

17th October, 2017

To,
The National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai-400051

Dear Sir,

**Sub: - Postal ballot Notice and Form
Scrip Code: SAGARDEEP-EQ(SM)**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the meeting of the Board of Directors of the Company was held on Tuesday, 17th October, 2017 and the Board considered and approved the Postal ballot Notice dated 17th October, 2017 alongwith Postal Ballot Form for seeking the members approval for the business stated therein and provided as under:


1. To alter the object clause of Memorandum of Association of the Company.
2. Adoption of New Memorandum Of Association Of The Company.

We enclose herewith the Postal ballot Notice and Postal ballot Form.

We request you to please take the note of the same.

Thanking you,

**Yours faithfully,
For, SAGARDEEP ALLOYS LIMITED**


SATISHKUMAR MEHTA
Managing Director
(DIN: - 01958984)



17th October, 2017

To,
The National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai-400051

**Sub: Submission of Calendar of events for Postal ballot
Scrip Code: SAGARDEEP-EQ(SM)**

With reference to the above captioned subject, we hereby submit the calendar of events for Postal Ballot.


The calendar of events is as under:

S.N O	PARTICULARS	DATE OF EVENT
1	Approval of the Board of Directors to conduct the postal ballot process for seeking approval of shareholders	Tuesday, 17 th October, 2017
2	Appointment of Scrutinizer	Tuesday, 17 th October, 2017
3	Cutoff date for issue notice to the Members whose names appear on the Register of Members/List of beneficial Owners as received from National Depository Limited (NSDL) and Central Services (India) Limited (CDSL).	Friday, 20 th October, 2017
4	Tentative date of completion of dispatch of Postal Ballot notice along with the Postal Ballot Form	Saturday, 28 th October, 2017
5	Publication of Notice in newspapers about having the dispatched the Notice and Ballot Paper	Monday, 30 th October, 2017
6	E-voting Start Date	From 10.00 a.m. Monday, 30 th October, 2017
7	E-voting End Date	Till 5.00 p.m. Tuesday, 28 th November, 2017



8	Last date for receiving Postal Ballot forms by the Company/Scrutinizer (30 days from the latest date of dispatch of Notice)	5.00 p.m. Tuesday, 28 th November, 2017
9	Preparation and submission of Scrutinizer's Report to the authorized director	Thursday, 30 th November, 2017
10	Declaration of results of Postal Ballot and to inform the BSE Limited and to display the results on the website of the Company	Thursday, 30 th November, 2017
11	Publication of the results in newspapers	Thursday, 30 th November, 2017

For, SAGARDEEP ALLOYS LIMITED


SATISHKUMAR MEHTA
Managing Director
(DIN: - 01958984)



Sagar Deep
AN ISO 9001:2015 COMPANY



SAGARDEEP ALLOYS LIMITED

(CIN: L29253GJ2007PLC050007)

Regd Off:- 205, PITTALAYA BUMBA NR. MADHURAM CINEMA, GHEEKANTA AHMEDABAD Ahmedabad GJ 380001

Phone No. +91-79-25626304, Email: info@sdalloys.com; Website : www.sdalloys.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the Special Business set out below by the Members of **SAGARDEEP ALLOYS LIMITED** (the 'Company') by passing of the following resolution by way of Postal Ballot ("Notice").

Resolution 1:-To alter the object clause of Memorandum of Association of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III.A of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clause as new sub-clauses 3 after the existing sub-clause 2 in Clause III [A].

3. To purchase any land, plot(s) of land or any immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise and to carry on the business of Builders, Masoners and General Construction and Contractors, estate agents, immovable property dealers, proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, instalment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India and to also undertake development and maintenance of infrastructure projects in all areas of infrastructure including but not limited to facilities such as road, power, water and industrial infrastructure and to deal in all types of building materials and infrastructure materials.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Resolution 2:- ADOPTION OF NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY:-.

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

"RESOLVED THAT pursuant to provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the act"), the new set of Memorandum of Association, as placed before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Memorandum of Association of the company in the place and exclusion of the existing Memorandum of Association of the company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Regd Office:
205, PITTALAYA BUMBA,
NR MADHURAM CINEMA,
GHEE KANTA, AHMEDABAD-01,
GUJARAT
DATE : 17/10/2017
PLACE : Ahmedabad

**By Order of the Board of Directors
For, SAGARDEEP ALLOYS LIMITED**

Sd/-
Satishkumar Mehta
Managing Director
(DIN: 01958984)

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Devesh Khandelwal Proprietor of M/s. Khandelwal Devesh & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
4. The Postal Ballot Notice is being sent to 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 (CDSL) as on Friday, 20th October, 2017 i.e. the cut-off date for dispatch of Postal Ballot Notice.
5. The physical copies of the Postal Ballot Notice are being sent to members by permitted mode, along with a postage-prepaid self-addressed Envelope.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot form or remote e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot form and vice versa. However, in case Members cast their vote both via physical postal ballot form and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot form will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. A member desiring to exercise vote by remote e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and cast their votes in electronic mode / return the duly completed form with assent (FOR) or dissent (AGAINST), in the attached self-addressed reply envelope, so as to reach the Scrutinizer on or before 5.00 P.M. **on Tuesday, 28th November, 2017. Assent / Dissent received after 5:00 P.M. on Tuesday, 28th November, 2017 would be strictly treated as if reply from the Member(s) has not been received.**
9. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Satishkumar A. Mehta, Managing Director and/or Ms. Barkha Deshmukh Company Secretary and Compliance officer of the Company at 205, Pittalaya Bumba, Nr. Madhuram Cinema, Ghee Kanta, Ahmedabad-380001, Gujarat **or by sending an e-mail at** info@sdalloys.com/secretary@sdalloys.com
10. **The procedure and instructions for members for voting electronically are as under:**
 - (i) The voting period begins on Monday, 30th October, 2017 at 10.00 a.m. and ends on Tuesday, 28th November, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th October, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on "Shareholders" tab.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Sagardeep Alloys Limited> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny of the Postal Ballot Forms and e-voting, and the results of the voting by Postal Ballot will be announced on Thursday, 30th November, 2017 on or before 6.00 p.m. at the Registered Office of the Company at 205, Pittalaya Bumba, Nr. Madhuram Cinema, Ghee Kanta, Ahmedabad-380001, Gujarat.
- (xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sdalloys.com and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiii) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Tuesday, 28th November, 2017.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

