



FACOR ALLOYS LIMITED

CIN- L27101AP2004PLC043252

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **EXTRA-ORDINARY GENERAL MEETING (EGM)** of the Members of Facor Alloys Ltd. will be held on **Thursday, the 10th day of March, 2022 at 03.30 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

1. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution** (Re-appointment of Mr. Ram Kishan Saraf as the Managing Director of the Company and payment of remuneration):-

"RESOLVED THAT pursuant to the provisions of section 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the re-appointment of Mr. Ram Kishan Saraf (DIN:00006102) as the Managing Director of the Company, who shall not be subject to retirement by rotation at the AGM, for a term of 5 years commencing from 01/04/2022 till 31/03/2027, without the payment of any remuneration / consideration / perquisite etc., and such other terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorized to execute and sign the agreement and other documents and take such steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

2. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution** (Re-appointment of Mr. Ashim Saraf as the Joint Managing Director of the Company and payment of remuneration):-

"RESOLVED THAT pursuant to the provisions of section 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the re-appointment of Mr. Ashim Saraf (DIN:00009581) as the Joint Managing Director of the Company, who shall be subject to retirement by rotation at the AGM, for a term of 5 years commencing from 01/04/2022 till 31/03/2027, without the payment of any remuneration / consideration / perquisite etc., and such other terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorized to execute and sign the agreement and other documents and take such steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution** (Re-appointment of Mr. Anurag Saraf as the Joint Managing Director of the Company and payment of remuneration):-

“RESOLVED THAT pursuant to the provisions of section 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the re-appointment of Mr. Anurag Saraf (DIN:00009631) as the Joint Managing Director of the Company, who shall be subject to retirement by rotation at the AGM, for a term of 5 years commencing from 01/04/2022 till 31/03/2027, without the payment of any remuneration / consideration / perquisite etc., and such other terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorized to execute and sign the agreement and other documents and take such steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution** (Appointment of Mr. Vinodkumar Vithaldasji Saraf as a Non-executive Non-independent Director of the Company):-

“RESOLVED THAT pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the appointment of Mr. Vinodkumar Vithaldasji Saraf (DIN:00012034) as the Non-executive Non-independent Director of the Company, commencing from 01/04/2022, who shall be subject to retirement by rotation at the AGM, upon such terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT the aforesaid director shall be entitled for the sitting fee for attending the meeting(s) of the Board / Committee(s), to be paid to all Non-executive Directors from time to time.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution** (Appointment of Mr. Manojkumar Umashankar Saraf as a Non-executive Non-independent Director of the Company):-

“RESOLVED THAT pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the appointment of Mr. Manojkumar Umashankar Saraf (DIN: 00234570) as the Non-executive Non-independent Director of the Company, commencing from 01/04/2022, who shall be subject to retirement by rotation at the AGM, upon such terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT the aforesaid director shall be entitled for the sitting fee for attending the meeting(s) of the Board / Committee(s), to be paid to all Non-executive Directors from time to time.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution** (Appointment of Mr. Umesh Kumar Khaitan as a Non-executive Independent Director of the Company):-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the appointment of Mr. Umesh Kumar Khaitan (DIN: 01180359) as the Non-executive Independent Director of the Company, for a term of 5 years, commencing from 01/04/2022, who shall not be subject to retirement by rotation at the AGM, upon such terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Umesh Kumar Khaitan as an Independent Director, upon attaining the age of 75 (seventy five) years and above, till the expiry of his present term upto 31/03/2027.

RESOLVED FURTHER THAT the aforesaid director shall be entitled for the sitting fee for attending the meeting(s) of the Board / Committee(s), to be paid to all Non-executive Directors from time to time.”

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 (collectively referred to as 'MCA Circulars') has permitted the holding of the EGM through Video Conferencing ('VC')/ Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since, the EGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EGM venue is also dispensed with.
3. Corporate members intending to attend the EGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to tumul11@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant rules made thereunder (the 'Act'), setting out the material facts in respect of Item nos. 1 to 6 of this Notice of EGM ('Notice'), is annexed herewith. The Board of Directors of the Company considered that the business under Item nos. 1 to 6, being urgent in nature, shall be transacted at the EGM of the Company.
6. The relevant details of Directors seeking re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard 2 on General Meetings are annexed herewith.

