



# FACOR ALLOYS LIMITED

Registered Office & Works: SHREERAMNAGAR-535 101, Dist. Vizianagaram, A.P., India CIN L27101AP2004PLC043252  
Phones: +91 8952 282029, 282038, 282456 Fax: +91 8952 282188 E-Mail: [facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in) Website: [www.facoralloys.com](http://www.facoralloys.com)

Date 12<sup>th</sup> November, 2016

To  
The Manager,  
The Department of Corporate Services,  
BSE Limited,  
Floor 25, P. J. Towers, Dalai Street,  
Mumbai - 400 001

Dear Sir,

Sub. Declaration of Results of e-voting

Ref. Scrip Code 532656

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolution proposed in the Notice of Extra Ordinary General Meeting (EGM). The remote e-voting was open from 10.00 a.m. on 09<sup>th</sup> November, 2016 up to 5.00 p.m. on 11<sup>th</sup> November, 2016.

The Board of Directors had appointed Mr. Prem Shankar Rathi, practicing Chartered Accountant as the Scrutinizer for remote e-voting. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 11<sup>th</sup> November, 2016 and submitted his Report on 12<sup>th</sup> November, 2016. The Report of Scrutinizer is attached herewith.

The Result as per the Scrutinizer's above mentioned Report is as follows:

Date of the EGM : 12th November, 2016

Total number of shareholders as on record date : 53985  
i.e 05th November, 2016

No. of Shareholders present in the meeting  
either in person or through proxy :

Promoters and Promoter Group : 7

Public : 71

**RESOLUTION NO. 1 - ORDINARY RESOLUTION**

**EROSION IN THE NET WORTH OF THE COMPANY**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes on against votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	81269398	89.21	81269398	0	100.00	0.00
Public - Institutional holders	53202	0	0	0	0	100.00	0.00
Public Others	104392771	8322921	7.97	8322921	0	100.00	0.00
Total	195547355	89592319		89592319			0.00

Contd...2/p...

Corp. Office : FACOR HOUSE, A-45-50, Sector-16, Noida, Dist. Gautam Buddh Nagar, Uttar Pradesh-201 301 India  
Phones: +91-120417 1000 Fax: +91-120425 6700, E-Mail: [facordelhi@facorgroup.in](mailto:facordelhi@facorgroup.in)

Head Office: Shreeram Bhawan, Tumsar - 441 912, Dist. Bhandara, Maharashtra, India, Phones: +91 7183 232233, 232251, 232028 Fax: +91 7183 232271, E-Mail: [facorho@facorgroup.in](mailto:facorho@facorgroup.in)



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Accordingly, the resolution proposed in the Extra Ordinary General Meeting of the Company is carried unanimously. The minutes of the aforesaid Extra Ordinary General Meeting in compliance of SEBI (LODR) Regulations, 2015 are being sent separately. Kindly upload this information on your website for information of investors.

Thanking you,

Yours faithfully,  
For FACOR ALLOYS LTD.,

A handwritten signature in blue ink, appearing to be "S.S. SHARMA", written over a horizontal line.

(S.S. SHARMA)  
SECRETARY

Encl: As above.

CC CDSL, Mumbai.

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**CA. PREM SHANKAR RATHI**, B.Com., F.C.A.  
Chartered Accountant

(08922) (O) 233437  
Mob. : 93464 24343

D.No. 6-9-31, Nathani Buildings, VIZIANAGARAM - 535 001. E.Mail : psrathivzm@gmail.com

### SCRUTINIZER'S REPORT

(Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
of Extra Ordinary General Meeting of the Members of  
FACOR ALLOYS LIMITED to be held at  
P.O. Shreeramnagar - 535 101,  
Dist. Vizianagaram on Saturday, the 12<sup>th</sup> November, 2016 at 03:30 p.m.

