

BHORUKA ALUMINIUM LIMITED

CIN:L27203KA1979PLC003442

REGD.OFFICE: NO. 427E, 2ND FLOOR, HEBBAL INDUSTRIAL AREA
MYSURU-570 016

Website: www.bhorukaaluminium.com

Telephone: 0821-2510351/2510352

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the **Members of Bhoruka Aluminium Limited ("the Company")** by means of Postal Ballot ("**the Postal Ballot**") including Voting through Electronic Means (**e-voting**), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed Shri Sunil Kumar Billavara Govinda of M/s. Sunil B.G.Associates, Company Secretaries (CP No.8900) for conducting the **Postal Ballot including E-voting process** in a fair and transparent manner and has given his consent to be appointed as Scrutinizer and will be available for the said purpose.

Members have the option to vote either by means of **physical Postal Ballot** or **through E-voting**. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and **return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope** so as to reach the Scrutinizer not later than the close of working hours, that is, **5:00 p.m. on Thursday, 4th January, 2018**. Postal Ballot Forms received after 5:00 p.m. on **Thursday, the 4th January, 2018** will be treated as 'invalid'. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 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 providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice.

Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on **Friday, 5th January, 2018**, at the Registered Office of the Company and also by placing the same on the Company's website: www.bhorukaaluminium.com and on the website of Karvy: <https://evoting.karvy.com>. The results will also be simultaneously communicated to the Bombay Stock Exchange Limited (BSE).

SPECIAL BUSINESS

1. Approval to Sell, Transfer or convey or assign or otherwise dispose of Land with Building pursuant to Section 180(1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) 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) (the “Act”) read with Companies (Management and Administration) Rules, 2014 as amended and the provisions of the Memorandum and Articles of Association of the Company and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permission from concerned authorities and banks, **consent** of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include any committee thereof) to sell, transfer, convey, assign the land and building admeasuring 4039 Sq.Mtrs situated at Plot No. 427E (Part) in Survey No.29 Hebbal Industrial Area,Kasaba Hobli, Mysuru -570 016 to **Bhoruka Fabcons Private Limited**, a related party for a consideration at a prevalent fair market value, not exceeding an amount of Rs.4,00,00,000 /= (Rupees Four Crore only)”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, sell, transfer, convey, assign the said property, methods and modes in respect thereof, determining the exact effective date, executing, registering the necessary documents in favour of **“Bhoruka Fabcons Private Limited”**with the concerned Government authorities including but not limited to Sale Agreement, Sale Deed, Deeds of Conveyance, Records of Rights and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate all or any of its powers herein conferred to any Committee and/or Director (s) to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

2. Approval to Sell, Lease, Transfer, convey, assign or otherwise dispose of the Company's Agricultural Land

To consider and, if thought fit, to pass with or without modification(s),the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) 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) (the “Act”) read with Companies (Management and Administration) Rules, 2014 as amended and the provisions of the Memorandum and Articles of Association of the Company and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permission from concerned authorities and banks, **consent** of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include any committee thereof) to sell, transfer, convey, assign or dispose of agricultural land situated at (1) No.11/1 (5 acres) (2) No.11/47 (16 acres), Heravanadu Village, Appagala Post, Bettagiri Mandal Panchayat, Smapanje Hobli, Madikeri Taluk, Coorg District, Karnataka measuring 21 acres to any person(s) and /or entity(ies), Body Corporate, or any prospective buyer or to such other purchaser as the Board may identify and approve in this regard as may be determined by the Board, with effect from such date, for such consideration, and on such terms and conditions and with such

modifications as may be required as the Board may deem fit and appropriate in the best interest of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be required or deemed necessary or incidental thereto and to settle all issues that may arise in this regard, without further referring the matter to the Members of the Company, including finalizing the suitable purchaser(s)/ assignee(s), as the case may be, of the said agricultural land, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and negotiating, finalizing and executing and registering the necessary documents including Agreements, Agreement for sale, Deeds of Conveyance, Records of Rights and Irrevocable Powers of Attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate all or any of its powers herein conferred to any Committee and/or Director (s) to give effect to this resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

3. For transaction with Bhoruka Fabcons Private Limited, being a related party for sale of land and building pursuant to Section 188 (1) (b) of the Companies Act, 2013 and Rules made there under and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (b) 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) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **consent** of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include any committee thereof) with respect to the sale transfer, convey and assign the land and building admeasuring 4039 Sq. Mtrs situated at Plot No. 427E (Part) in Survey No.29 Hebbal Industrial Area, Kasaba Hobli, Mysuru -570 016 to **Bhoruka Fabcons Private Limited**, a related party for a consideration at a prevalent fair market value, not exceeding an amount of Rs.4,00,00,000 /= (Rupees Four Crore only)”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, Sale Deed, deeds of assignment/ novation/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate all or any of its powers herein conferred to any Committee and/or Director (s) to give effect to this resolution.”

“**RESOLVED FURTHER THAT** all acts, deeds, matters and things either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or Officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

By Order of the Board
For Bhoruka Aluminium Limited
Sd/=

Raj Kumar Aggarwal
Managing Director
DIN: 01559120

Place: Mysore
Date: 24th November, 2017

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants(in case of electronic shareholding). **Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.**
3. The Postal ballot notice is being sent to all members, whose names appear in the Register of Members/ List of Beneficial Owners received from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), **on Friday, 1st December, 2017 (i.e. cut - off date)**. The voting rights of every Member shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository as on **1st December, 2017**.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investor Relations" section on the Company's website: www.bhorukaaluminium.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on **Thursday, 4th January, 2018**.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of **Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility**. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. **During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".**
7. The e-voting period commences on **Wednesday, 6th December 2017 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, 4th January, 2018**. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **Friday, 1st December, 2017**, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is **Thursday, 4th January, 2018**.
9. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of despatch of this Postal Ballot Notice till **Thursday, 4th January, 2018**.

10. 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 Bhoruka Aluminium Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at 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.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
12. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

INSTRUCTIONS FOR VOTING

1. Information and instructions relating to e-voting:

(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 with a copy marked to 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."

(xiii) In case of Members receiving physical copy of the Postal Ballot Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

(a) User ID and initial password - Initial password is provided in Postal Ballot Form in the following format:

| EVENT (E-Voting Number) | USER ID | PASSWORD |
|----------------------------|---------|----------|
| - | - | - |

(b) Please follow all steps from Sr. No. (i) to Sr. No. (xiii) above, to cast vote.

The e-voting period commences on Wednesday, 6th December, 2017 (9:00A.M. IST) and ends on Thursday, 4th January, 2018 (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, 1st December, 2017**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The 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.

I. 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, 1st December, 2017**.

- a. 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.
- b. Member may call Karvy's toll free number 1-800-3454-001
- c. Member may send an e-mail request to: evoting@karvy.com However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Information and instructions relating to voting through physical Postal Ballot Form:

- I. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (**FOR**) or Dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) **on Thursday, 4th January, 2018** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- II. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- III. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

- IV. The members are requested to note the following contact details for addressing e-voting grievances:
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800-3454-001
E-mail: evoting@karvy.com

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. (s) 1 and 2

The Company intends to clear its liabilities by disposing some of its non-core immovable assets. In order to clear the outstanding liabilities, **pursuant to the recommendation of the Audit Committee**, to sell or dispose of the non-core immovable assets, Board of Directors at its meeting held on 24th November, 2017 approved the sale of land and building admeasuring 4039 Sq.Mtrs situated at Plot No. 427E (Part) in Survey No.29 Hebbal Industrial Area, Kasaba Hobli, Mysuru -570 016 to **Bhoruka Fabcons Private Limited, is being** a related party for a consideration at a prevalent fair market value, not exceeding an amount of Rs.4,00,00,000 / = (Rupees Four Crore only)". ; and to sell, transfer, convey, assign or dispose of agriculture land situated at (1) No.11/1 (5 acres) (2) No.11/47 (16 acres), Heravanadu Village, Appagala Post, Bettagiri Mandal Panchayat, Smapanje Hobli, Madikeri Taluk, Coorg District, Karnataka measuring 21 acres to any person(s) and /or entity(ies), Body Corporate, or any prospective buyer or to such other purchaser as the Board may identify and approve in this regard as may be determined by the Board, with effect from such date, for such consideration, and on such terms and conditions. The Company has identified the aforesaid properties which may be 'substantial' in terms of Section 180(1)(a) of the Companies Act, 2013.

In order to sell the said properties which are considered as substantial, approval of Members of the Company is necessary by way of passing a **Special Resolution** under Section 180(1) (a) of the Companies Act, 2013, resorting through Postal Ballot process as required under the provisions of Section 110 of the Act read with the relevant Rules.

The consideration to be received on said sale, transfer, convey, assign or dispose of the said properties shall be utilized in paying off the outstanding liabilities.

Accordingly, the Board of Directors recommends passing of the Special Resolutions as set out under item nos. 1 and 2 of this Postal Ballot Notice for approval of the Members is being sought either assent (for) and/or dissent (against) through Postal Ballot / E-voting.

Except Shri Raj Kumar Aggarwal, Managing Director, as a related party for Resolution **under item no. 1 of the Postal Ballot Notice**, None of the other directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution

Item No. 3

Bhoruka Fabcons Private Limited, a related party, occupied the premises on rental basis from the year 2006 had evinced its interest to buy the land and building admeasuring 4039 Sq.Mtrs situated at Plot No. 427E (Part) in Survey No.29 Hebbal Industrial Area, Kasaba Hobli, Mysuru -570 016 for a consideration at a prevalent fair market value, not exceeding an amount of Rs.4,00,00,000 / = (Rupees Four Crore only)".

As per Section 188(1) (b) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and **Regulation 23** of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR)'], transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' to be approved by the Members of the Company by way of an Ordinary Resolution. As per Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, since

the amount for agreement for selling or disposing of the aforesaid property exceeds the threshold limit, approval of the members would be required by way of an **Ordinary Resolution** to enter into the agreement for sale and transfer of the said property to Bhoruka Fabcons Private Limited, a related party, as defined under Section 2(76) of the Companies Act, 2013.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

| | |
|--|--|
| 1. Name of Related Party | Bhoruka Fabcons Private Limited |
| 2.Name of Director or Key Managerial Personnel or a relative of a Director/ KMP who is related if any | Mr.Utsav Agarwal |
| 2.Nature of Relation | Mr.Utsav Agarwal, Whole Time Director of Bhoruka Fabcons Private Limited is a Son of Shri Raj Kumar Aggarwal, Managing Director of the Company. |
| 3. Nature, material terms, monetary value and particulars of the contract or arrangement | The transaction with Bhoruka Fabcons Private Limited involves sale of land and building admeasuring 4039 Sq.Mts situated at Plot No. 427E (Part) in Survey No.29 Hebbal Industrial Area, Kasaba Hobli, Mysuru -570 016 for a consideration at a prevalent fair market value, not exceeding an amount of Rs.4,00,00,000 /= (Rupees Four Crore only)". |
| 4 Any other relevant information or fact Important for the members to make Decision on the proposed transaction. | Transaction with related party is at an arms' length basis and at prevalent fair market value |

Accordingly, the Board of Directors recommends passing of the **Ordinary Resolutions** as set out under **item no. 3** of this Postal Ballot Notice for approval of the Members is being sought either assent (for) and/or dissent (against) through Postal Ballot / E-voting.

Except Shri Raj Kumar Aggarwal, Managing Director, as a related party under item no. 3 of the Postal Ballot Notice, None of the other directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the special/ordinary resolutions set out under item No.1 and 3 of the Postal Ballot Notice, irrespective of whether the entity is a party to the particular transaction or not.

By Order of the Board
For Bhoruka Aluminium Limited

Sd/=

Raj Kumar Aggarwal
Managing Director
DIN: 01559120

Place: Mysore
Date: 24th November, 2017

BHORUKA ALUMINIUM LIMITED

CIN:L27203KA1979PLC003442

REGD.OFFICE: NO. 427E, 2ND FLOOR, HEBBAL INDUSTRIAL AREA

MYSURU-570 016

Website: www.bhorukaaluminium.com

Telephone: 0821-2510351/2510352

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First Named Member

2. Name(s) of the Joint holder(s) if any

3. Folio No./Client ID/DP ID*
(* Applicable only to members holding Equity Shares in dematerialised form)

4. Number of Share (s) held

5.I/ we hereby exercise my / our vote(s) in respect of the following **Resolution(s)** to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated **24th November, 2017** issued by the Company, by conveying my / our assent or dissent to the said resolution(s) by placing a tick mark (✓) in the appropriate box below:

| Resolution No. | Description | No.of Equity Shares held by me/us | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|----------------|---|-----------------------------------|-------------------------------------|--|
| 1 | Special Resolution: Approval to Sell, Transfer or convey or assign or otherwise dispose of Land with Building pursuant to Section 180(1) (a) of the Companies Act, 2013 and Rules made there under and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Bhoruka Fabcons Private Limited, a Related Party | | | |
| 2 | Special Resolution: Approval to Sell, Lease, Transfer, convey, assign or otherwise dispose of the Company's Agriculture Land pursuant to Section 180(1)(a) of the Companies Act, 2013. | | | |
| 3 | Ordinary Resolution: Approval for transaction with Bhoruka Fabcons Private Limited, being a related party for sale of land and building pursuant to Section 188 (1) (b) of the Companies Act, 2013 and Rules made there under and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: | | | |

Place:

Date:

Signature of the Member

Particulars for e-votingMembers opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

| EVENT (E-voting number) | USER ID | PASSWORD |
|-------------------------|---------|----------|
| | | |

Note: Please read the instructions given overleaf carefully before exercising your vote.**Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:**

| Commencement of Voting | End of Voting |
|---|---|
| From 9:00 a.m. (IST) on Wednesday, 6 th December, 2017 | Upto 5.00 p.m. (IST) on Thursday, 4 th January, 2018 |

The voting will not be allowed beyond 5:00 p.m. (IST) on Thursday, 4th January, 2018 and the e-voting shall be disabled by KARVY upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by **physical Postal Ballot** may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid **Business Reply Envelope**. Postage will be borne by the Company.
3. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
4. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
5. The consent must be accorded by recording the assent in the column **FOR** and dissent in the column **AGAINST** by placing a tick mark(√) in the appropriate box.
6. **The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:**
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (√) in both the columns, that is, for **Assent** and also for **Dissent** to the resolution in such manner that the aggregate shares voted for **Assent** and **Dissent** exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on **Thursday, 4th January, 2018** .If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (incase of electronic shareholding) as on **Friday, 1st December, 2017 (Cut off date)**.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on **Thursday, 4th January, 2018**
10. **Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.**