7. The Register of Members and Share Transfer Books of the Company will remain closed from 04th March, 2022 to 10th March, 2022 (both days inclusive).
8. National Securities Depositories Limited ("NSDL") will be providing facility of voting through remote e-Voting for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
9. The remote e-voting period commences on Monday, March 07, 2022 (10:00 am) and ends on Wednesday, March 09, 2022 (05:00 pm). No remote e-voting shall be allowed beyond the said date and time. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 03, 2022, may cast their vote by remote e-voting.
10. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
11. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
12. SEBI has vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 read with subsequent Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 mandated that request for effecting transfer of equity shares held in physical form will not be processed with effect from 01.04.2019 except in case of request received for transmission or transposition of securities.. Therefore, shareholders are requested to take action to dematerialize their shareholding in the company immediately.
13. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form duly filled in and signed to the above Registrar & Transfer Agent. The Form can be downloaded from website of RTA (i.e. www.masserv.com under download section).
14. The Company's securities are admitted in the National Securities Depository Ltd. and Central Depository Services (India) Ltd. and the ISIN No. allotted to the Company by them in respect of Equity Shares is INE828GO1013.
15. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the EGM and shall be closed on expiry of 15 minutes after start of the EGM. Members can attend the EGM through VC/OAVM by following the instructions mentioned in this notice.
16. Members can submit their questions in advance with regard to the business proposed to be transacted at the EGM, by sending an e-mail to the Company at corpoffice@falgroup.in mentioning their name, DP ID-Client ID/Folio number on or before Saturday, March 5, 2022
17. In compliance with the aforesaid MCA Circulars, Notice of EGM is being sent only through electronic mode to those Members whose e-mail address have registered with the Company. Those members who have not registered their e-mail address so far are requested to register their e-mail address for receiving shareholders communication from the Company electronically. Members may note that the Notice of EGM will also be available on the Company's website www.facoralloys.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

In case you have not registered your email id with depository or RTA, you may register the same in the following manner:

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, i.e. MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

18. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

For the sake of convenience, detailed procedure for e-voting is also available in the letter attached with this notice.

INSTRUCTION FOR REMOTE E-VOTING, E-VOTING AT EGM AND JOINING OF EGM THROUGH VIDEO CONFERENCING:-

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-

	<p>Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective

	ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-

in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. **Password details for shareholders other than Individual shareholders are given below:**

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) **Procedure for retrieve 'initial password'**

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

(C) Procedure for voting electronically and join Extra-Ordinary General Meeting

- a. After successful login, you will be able to see your company "EVEN".
- b. Select "EVEN" of your company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- c. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- d. Upon confirmation, the message "Vote cast successfully" will be displayed.
- e. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com.
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com.

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at above point no. (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned above for attending the EGM through VC/OVAM.
2. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.
3. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
4. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (E) Mr. Tumul Maheshwari, a Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (F) The scrutiniser shall, not later than two working days of conclusion of the meeting, submit a consolidated scrutinizer's report of the total votes cast in favour or against the resolutions, to the Chairman.
- (G) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.facoralloys.in** and on the website of NSDL and communicated to the Bombay Stock Exchange, where the shares of the Company are listed.

By order of the Board,

Piyush Agarwal
Company Secretary

Date: 10th February, 2022
Place: Delhi

Registered Office:

Administrative Building, Shreeramnagar-535 101,
Garividi, Dist. Vizianagaram, Andhra Pradesh
CINL27101AP2004PLC043252
Tel. No. 08952-282029
Fax No. 08952-282188
E-Mail facoralloys@falgroup.in
Website www.facoralloys.in

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013:

ITEM NO.1

The Company at its 16th Annual General Meeting held on Saturday, the 28th September, 2019, had appointed Mr. Ram Kishan Saraf as a Managing Director of the company for a period of three years with effect from 01st April 2019 and his existing tenure of office is expiring on 31.03.2022.

Mr. Ram Kishan Saraf aged around 79 years, is one of the promoter Director of M/s Facor Alloys Ltd. and has reach & vast experience in the Ferro Alloys industry for more than four decades. Moreover, upon trifurcation of M/s Ferro Alloys Corporation Ltd. (FACOR), the Ferro Alloys Division was transferred to this Company called FACOR Alloys Ltd. and he is then appointed as its Chairman & Managing Director. In order to take the full benefit of his vast and rich experience in the Ferro Alloys Industry, it is proposed to re-appoint him as Managing Director of the Company for a further period of five years with effect from 01.04.2022, not liable to retire by rotation at the AGM, without the payment of any remuneration / consideration / perquisite etc.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommended to reappoint Mr. R.K. Saraf as Managing Director of the Company for a period of 5 years w.e.f. 01.04.2022 subject to your approval.

Accordingly, Company seeks approval of members for the resolution in item no. 1 of this Notice by passing a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ram Kishan Saraf (appointee) & Mr. Ashim Saraf (Son of Mr. R.K. Saraf) (including their relatives), are in any way concerned or interested financially or otherwise in the Resolution.

ITEM NO.2

The Company at its 16th Annual General Meeting held on Saturday, the 28th September, 2019, had appointed Mr. Ashim Saraf as a Joint Managing Director of the company for a period of three years with effect from 01st April 2019 and his existing tenure of office is expiring on 31.03.2022.

Mr. Ashim Saraf is holding degree in M.Sc (Tech) from the Birla Institute of Tech. & Science, Pilani. He has several years' experience in ferro alloys business and administration to his credit. Under his guidance the Company is doing well. Accordingly, it is proposed to re-appoint him as a Joint Managing Director of the Company for a further period of five years with effect from 01.04.2022, liable to retire by rotation at the AGM, without the payment of any remuneration / consideration / perquisite etc.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommended to reappoint Mr. Ashim Saraf as a Joint Managing Director of the Company for a period of 5 years w.e.f. 01.04.2022 subject to your approval.

Accordingly, Company seeks approval of members for the resolution in item no. 2 of this Notice by passing the ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ashim Saraf (appointee) & Mr. Ram Kishan Saraf (Father of Mr. Ashim Saraf) (including their relatives), are in any way concerned or interested financially or otherwise in the Resolution.

ITEM NO.3

The Company at its 16th Annual General Meeting held on Saturday, the 28th September, 2019, had appointed Mr. Anurag Saraf as a Joint Managing Director of the company for a period of three years with effect from 01st April 2019 and his existing tenure of office is expiring on 31.03.2022.

Mr. Anurag Saraf aged around 50 years is a Bachelor of Engineering in Electronics and is having rich experience in Business Administration. His experience, advice and guidance will be of immense benefit to the Company. Accordingly, it is proposed to re-appoint him as a Joint Managing Director of the Company for a further period of five years with effect from 01.04.2022, liable to retire by rotation at the AGM, without the payment of any remuneration / consideration / perquisite etc.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommended to reappoint Mr. Anurag Saraf as a Joint Managing Director of the Company for a period of 5 years w.e.f. 01.04.2022 subject to your approval.

Accordingly, Company seeks approval of members for the resolution in item no. 3 of this Notice by passing the ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Anurag Saraf (appointee) (including his relatives), are in any way concerned or interested financially or otherwise in the Resolution.

ITEM NO.4

Mr. Vinodkumar Vithaldasji Saraf, aged around 67 years, is a Commerce as well as a Law graduate. He is having more than four decades of rich and vast experience particularly in ferro alloys & steel industry as well as had held key leadership role in Ferro Alloys Corporation, Facor Steels and other companies having experience in diversified business segment in the field of ferro alloys, iron, steel, power etc. and the Board is of the view that the Company should avail the benefit of his vast experience. His knowledge and experience in commercial operations and administration will be contributed significantly towards the growth and development of the Company.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommends to appoint Mr. Vinodkumar Vithaldasji Saraf as a 'Non-executive & Non-Independent Director' of the Company with effect from 01.04.2022, liable to retire by rotation at the AGM and entitled for the sitting fee for attending the meetings of the Board / Committee(s) to be payable to all Non-executive Directors, subject to your approval.

Accordingly, Company seeks approval of members for the resolution in item no. 4 of this Notice by passing the ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Vinodkumar Vithaldasji Saraf (appointee) (including his relatives), are in any way concerned or interested financially or otherwise in the Resolution.