Dear Sir,

**Sub. : Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management And Administration) Amendment, Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015**

I, Prem Shankar Rathi a Chartered Accountant in practice have been appointed by the Board of Directors of Facor Alloys Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), as substituted by the Companies (Management And Administration) Amendment, Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015 on the resolution contained in the Notice (hereinafter referred to as "the resolution") to the Extra Ordinary General Meeting (EGM) of the members of the Company, to be held at 03.30 p.m. at registered office of the Company at P.O. Shreeramnagar-535 101, Dist. Vizianagaram on Saturday, the 12<sup>th</sup> November, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules as amended from time to time relating to voting through electronic means on the resolution contained in the Notice to the EGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinized Report of the votes cast "in favour" or "against" the resolution and "invalid" votes stated above, based on the report generated from the e-voting system in respect of EVSN-160829004 provided by Central Depository Services (India) Limited (CDSL), the authorised agency to provide remote e-voting facilities, engaged by the Company.



The Annual Report containing the EGM notice dated 12th August, 2016 convening the Extra Ordinary General Meeting of the company along with the statement setting out the material facts in respect of resolution proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders including directors, auditors, secretarial auditors and cost auditors on time. The prescribed particulars with regard to the remote e-voting process were duly advertised on 5<sup>th</sup>/4<sup>th</sup> September, 2016 in Financial Express (in English) and Praja Sakti (in Telugu). Copies of the EGM notice and the paper advertisements in respect of the remote e-voting were also submitted to the Bombay Stock Exchange in which the Company's shares are listed.

Further to the above, I submit my report as under:

1. The remote e-voting period remained open from 09th November, 2016 (10:00 a.m.) to 11th November, 2016 (5:00 p.m.). 93 shareholders voted through remote e-voting.
2. The shareholders holding shares as on the "cut off" date i.e. 05th November, 2016 were entitled to vote on the proposed resolution (item no.1 as set out in the Notice of EGM of Facor Alloys Limited). As on the cut-off date, the Company's paid-up share capital consisted of 19,55,47,355 Equity Shares of Re.1/- each. Consequently, 53985 members were eligible to vote on an aggregate of 19,55,47,355 Equity Shares.
3. The EGM was duly held at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh" on Saturday, the 12<sup>th</sup> November, 2016 at 03.30 PM. The Chairman announced that a Ballot process would be carried out at the EGM Venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights.
4. Every shareholder present in the meeting had already casted his vote through remote e-voting and no shareholder came forward for voting through poll system at the meeting.
5. The votes were unblocked on 11<sup>th</sup> November, 2016 after 5.00 p.m. in the presence of two witnesses, (BAKI RAVI KUMAR) and (P.KODANDARAM YADAV) who are not in my employment. They have signed below in Confirmation of the votes being unblocked in their presence.

Signature *B. Ravi Kumar*

Name BAKI RAVI KUMAR

Signature *P. Kodandaram Yadav*

Name P. KODANDARAM YADAV

6. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" or "Against" the Resolution and those who have abstained from voting were downloaded from the e-voting website of M/s Central Depository Services (India) Limited i.e. <https://www.evotingindia.com>.
7. There were no Related parties on Resolution of the Notice of EGM of the Company.
8. The results of the e-voting are as under:

**A) Ordinary Resolution :- Erosion in the Net Worth of the Company**



(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
93	89592319	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Abstain/Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

9. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extra Ordinary General Meeting and there after the same will be handed over to the Company Secretary for safe keeping.

Thanking you.

*Prem Shankar Rathi*  
Prem Shankar Rathi  
Chartered Accountant  
Membership No. 207457



Place: Vizianagaram, Andhra Pradesh  
Date : 12<sup>th</sup> November, 2016



**FACOR ALLOYS LIMITED**

**Regd. Office: Shreeramnagar-535101, Garividi, Dist. Vizianagaram (A. P.)**

CIN L27101AP2004PLC043252 WEBSITE: [www.facoralloys.com](http://www.facoralloys.com)

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MINUTES OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD AT ADMINISTRATIVE BUILDING, SHREERAMNAGAR-535101, GARIVIDI, DIST: VIZIANAGARAM, (ANDHRA PRADESH) ON SATURDAY, THE 12<sup>TH</sup> NOVEMBER, 2016 AT 03.30 P.M.

**PRESENT:**

**Directors**

Mr. R. K. Saraf	Chairman & Managing Director
Mr. Ashim Saraf	Joint Managing Director
Mr. A. S. Kapre	Director

**ALSO PRESENT**

Mr. S.S. Sharma	Company Secretary
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**Members**

- i) 73 Members were present in person.
- ii) The company had received authorization under section 113 of the Companies Act, 2013 representing 5 members holding 6,26,02,096 Equity Shares constituting 32.01% of the paid up Equity Share Capital of the company.