ITEM NO. 1

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders’ return.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice.

Accordingly, the Board of Directors propose to alter Clause III [A] of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 1.

In terms of section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014, the said alteration of Clause III [A] of the object clause of the memorandum should be approved by shareholders through postal ballot.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Gujarat as per the provisions of the Act with such modifications as be advised by him.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

ITEM NO. 2

The existing Memorandum of Association (“MOA”) was based on the Companies Act, 1956 and several clauses/ regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in force.

Your Directors considered that the existing Memorandum of Association of the company do not cover new Companies Act, 2013 and latest amendments and it is proposed to amend the existing Memorandum of Association by adopting a new set of Memorandum of Association in the place of the existing Memorandum of Association of the company.

In terms of section 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the company.

A copy of the proposed new set of Memorandum of Association of the Company would be available for inspection at the registered office of the Company on all working days upto and including the last date of voting i.e. Tuesday, 28th November, 2017.

The board of directors of the Company, therefore, recommends passing of the resolution as set out in item no. 2 for members approval as a special resolution.

None of the director and their respective relatives of the Company are in any way interested in the resolution except to the extent of their shareholding in the Company.

Regd Office:
205, PITTALAYA BUMBA,
NR MADHURAM CINEMA,
GHEE KANTA, AHMEDABAD-01,
GUJARAT
DATE : 17/10/2017
PLACE : Ahmedabad

**By Order of the Board of Directors
For, SAGARDEEP ALLOYS LIMITED**

Sd/-
Satishkumar Mehta
Managing Director
(DIN: 01958984)

SAGARDEEP ALLOYS LIMITED

(CIN: L29253GJ2007PLC050007)

(Regd Off:- 205, PITTALAYA BUMBA NR. MADHURAM CINEMA, GHEEKANTA AHMEDABAD-380001)

Phone No. +91-79-25626304,

Email: info@sdalloys.com;

Website : www.sdalloys.com

POSTAL BALLOT FORM

Postal Ballot No.

No.	Particulars	Details of Member(s)
1.	Name & Registered Address of the Sole/first named Member	
2.	Name(s) of the Joint Holder(s), if any	-
3.	Registered Folio No. /DP ID & Client ID No.* (*Applicable only to Member holding equity Shares in dematerialised form)	
4.	No. of Equity Shares held	

I/ We hereby exercise my/ our vote in respect of the following special resolution to be passed through Postal Ballot for the special businesses stated in the Notice of Postal Ballot dated 17th October, 2017, by sending my/ our assent (**FOR**) or dissent (**AGAINST**) to the said special resolution by placing a tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Sr. No.	Description	No. of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To alter the object clause of Memorandum of Association of the Company.			
2.	Adoption of New Memorandum of Association of The Company			

Place:

Date:

Signature of the Member/Beneficial Owner

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	User ID	Password
Please refer to point no.10 of notes with respect to e-voting procedure in the notice.		

Email ID

(To be provided by the members holding equity shares in physical form)

Last date for receipt of postal ballot form by Scrutinizer is Tuesday, 28th November, 2017.

Note:

1) Please read the instruction printed overleaf and in the notes to the postal ballot notice dated 17th October, 2017, carefully before exercising your vote.

2) If the voting rights are exercised electronically, there is no need to use this form.

INSTRUCTIONS

- i. A Member desiring to exercise vote by Postal Ballot may complete and sign this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
- ii. 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 in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid
- iii. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member
- iv. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company/Registrar and Transfer Agent, in respect of shares held in dematerialised form or in physical form respectively
- v. A Member can request for duplicate Postal Ballot Form. However, duly completed Postal Ballot Form should reach the Scrutinizer at the address mentioned below not later than 5.00 P.M. on Tuesday, 28th November, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received

**Mr. Devesh Khandelwal, Scrutinizer
(SAGARDEEP ALLOYS LIMITED)**

205, Pittalaya Bumba, Nr. Madhuram Cinema, GheeKanta, Ahmedabad-380001, Gujarat

There will be only one Postal Ballot Form for every folio/DP Id/Client Id irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

- vi. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ appropriate authorization along with the specimen signature(s) of the authorised signatory (ies) certified/ attested.
- vii. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- viii. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding
- ix. The Company is also offering remote e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 17th October, 2017. A member can exercise either of the two options. In case a Member exercises both the options then the votes cast through e-voting shall prevail.
- x. The result of the Postal Ballot shall be declared on Thursday, 30th November, 2017 on or before 6.00 P.M. at the registered office of the Company. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting.