

**Balasore Alloys Limited**  
**CIN: L27101OR1984PLC001354**  
**Registered Office: "Balgopalpur- 756 020, Dist.: Balasore, Odisha**  
**Tel: +91-6782-275781-85, Email: [mail@balasorealloys.com](mailto:mail@balasorealloys.com),**  
**Website: [www.balasorealloys.com](http://www.balasorealloys.com)**

**Postal Ballot Notice**

NOTICE is hereby given to the members of Balasore Alloys Limited ("the Company") that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations"), General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable provisions, if any, of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means ("e-voting") only:

- **To appoint Mr. Pankaj Kapoor (DIN: 01605419) as an Independent Director of the Company**

The statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the applicable provisions of the Act, Rules, LODR Regulations read with the MCA Circulars, the Company provides e-voting facility only to its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Ltd as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Postal Ballot Notice will also be available on the Company's website at [www.balasorealloys.com](http://www.balasorealloys.com) and on the website of Central Depository Services (India) Ltd at [www.cdslindia.com](http://www.cdslindia.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed. Members, who have any other queries, may write to the Company at: [investorshelpline@balasorealloys.com](mailto:investorshelpline@balasorealloys.com).

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> January 2025 has appointed Mr. Raj Kumar Banthia of MKB & Associates, Practicing Company Secretary, (Membership No. 17190 and CP No.18428) as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot, including E-voting process, in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Members may note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted. Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the e-voting process not later than 05:00 p.m. IST on Friday, March 7, 2025. E-voting facility will be blocked by CDSL immediately thereafter and voting will not be allowed beyond the said date and time.

After completion of scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman of the Company ("**Chairman**") or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot (including E-voting) shall be declared within 2 (two) working days from the end of voting i.e. on or before 11<sup>th</sup> March, 2025, at the registered office of the Company and communicated to the stock exchange(s), depository (ies), registrar and share transfer agent and shall also be displayed on the Company's website, viz., [www.balasorealloys.com](http://www.balasorealloys.com) and the website of E-voting agency, viz. [www.cdslindia.com](http://www.cdslindia.com).

Members holding equity shares of the Company as on **31/01/2025 ("Cut-off Date")** have the option of voting by E-voting process.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting facility arranged by the Company are mentioned in the Notes below under the section "Voting through Electronic Means" under this Postal Ballot Notice

**Members may note that E-voting shall commence at 9.00 A.M. on 06<sup>th</sup> February 2025 and will remain open up to 5.00 P.M on 07<sup>th</sup> March 2025.**

For the purpose of E-voting, the Company has engaged the services of Central Depository Services (India) Ltd. Members requiring any clarifications on E-voting may contact Central Depository Services (India) Ltd. on toll-free number 1800225533 or by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Also, if any Member needs assistance with regards to using the technology, they can contact Central Depository Services (India) Ltd, e-mail id - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Toll Free No.: 1800225533; with attention to [investorshelpline@balasorealloys.com](mailto:investorshelpline@balasorealloys.com).

In accordance with SS-2, issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for E-Voting i.e. 07<sup>th</sup> March 2025.

## Resolution(s) by means of Postal Ballot

### To appoint Mr. Pankaj Kapoor (DIN: 01605419) as Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Mr. Pankaj Kapoor (DIN: 01605419) who was appointed as an Additional Director (Non-Executive, Independent), by the Board with effect from November 5, 2024, and who has submitted a declaration that he meets the criteria for independence as per the Act and LODR Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years i.e., from November 5, 2024 up to November 4, 2029, not liable to retire by rotation;"

**"RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution."

### By Order of the Board of Directors For Balasore Alloys Limited

Pankaj Agarwal  
(Company Secretary)

Place: Kolkata  
Date: 27.01.2025

Note:

1. The businesses mentioned above require the consent of the members of the Company through Postal Ballot (including E-voting).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposal, is annexed to this Postal Ballot Notice.
3. The Notice is being sent by e-mail to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 31st January 2025 i.e. the Cut-off Date. The Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of physical shareholding). Members whose email addresses are not registered shall register their email as per the instructions given in the Notes below.
4. Members whose names appear on the Register of members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cut-off Date. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting.
5. In compliance with Regulation 44 of the Listing Regulations and with Sections 108 and 110 of the Companies Act, 2013 and the rules made thereunder, and the provisions of the MCA Circulars, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the E-voting facility provided by CDSL. The instructions for electronic voting are annexed to this notice.

Copy of this Notice will also be available on the Company's website at [www.balasorealloys.com](http://www.balasorealloys.com) and on the website of Central Depository Services (India) Ltd at [www.cdslindia.com](http://www.cdslindia.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed. Members, who have any other queries, may write to the Company at: [investorshelpline@balasorealloys.com](mailto:investorshelpline@balasorealloys.com).

6. The Special Resolution(s) mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes cast, if any, against the said Resolution(s). The ordinary resolution mentioned above shall be acted upon only if the number of votes cast in favor of the resolution is more than the number of votes cast against it, subject to other applicable provisions.
7. Resolution(s) assented to by the requisite majority of the members by means of E-voting shall be deemed to have been duly passed on the last date specified for E-voting i.e. 07th March 2025.
8. The Scrutinizer's decision on the validity of E-voting will be final and binding.
9. Voting through electronic means: The procedure and instructions for E-voting are as follows
  - (a) Date and time of commencement of voting through electronic means: 06th February 2025 at 9.00 AM Hours (IST).
  - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 07<sup>th</sup> March 2025 till 5.00 PM Hours (IST).
  - (c) Details of Website: [www.cdslindia.com](http://www.cdslindia.com) or [www.evotingindia.com](http://www.evotingindia.com)  
Details of persons to be contacted for issues relating to E-voting: Sr Manager, CDSL, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or call at Toll Free No.: 1800 22 55 33 or send an E-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - (d) Details of Scrutinizer: Mr. Raj Kumar Banthia, Membership No. 17190; C.P. No. 18428.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **06th February 2025 at 9.00 am (IST) and ends on 07th March 2025 at 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 **31st January 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS</li> </ol>

	<p>“Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10digit 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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorshelpline@balasorealloys.com](mailto:investorshelpline@balasorealloys.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorshelpline@balasorealloys.com](mailto:investorshelpline@balasorealloys.com) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

10. A person, whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of E-voting.
11. The voting rights of members shall be in proportion to their shareholding in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. 31st January, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. Members who do not have the User ID and Password for E-Voting or have forgotten the User ID and Password may retrieve the same by following the E-Voting instructions mentioned elsewhere in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
13. Mr. Raj Kumar Banthia, MKB & Associates, has been appointed as Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
14. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the E-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or to

any other person authorized by the Chairman of the Company.

15. The result of the Postal Ballot will be announced on or before **Tuesday i.e. 11th March 2025** at the Registered Office of the Company. The results of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website at [www.balasorealloys.com](http://www.balasorealloys.com) and shall also be communicated to the stock exchanges where the shares of the Company are listed.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
17. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one newspaper in vernacular language, (i.e. Odiya).
18. All documents referred to in the Notice will be kept open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, up to the last date specified by the company for E-voting.

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

The following statement sets out all material facts relating to the resolution set out in the Notice:

##### **Appointment of Mr. Pankaj Kapoor (DIN: 01605419) as an Independent Director of the Company**

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee of the Board ("NRC") and subject to the approval of the members of the Company, appointed Mr. Pankaj Kapoor (DIN: 00012214) as an Additional Director (Non-Executive, Independent), of the Company, with effect from November 05, 2024, for a period of 5 (five) consecutive years i.e., up to November 04, 2029 (both days inclusive), not liable to retire by rotation.

Mr. Pankaj Kapoor has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such an appointment. Mr. Pankaj Kapoor is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act").

The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Mr. Pankaj Kapoor as an Independent Director of the Company. In the opinion of the Board, Mr. Pankaj Kapoor fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Pankaj Kapoor's skills, background and experience are aligned to the said attributes.

##### **By Order of the Board of Directors For Balasore Alloys Limited**

Pankaj Agarwal  
(Company Secretary)

**Place:** Kolkata  
**Date:** 27.01.2025