



NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BHARAT ALUMINIUM COMPANY LIMITED WILL BE HELD ON MONDAY 20TH FEBRUARY, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 'ALUMINIUM SADAN', 2ND FLOOR, CORE-6, SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI - 110 003, AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Authorization for issuance and allotment of redeemable, non-convertible debentures ("NCD's") aggregating up to Rs. 1,500 Crores in such tranches on such terms and conditions to be decided by the Board of Directors.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "Stock Exchanges") where the securities of the Company are listed and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the secured redeemable Non-Convertible Debentures in one or more series, denominated in Indian rupees or in any foreign currency including but not limited to subordinated debentures, bonds, and/or other debt securities, etc. ("NCD's"), on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members up to Rs 1,500 Crores (Rupees One Thousand Five Hundred Crores only).

Bharat Aluminium Company Limited; Balco Nagar, Korba, Chhatisgarh-495684

**Registered Office: ALUMINIUM SADAN, 2ND FLOOR, CORE-6-SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI-110 003
T: 01149166106, F: 01124320177 www.balcoindia.com**

CIN: U74899DL1965PLC004518



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee , be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto.”

By order of the Board

SD /-

Rohit Sarda

(Company Secretary)
(ACS-35653)

Date:

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be member.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Annual General Meeting.
3. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

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Explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the act”)

Board in its 293rd meeting dated 21st July 2014 had approved for Issuance of NCD of Rs. 2,000 Cr and this was further approved in EGM dated 26th Aug 2014. Company had issued NCD of Rs. 500 Cr only and balance NCDs could not be issued due to higher interest rate and poor liquidity in Bond market at that time.

Looking into the refinancing need of Company and favorable Bond market, it is proposed to issue NCD of Rs 1500 Cr. As per Sec 71 of the Companies Act, 2013 a company may issue debentures w.r.t. Sec 42 of the Companies Act, 2013 and Rule 14(2) (a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Second Proviso to Rule 14(2)(a) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Pursuant to Sec 71 and Sec 42 (2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 approval of the members is sought by way of special resolution to issue and allot redeemable, non-convertible debentures aggregating up to Rs. 1,500 Crores, in such tranches and as per the terms to be decided by the Board.

Shareholders of the Company need to approve the same in the EGM of the Company.

The Directors recommends the resolution for members’ approval as Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.



FORM NO MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Members	
Registered Address :	
E mail Id :	
Folio No:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name..... Address.....
 Email IDSignature..... or failing him/her

(2) Name.....Address.....
 Email IDSignature..... Or failing him/her

(3) NameAddress.....
 Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Monday 20th Feb, 2017 at 03:00 p.m. at Aluminium Sadan, 2nd Floor, Core-6, Scope Complex, 7 Lodi Road, New Delhi-110 003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Resolution under Section 71 of the Companies Act, 2013 for approval of issuance of NCD

Signed this __ day of Jan, 2017

Signature of the Shareholder

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



ATTENDANCE SLIP

Request to fill the attendance slip and hand over at the entrance of the meeting Joint shareholders may obtain additional Slip at the venue of the meeting.

Extra Ordinary General Meeting, Monday 20th February, 2017 at 03:00 p.m. at Aluminium Sadan , 2nd Floor, Core-6, Scope Complex, 7 Lodi Road, New Delhi-110 003

Regd. Folio No. _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Monday 20th Feb, 2017 at 03:00 P.M at Aluminium Sadan, 2nd Floor, Core-6, Scope Complex, Lodi Road , New Delhi -110 003.

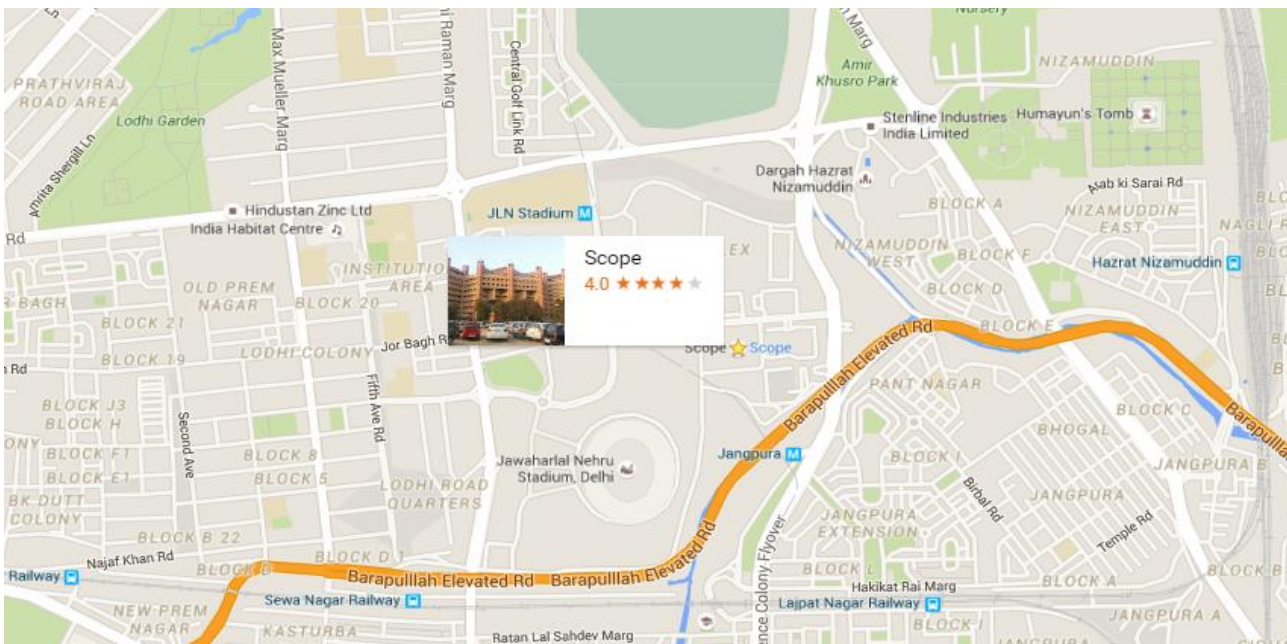
Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



ROUTE MAP



Bharat Aluminium Company Limited; Balco Nagar, Korba, Chhatisgarh-495684

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