Mr. Prem Shankar Rathi, Scrutinizer appointed by the Company for e-voting process was also present.

Mr. R.K. Saraf, Chairman of the Board of Directors of the company, took the chair. Accordingly he occupied the Chair and upon requisite quorum being present, called the meeting in order.

The Chairman welcomed all the members to the Extra Ordinary General Meeting of the Company. He added that remaining six directors including four Independent Directors have requested leave of absence due to unavoidable reasons/their pre-occupation from attending Extra Ordinary General Meeting of the Company.

The Chairman mentioned that the records required to be made available during the Extra Ordinary General Meeting as statutorily mandated or for matter stated in the notice were placed before the Members for their inspection.

Further, in terms of Sick Industrial Companies (Special Provisions) Act, 1985, the shareholders of the Company are required to take note of the Report of Board of Directors on erosion of the net worth and causes for such erosion within sixty days of finalization of the audited accounts of the Company. The Audited accounts has been finalised by the members of the Company in 13th Annual General Meeting of the Company held on 29th September, 2016. Accordingly, this Extra-Ordinary General Meeting of the members of the company is convened.

Notice convening the Meeting was, with the consent of the members present, taken as read.

The Chairman then while elaborating on the new provisions of the Companies Act, 2013 concerning voting, inter alia stated the following :

- ❖ Companies Act, 1956 had been replaced by Companies Act, 2013 with effect from 1st April 2014.
  - ❖ Rules were framed in respect of majority of provisions, including in respect of conduct of General Meetings due to which a new procedure was being followed by companies from last two years.
  - ❖ Electronic voting system has come into force and accordingly, as per provisions of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to shareholders to exercise votes on the items of business given in the Notice through electronic voting system.
  - ❖ Those shareholders who could not vote prior to the meeting, facility was provided to vote through Ballot paper at the venue of the meeting, after completing the discussions on the item of the EGM notice.
  - ❖ Mr. Prem Shankar Rathi, a senior Chartered Accountant in practice was appointed by the Board of Directors of the company as Scrutinizer for scrutinizing the e-voting process and the results of the meeting along with the consolidated scrutinizer's report would be declared and posted on the company's/CDSL's websites not later than 14th November, 2016 & shall also be forwarded to the stock exchange.
- 1) Chairman informed that the objective and implications of the resolution were self-explanatory and proposed the following resolution:—

Erosion in the Net  
Worth of the  
Company

Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the Report of Board of Directors of the Company to the shareholders on the erosion of more than 50% of the Net Worth of the Company as at the end of the Financial year ended 31<sup>st</sup> March, 2016 in relation to its peak net worth during the immediately preceding four financial years, be and is hereby considered, noted and approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary including reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provisions of Section 23 (1) (a) (i) of SICA and to do all such acts, deeds and things as may be considered necessary, proper or desirable or expedient to give effect to the above resolution."

**Shri O. P. Banka** seconded the motion.

The Chairman then thanked the members for their participation in the meeting and announced that the proceedings of the meeting should close after the members present and who have not voted earlier have cast their vote through Ballot paper and the Scrutinizer confirms the closure of voting at the EGM.

Chairman then requested the Company Secretary and the Scrutinizer to coordinate for an orderly conduct of the Poll at the meeting. Every shareholder present in the meeting had

already casted his vote through remote e-voting and no shareholder came forward for voting through Poll system at the meeting.

The Scrutinizer, Shri P. S. Rathi, unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and submitted his report on remote e-voting, summary of which is as mentioned hereunder:

**RESOLUTION NO. 1 - ORDINARY RESOLUTION**

**EROSION IN THE NET WORTH OF THE COMPANY**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	81269398	89.21	81269398	0	100.00	0.00
Public - Institutional holders	53202	0	0	0	0	100.00	0.00
Public Others	104392771	8322921	7.97	8322921	0	100.00	0.00
Total	195547355	89592319		89592319			0.00

The above resolution as set out in Item No. 1 in the Notice of the Extra Ordinary General Meeting of the Company was carried unanimously and was recorded as part of the proceedings of this Extra Ordinary General Meeting of the members.