ITEM NO.5

Mr. Manojkumar Umashankar Saraf, aged around 69 years, is a holder of B.E. (Metallurgy). He is having more than four decades of rich and vast experience particularly in ferro alloys & steel industry especially in the field of Production, Mining, Exports and related functions. He is possessing the vast experience of setting-up and overseeing the operations of ferro chrome plant for Ferro Alloys Corporation Limited (FACOR) and worked in different fields and capacities within

the FACOR Group and further, Mr. Saraf was instrumental to the FACOR Group's growth into the power sector. He has been involved from the outset in setting up the FACOR Group's power plants, including their financing, engineering, procurement, on-site execution and corporate affairs. He was the Executive Director of Facor Power Limited and the Board is of the view that the Company should avail the benefit of his vast experience.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommends to appoint Mr. Manojkumar Umashankar Saraf as a 'Non-executive & Non-Independent Director' of the Company with effect from 01.04.2022, liable to retire by rotation at the AGM and entitled for the sitting fee for attending the meetings of the Board / Committee(s) to be payable to all Non-executive Directors, subject to your approval.

Accordingly, Company seeks approval of members for the resolution in item no. 5 of this Notice by passing the ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Manojkumar Umashankar Saraf (appointee) (including his relatives), are in any way concerned or interested financially or otherwise in the Resolution.

ITEM NO.6

The Members are informed that with a view to maintain optimum composition of Independent / Non-Independent Directors on the Board of the Company, it is proposed to consider the appointment of Mr. Umesh Kumar Khaitan as a Non-executive Independent Director of the Company.

Mr. Umesh Kumar Khaitan, aged around 74 years, is the founding partner of law firm Khaitan & Khaitan. He has five decades of legal experience and has excellent credentials and reputation as a master strategist and an expert commercial lawyer. His prominent clients include promoter families, major players in infrastructure corporations, banking and finance, pharmaceutical and chemical companies, hotels, etc. He has advised clients on group structuring, raising structured finance, family settlements and succession planning, mergers and acquisitions, as well as on complex corporate settlement matters.

Mr. Umesh Kumar Khaitan is a trustee of the Mamta Health Foundation, a non-government organization serving women and children by providing sustainable healthcare, especially in rural areas. He is also involved in charitable projects such as developing schools in rural areas and in the upliftment of the girl child in the SAARC region.

Therefore, the Board of Directors of the Company, upon recommendation by the Nomination and Remuneration Committee, recommends to appoint Mr. Umesh Kumar Khaitan as Non-Executive Independent Director of the Company, for a term of 5 years starting from 01.04.2022, not liable to retire by rotation at the AGM and entitled for the sitting fee for attending the meetings of the Board / Committee(s) to be payable to all Non-executive Directors, subject to your approval.

Your approval is also sought to continue his tenure on the Board upon attaining the age of 75 years in terms of Regulation 17(1A) of SEBI (LODR) Regulations, 2015.

Accordingly, Company seeks approval of members for the resolution in item no. 6 of this Notice by passing a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Umesh Kumar Khaitan (appointee) (including his relatives), are in any way concerned or interested financially or otherwise in the Resolution.

By order of the Board,

Date: 10th February, 2022
Place: Delhi

Registered Office:

Administrative Building, Shreeramnagar-535 101,
Garividi, Dist. Vizianagaram, Andhra Pradesh
CINL27101AP2004PLC043252
Tel. No. 08952-282029
Fax No. 08952-282188
E-Mail facoralloys@falgroup.in
Website www.facoralloys.in

The particulars of Directors seeking appointment/re-appointment at the ensuing Extraordinary General Meeting as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are as under:-

A	NAME	Mr. Ram Kishan Saraf
B	Brief resume	
i)	DIN	00006102
ii)	Date of Birth	04th July, 1942
iii)	Date of first appointment on the Board of the Company	01 st August, 2004
iv)	Qualification	B.Sc.
v)	Experience in specific functional area	Industry of Ferro Alloys, Mining, Power & Corporate Management
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 1 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	INR 18,09,328/-
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas	More than four decades of rich & versatile experience in the industry of ferro alloys, mining, power and corporate management
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	1. Stakeholder's Relationship Committee 2. Corporate Social Responsibility Committee 3. Nomination & Remuneration Committee 4. Audit Committee.
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL

J	No. of Shares of Re.1/- each held by the Director	2256
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	NIL
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	Mr. Ram Kishan Saraf is the father of Mr. Ashim Saraf.
M	No. of Board Meetings held/ attended during the current financial year	Out of 5 Board Meetings held, he attended all the meetings during the current financial year upto 31.12.2021

