

## **BHORUKA ALUMINIUM LIMITED**

L27203KA1979PLC003442

427E, 2nd Floor, Hebbal Industrial Area, Mysuru – 570 016

www.bhorukaaluminium.com

### **NOTICE**

Notice is hereby given that the **36<sup>th</sup> Annual General Meeting** of the members of the Boruka Aluminium Limited (CIN: L27203KA1979PLC003442) will be held on **Friday, the 30<sup>th</sup> September, 2016 at 9:30 a.m.** at Hotel Royal Inn, # 435 K.R.S. Road, Metagalli, Mysuru - 570 016 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at **31<sup>st</sup> March, 2016** and the Profit and Loss Account for the financial year ended as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Akhilesh Kumar Pandey (holding DIN 03325271) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, M/s. R.S. Agarwala & Co. (Firm Registration No. 00049S) Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

#### **SPECIAL BUSINESS:**

4. **Variation in terms of remuneration of Managing Director**

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

**“RESOLVED THAT** in partial modification of the resolution passed by the members at the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015 for the re-appointment of Shri Raj Kumar Aggarwal (holding DIN:01559120) as the Managing Director of the Company for a period of 3 years effective 1<sup>st</sup> April, 2015 liable to retire by rotation and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder(as amended from time to time) read with Schedule V to the Act, **approval of the Company** be and is hereby accorded for payment of House Rent Allowance (HRA) of Rs. 80000/- per month in addition to the salary of Rs.1,25,000/- per month effective 1<sup>st</sup> April, 2015 up to the end of his tenure.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board**

Place : Mysuru

Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

#### **NOTES:**

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the **SPECIAL BUSINESS** to be transacted at the Meeting under Item No.4 is annexed hereto.
2. (A) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.

- (B) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
  4. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
  5. Pursuant to Section 91 of the Companies Act, 2013, the **Register of Members and Share Transfer Books** will remain closed from **Monday, the 26<sup>th</sup> September, 2016** to **Friday, the 30<sup>th</sup> September, 2016** (both days inclusive) for the purpose of Annual General Meeting.
  6. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
  7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its Registered Office **at least seven days** prior to the date of Annual General Meeting to enable the Management to compile the relevant information to reply the same in the meeting.
  8. The Equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the Share Certificates through their Depository Participant (DP) to M/s. Karvy Computershare Private Limited, Hyderabad – 500 032.

9. Any change in particulars including address, bank mandate and nomination of shares held in demat form should be notified only to their respective Depository Participants (DP) where the members are maintaining their demat account. However, any change in particulars in respect of shares held in physical form should be sent to the Company's Registrar and Share Transfer Agents as mentioned above.

#### 10. **Unclaimed Dividends**

Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there under unclaimed dividend of Rs. 1,70,910 of the Company for the financial year ended March 31, 2008 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies (Amendment) Act, 1999 on 1st August, 2015. The amount so transferred cannot be claimed either from the Company or from the Fund.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 details to M/s. Karvy Computershare Private Limited, Hyderabad-500 032.
12. The brief profile of the Directors proposed to be appointed / re-appointed is furnished in the Corporate Governance Report.
13. Service of document through E-mail – Details pertaining to the service of documents through E-mails is furnished in Corporate Governance Report, which forms part of the Annual Report.

#### 14. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Service.

The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by M/s. Karvy Computershare Private Limited.

Members of the Company can transact all the items of the business through Electronic Voting System as contained in the Notice of the AGM.

The e-voting facility will be available at the link <https://evoting.karvy.com> during the following voting period:

**Period of remote e-voting: From 9:00 A.M. on 27<sup>th</sup> September, 2016 to 5:00 P.M. on 29<sup>th</sup> September, 2016.**

**Remote E-voting shall not be allowed beyond 5:00 P.M. on 29<sup>th</sup> September, 2016.** During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on Friday, 23<sup>rd</sup> September, 2016 (being the Cut-off date)** may cast their vote electronically, through the E-voting Platform provided by M/s. Karvy Computershare Private Limited. The members who have acquired shares consequent to record date may contact M/s. Karvy Computershare Private Limited, Hyderabad for issue of separate e-voting facility.

The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail Ids with the Company / Depository Participants along with physical copy of the notice. Those members who have registered their e-mail Ids with the Company/their respective Depository Participants are being forwarded the login ID and Password for e-voting along with process, manner and instructions by e-mail only.

**Mr. Sunil Kumar B.G. of M/s. Sunil B.G. & Associates, Company Secretaries (CP No. 8900)** has been appointed as the Scrutinizer to scrutinize the remote e-voting /poll process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website [www.bhorukaaluminium.com/investors](http://www.bhorukaaluminium.com/investors) as well as on the Website of Karvy Computershare Private Limited within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchange(s).

**Electronic copy of the Notice of the 36<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with the Company / respective Depository Participants for communication purposes, unless any member has requested for a hard copy of the same.**

For members who have not registered their e-mail address, physical copies of the Notice of the **36<sup>th</sup> Annual General Meeting** of the Company, inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form being sent in the permitted mode.

Those members who have not casted their right to vote electronically and attend the **36<sup>th</sup> Annual General Meeting** in person, the Ballot /Poll Form will be distributed to the Members /Proxies at the venue of the Annual General Meeting to cast their vote.

## PROCEDURE FOR REMOTE E-VOTING

I. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from Karvy :

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. After entering the above details Click on - Login.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company' Now you are ready for e-voting as 'Cast Vote' page opens.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".

- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- (xii) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [acs.sunil@gmail.com](mailto:acs.sunil@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- (i) **INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP ATTACHED**

| EVENT<br>(E-Voting Number) | USER ID | PASSWORD |
|----------------------------|---------|----------|
| -                          | -       | -        |

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above, to cast vote.

**Voting at AGM:** Members have an option to vote either Remote e-voting (availing the services provided by KARVY) OR by using the Ballot / Poll Form to be distributed at the meeting. If members have cast their vote through remote e-voting, then they should not cast their vote at the meeting but they can attend meeting. However, if a member has voted through Remote e-voting and has again voted at the meeting, then the voting done through Remote e-voting shall prevail and voting done at the meeting shall be treated as invalid.

## OTHER INSTRUCTIONS

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com> / Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Karvy Computershare Private Limited, Unit of Boruka Aluminium Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on **Tuesday, 27<sup>th</sup> September, 2016 (9:00A.M. IST)** and ends on **Thursday, 29<sup>th</sup> September, 2016 (5.00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, 23<sup>rd</sup> September, 2016**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **Friday, 23<sup>rd</sup> September, 2016**.

- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., **Friday 23<sup>rd</sup> September, 2016**, he/she may obtain the User ID and Password in the manner as mentioned below :
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567
  - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to: [evoting@karvy.com](mailto:evoting@karvy.com) However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall be placed on the Company's Website: [www.bhorukaaluminium.com](http://www.bhorukaaluminium.com), Website of Karvy Computershare Private Limited and communicated to the Bombay Stock Exchange Limited (BSE) where shares of the Company are listed.
- VIII. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

**By order of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 4**

#### **Variation in terms of Remuneration of Managing Director**

The members of the Company at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, had approved the re-appointment of Shri Raj Kumar Aggarwal (holding DIN:01559120) as Managing Director of the Company effective 1<sup>st</sup> April, 2015 for a period of 3 years and the terms of remuneration payable to him.

The members had inter alia approved salary of Rs. 1,25,000/- per month with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in accordance with the limits specified in Schedule V of the Companies Act, 2013.

As per the Remuneration Policy of the Company, the Managing Director is entitled for house rent allowance in lieu of free furnished accommodation. Taking into consideration of his position and responsibility, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 12<sup>th</sup> February, 2016 have approved the payment of House Rent Allowance of Rs.80000/- per month in addition to salary of Rs. 125000/- per month effective 1<sup>st</sup> April, 2015 up to the end of his tenure.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for the approval of the Members.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Raj Kumar Aggarwal (holding DIN: 01559120), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**By order of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)