Thereafter, the meeting was concluded with a vote of thanks to the chair.

  
CHAIRMAN

Date: 12th November, 2016

Place: Shreeramnagar-535 101





# FACOR ALLOYS LIMITED

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Date 29<sup>th</sup> September, 2016

To  
The Manager,  
The Department of Corporate Services,  
BSE Limited,  
Floor 25, P. J. Towers, Dalai Street,  
Mumbai - 400 001

Dear Sir,

Sub. Declaration of Results of e-voting

Ref. Scrip Code 532656

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 13<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 10.00 a.m. on 26<sup>th</sup> September, 2016 up to 5.00 p.m. on 28<sup>th</sup> September, 2016.

The Board of Directors had appointed Mr. Prem Shankar Rathi, practicing Chartered Accountant as the Scrutinizer for remote e-voting. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 28<sup>th</sup> September, 2016 and submitted his Report on 29<sup>th</sup> September, 2016. The Report of Scrutinizer is attached herewith.

The Result as per the Scrutinizer's above mentioned Report is as follows:

Date of the AGM : 29<sup>th</sup> September, 2016

Total number of shareholders as on record date : 54046  
i.e 22nd September, 2016

No. of Shareholders present in the meeting  
either in person or through proxy :

Promoters and Promoter Group : 8

Public : 30

**RESOLUTION NO. 1 - ORDINARY RESOLUTION**

**TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2016 INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749820	0	100.00	0.00
Total	195547355	85245209		85245209	0		0.00

Contd...2/p...

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## RESOLUTION NO. 2 - ORDINARY RESOLUTION

**TO APPOINT A DIRECTOR INPLACE OF MR. ASHIM SARAF (DIN 00009581), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	17276881	18.96	17276881	0	100.00	0.00
Public - Institutional holders	53202	34020	63.94	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20.00	100.00	0.00
Total	195547355	20060721		20060701	20.00		0.00

## RESOLUTION NO. 3 - ORDINARY RESOLUTION

**TO APPOINT M/S SALVE & CO., CHARTERED ACCOUNTANTS (REGN NO. 109003W), AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF FOURTEENTH ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749820	0	100.00	0.00
Total	195547355	85245209		85245209	0		0.00

## RESOLUTION NO. 4 - ORDINARY RESOLUTION

**TO APPOINT MR. ROHIT SARAF (DIN 00003994) AS A DIRECTOR OF THE COMPANY**

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	19143642	21.01	19143642	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	21927482		21927462	20		0.00

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### RESOLUTION NO. 5 - ORDINARY RESOLUTION

#### RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2017

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	85245209		85245189	20		0.00

### RESOLUTION NO. 6 - ORDINARY RESOLUTION

#### RECLASSIFICATION OF PROMOTERS OF THE COMPANY

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	85245209		85245189	20		0.00

Accordingly, all the resolutions proposed in the 13th Annual General Meeting of the Company are passed with requisite majority except resolution nos. 1 & 3 which are carried unanimously. The minutes of the aforesaid Annual General Meeting in compliance of SEBI (LODR) Regulations, 2015 are being sent separately. Kindly upload this information on your website for information of investors.

Thanking you,

Yours faithfully,  
For FACOR ALLOYS LTD.,

(S.S. SHARMA)  
SECRETARY

Encl: As above.

CC CDSL, Mumbai.

Corp. Office : FACOR HOUSE, A-45-50, Sector-16, Noida, Dist. Gautam Buddh Nagar, Uttar Pradesh-201 301 India  
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**CA. PREM SHANKAR RATHI**, B.Com., F.C.A.  
Chartered Accountant

(08922) (O) 233437  
Mob. : 93464 24343

D.No. 6-9-31, Nathani Buildings, VIZIANAGARAM - 535 001. E.Mail : psrathivzm@gmail.com

### SCRUTINIZER'S REPORT

(Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
of 13th Annual General Meeting of the Members of  
FACOR ALLOYS LIMITED to be held at  
P.O. Shreeramnagar - 535 101,  
Dist. Vizianagaram on Thursday, the 29<sup>th</sup> September, 2016 at 03:30 p.m.

Dear Sir,

**Sub. : Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management And Administration) Amendment, Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015**

I, Prem Shankar Rathi a Chartered Accountant in practice have been appointed by the Board of Directors of Facor Alloys Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), as substituted by the Companies (Management And Administration) Amendment, Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015 on the resolutions contained in the Notice (hereinafter referred to as "the resolutions") to the 13th Annual General Meeting (AGM) of the members of the Company, to be held at 03.30 p.m. at registered office of the Company at P.O. Shreeramnagar-535 101, Dist. Vizianagaram on Thursday, the 29<sup>th</sup> September, 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules as amended from time to time relating to voting through electronic means on the resolutions contained in the Notice to the 13th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinized Report of the votes cast "in favour" or "against" the resolutions and "invalid" votes stated above, based on the report generated from the e-voting system in respect of EVSN-160828001 provided by Central Depository Services (India) Limited (CDSL), the authorised agency to provide remote e-voting facilities, engaged by the Company.

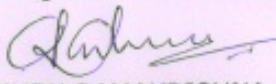
The Annual Report containing the notice dated 12th August, 2016 convening the Annual General Meeting of the company along with the statement setting out the

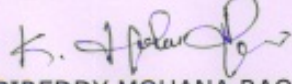


material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders including directors, auditors, secretarial auditors and cost auditors on time. The prescribed particulars with regard to the remote e-voting process were duly advertised on 5<sup>th</sup>/4<sup>th</sup> September, 2016 in Financial Express (in English) and Praja Sakti (in Telugu). Copies of the AGM notice and the paper advertisements in respect of the remote e-voting were also submitted to the Bombay Stock Exchange in which the Company's shares are listed.

Further to the above, I submit my report as under:

1. The remote e-voting period remained open from 26th September, 2016 (10:00 a.m.) to 28th September, 2016 (5:00 p.m.). 108 shareholders voted through remote e-voting.
2. The shareholders holding shares as on the "cut off" date i.e. 22nd September, 2016 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 13th AGM of Facor Alloys Limited). As on the cut-off date, the Company's paid-up share capital consisted of 19,55,47,355 Equity Shares of Re.1/- each. Consequently, 54046 members were eligible to vote on an aggregate of 19,55,47,355 Equity Shares.
3. The AGM was duly held at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh" on Thursday, the 29<sup>th</sup> September, 2016 at 03.30 PM. The Chairman announced that a Ballot process would be carried out at the AGM Venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights.
4. Every shareholder present in the meeting had already casted his vote through remote e-voting and no shareholder came forward for voting through poll system at the meeting.
5. The votes were unblocked on 28<sup>th</sup> September, 2016 after 5.00 p.m. in the presence of two witnesses, ALAMURU RAMAKRISHNA and KUPIREDDY MOHANA RAO who are not in my employment. They have signed below in Confirmation of the votes being unblocked in their presence.

Signature   
Name ALAMURU RAMAKRISHNA

Signature   
Name KUPIREDDY MOHANA RAO

6. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" or "Against" the Resolutions and those who have abstained from voting were downloaded from the e-voting website of M/s Central Depository Services (India) Limited i.e. <https://www.evotingindia.com>.
7. Related parties abstained from voting on Resolution Nos. 2 & 4 of the Notice of 13<sup>th</sup> AGM of the Company.
8. The results of the e-voting are as under:

A) **Ordinary Resolution 1:- TO receive, consider and adopt the standalone and consolidated audited financial statements of the company as at 31st March, 2016 including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for**



the year ended on that date and the Reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
108	85245209	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Abstain/Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

B) Ordinary Resolution 2:- To appoint a director in place of Mr. Ashim Saraf (DIN00009581), director of the company, who retires by rotation, and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
98	20060701	23.53%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	20	0

(iii) Abstain/Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
9	65184488

C) Ordinary Resolution 3:- To appoint M/s Salve & Co., Chartered Accountants (Regn no. 109003w), as statutory auditors of the company to hold office from the conclusion of this annual general meeting until the conclusion of fourteenth annual general meeting and to authorise the board to fix their remuneration

(i) Voted in favour of the resolution:



Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
108	85245209	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Abstain/Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**D) Ordinary Resolution 4:- To appoint Mr. Rohit Saraf (DIN 00003994) as a director of the company**

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
97	21927462	25.72%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	20	0.00%

(iii) Abstain/Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
10	63317727

**E) Ordinary Resolution 5:- Ratification of Cost Auditors' remuneration for the financial year ending 31st March, 2017**

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
106	85244989	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast against the	% of total number of valid votes cast



through electronic voting system	resolution	
1	20	0.0%

(iii) **Abstain/Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	200

**F) Ordinary Resolution 6:- Reclassification of promoters of the company**

(i) **Voted in favour of the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
106	85244989	100%

(ii) **Voted against the resolution:**

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	20	0

(iii) **Abstain/Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	200

9. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and there after the same will be handed over to the Company Secretary for safe keeping.

Thanking you.

*Prem Shankar Rathi*  
(Prem Shankar Rathi)

Membership No 207457

Place: Vizianagaram, Andhra Pradesh

Date : 29<sup>th</sup> September, 2016







(Not for Circulation)

**FACOR ALLOYS LIMITED**

**Regd. Office: Shreeramnagar-535101, Garividi, Dist. Vizianagaram (A. P.)**

CIN L27101AP2004PLC043252 WEBSITE: [www.facoralloys.com](http://www.facoralloys.com)

PHONE: +91 8952 282029 FAX: +91 8952 282188

E-MAIL: [facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in)

MINUTES OF THIRTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ADMINISTRATIVE BUILDING, SHREERAMNAGAR-535101, GARIVIDI, DIST. VIZIANAGARAM, (ANDHRA PRADESH) ON THURSDAY, THE 29<sup>TH</sup> SEPTEMBER, 2016 AT 03.30 P.M.

**PRESENT:**

**Directors**

Mr. R. K. Saraf	Chairman & Managing Director
Mr. Ashim Saraf	Joint Managing Director
Mr. A. S. Kapre	} Directors
Mr. Kesharao Pardhey	

**ALSO PRESENT**

Mr. S.S. Sharma                      Company Secretary

**Members**

- i) 38 Members were present in person.
- ii) The company had received authorization under section 113 of the Companies Act, 2013 representing 4 members holding 6,21,02,096 Equity Shares constituting 31.76% of the paid up Equity Share Capital of the company.

Mr. Prem Shankar Rathi, Scrutinizer appointed by the Company for e-voting process was also present.

Mr. R.K. Saraf, Chairman of the Board of Directors of the company, took the chair. Accordingly he occupied the Chair and upon requisite quorum being present, called the meeting in order.

The Chairman welcomed all the members to the 13th Annual General Meeting of the Company. He added that remaining six directors including four Independent Directors, Statutory and Secretarial Auditors have requested leave of absence due to unavoidable reasons/their pre-occupation from attending 13th Annual General Meeting of the Company.

The Chairman mentioned that the records required to be made available during the Annual General Meeting as statutorily mandated or for matters stated in the notice were placed before the Members for their inspection. He added that, among other items, the Register of Directors' Shareholding under Section 170, Register of Contracts under Section 189 of the Companies Act, 2013 were laid on the table for inspection of the Shareholders.

Notice convening the Meeting was, with the consent of the members present, taken as read.

Thereafter, the Chairman stated that under the provisions of Section 145 of the Companies Act, 2013 read with provisions of SS-2, Auditors' and Secretarial Auditors' Reports were to be read only when there were qualifications or adverse observations or

comments in the Reports. As there were no such qualifications, observations or comments, both the Auditors' Reports were not read out at the meeting, like in the previous year.

The Chairman then addressed the meeting and said :

**Dear Shareholders,**

I extend to you all a cordial welcome to this 13th Annual General Meeting of the Company.

The audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2016 and the Directors' Report have been with you for sometime now and, with your approval, I shall take them as read.

As you may recall that the lock out declared in the plant w.e.f. 4th February, 2014 due to labour unrest was lifted w.e.f. 26th December, 2014. However, the production activities could not be resumed due to steep decline in sales realisation of ferro alloy products and an increase in power tariff thus making the resumption of production activities an unviable proposition.

As a result, during the full financial year 2015-16 also, no business was done except some minor off grade/other material sales. At the same time, due to fixed overheads, the Company has incurred a loss of ