the Board of Directors  
For Narayani Steels Limited

Sd/-  
Arun Kumar Meher.  
Company Secretary & Compliance Officer

Place: Kolkata

Date: 09.02.2018

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed to this notice.
2. The Company shall dispatch the Notice to those Shareholders who were holding Shares as on 09.02.2018
3. The Board of Directors has appointed Messrs. N Agrawal & Associates, Practicing Chartered Accountants, (FRN:015892S), as the Scrutinizer for conducting the postal ballot/E-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.

**Voting through physical Postal Ballot Form:**

4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre-paid postage envelop to the Scrutinizer. However, Postal Ballot Form, if deposited in person or sent by courier or by Registered Post at the expenses of the member will also be accepted. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 21.03.2018. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
5. The members who have not received the postal ballot forms may send an e-mail at [info@narayanitmt.com](mailto:info@narayanitmt.com) for obtaining duplicate thereof.

## Voting through electronic means:

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member of the company, holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolution contained in this notice. Accordingly, the Company is providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited as the Authorized Agency to provide e-voting facilities.

### The procedure and instructions for e-voting are as under:

- a) The voting period begins on Tuesday, February 20, 2018 (10.00 a.m. IST) and ends on Wednesday, March 21, 2018 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 09th February, 2018 may cast their vote electronically.
- b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on Shareholders.
- d) Now Enter your User ID
- i. For CDSL: 16 digits beneficiary ID,
- ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) 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.
- g) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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.

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN of BSE Limited
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

7. Kindly note that the members can opt only one mode for voting i.e. either by physical ballot or e- voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be ignored.
8. The Postal Ballot Notice will also be available on the Company's website [www.narayanitmt.com](http://www.narayanitmt.com).
9. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting) on or before the close of working hours i.e. 5.00 p.m. on 22.03.2018. The result of postal ballot shall be declared on or before 5.00 p.m. on 22.03.2018. The result of postal ballot (including e-voting), along with the Scrutinizer`s Report thereon shall be placed on the Company`s website ([www.narayanitmt.com](http://www.narayanitmt.com)), and be communicated to the Stock Exchanges where the shares of the Company are listed.
10. The date of declaration of postal ballot result will be taken to be the date of passing of the special resolution subject to the receipt of requisite number of votes in favour of the resolution.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

#### **ITEM 1**

The Company in its AGM held on 17.08.2015 has obtained shareholders' approval to borrow and raise such sum or sums of money from time to time as may be required for the purpose of business of the Company from Company's Bankers and other Banks including foreign Bank, Financial Institutions, NBFCs or other Persons, Firms, Bodies Corporate or any other Juristic person on such terms and conditions as may be considered and suitable by the Board of Directors upto a limit of Rs.300,00,00,000(Three Hundred Crores) notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the Temporary Loans obtained from Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves.

It is proposed to increase the existing limit of Rs. 300 Crores to Rs. 500 Crores subject to approval of shareholders.

For the purpose of obtaining Shareholders' approval it is proposed to pass the resolution by E-voting with of Postal Ballot.

Except Promoter, Directors and their relative, no other director or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors  
For **Narayani Steels Limited**

**Sd/-**

**Arun Kumar Meher**  
Company Secretary & Compliance Officer

Place: kolkata  
Date: 09.02.2018