A	NAME	MR. Ashim Saraf
B	Brief resume	
i)	DIN	00009581
ii)	Date of Birth	27 th September, 1967
iii)	Date of first appointment on the Board of the Company	01 st August, 2004
iv)	Qualification	M.Sc. (Tech) from the Birla Institute of Technology and Sciences, Pilani
v)	Experience in specific functional area	Ferro Alloys industry & Corporate Management
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 2 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	INR 21,07,158/-
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas	Several years rich & versatile experience in Ferro Alloys industry & Corporate Management
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	1. Stakeholder's Relationship Committee 2. Corporate Social Responsibility Committee 3. Committee for Prevention of Sexual Harassment at workplace
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL
J	No. of Shares of Re.1/- each held by the Director	17008
K	Name(s) of other Listed entities in which the person resigned from	NIL

	Directorship during past 3 years	
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	Mr. Ashim Saraf is the son of Mr. Ram Kishan Saraf.
M	No. of Board Meetings held/ attended during the current financial year	Out of 5 Board Meetings held, he attended all the meetings during the current financial year upto 31.12.2021

A	NAME	MR. Anurag Murlidharji Saraf
B	Brief resume	
i)	DIN	00009631
ii)	Date of Birth	17 th May, 1971
iii)	Date of first appointment on the Board of the Company	15th Jan, 2013
iv)	Qualification	B.E. (Electrical)
v)	Experience in specific functional area	Iron & Steel Industry and Corporate Management
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 3 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	INR 18,68,691/-
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas	Several years rich & versatile experience in Iron & Steel Industry and Corporate Management
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	NIL
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL
J	No. of Shares of Re.1/- each held by the Director	2507354
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	NIL
L	Relationship with Directors inter-se (As per Section 2 (77) of the	None

	Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	
M	No. of Board Meetings held/ attended during the current financial year	Out of 5 Board Meetings held, he attended 3 meetings during the current financial year upto 31.12.2021

A	NAME	MR. Vinodkumar Vithaldasji Saraf
B	Brief resume	
i)	DIN	00012034
ii)	Date of Birth	24 th November, 1955
iii)	Date of first appointment on the Board of the Company	NA
iv)	Qualification	B.Com & LLB.
v)	Experience in specific functional area	Ferro Alloys, Iron, Steel & Power Industry and Corporate Management
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 4 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	NA
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas	Several years of rich & versatile experience in Ferro Alloys, Iron, Steel & Power Industry and Corporate Management
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	NIL
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL
J	No. of Shares of Re.1/- each held by the Director	731814
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	NIL
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	None

M	No. of Board Meetings held/ attended during the current financial year	NA
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A	NAME	MR. Manojkumar Umashankar Saraf
B	Brief resume	
i)	DIN	00234570
ii)	Date of Birth	10 th December, 1953
iii)	Date of first appointment on the Board of the Company	NA
iv)	Qualification	B.E. (Metallurgy)
v)	Experience in specific functional area	Ferro Alloys, Steel & Power Industry dealing especially in the field of Production, Mining, Exports and related functions
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 5 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	NA
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas	Vast experience of setting-up and overseeing the operations of ferro chrome plant and power plants including their financing, engineering, procurement, on-site execution and corporate affairs.
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	NIL
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL
J	No. of Shares of Re.1/- each held by the Director	488956
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	NIL
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	None
M	No. of Board Meetings held/ attended during the current financial year	NA

A	NAME	MR. Umesh Kumar Khaitan
B	Brief resume	
i)	DIN	01180359
ii)	Date of Birth	20 th December, 1948
iii)	Date of first appointment on the Board of the Company	NA
iv)	Qualification	Law Graduate
v)	Experience in specific functional area	Rich experience in the field of Legal & corporate advisory.
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 6 of the Notice convening Extraordinary General Meeting dated 10.02.2022 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2020-21, if any) (per annum)	NA
E	Remuneration/ Sitting fees proposed to be paid	As per details given in the resolution / explanatory statement.
F	Nature of expertise in specific functional areas along with skills & capabilities possessing for Independent Directorship	Vast experience in legal and advisory services particularly in raising finance, group restructuring, mergers & amalgamations, complex corporate settlement matters etc.
G	Name(s) of other Listed entities in which the person holds the Directorship	1. Sulej Textiles and Industries Limited 2. Modi Rubber Limited
H	Chairman/Member of the Committee of the Board of Directors of the Company	NA
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	1. Audit Committee. 2. Nomination & Remuneration Committee 3. Stakeholder's Relationship Committee
J	No. of Shares of Re.1/- each held by the Director	NIL
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	1. Kwantum Papers Limited
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	None
M	No. of Board Meetings held/ attended during the current financial year	NA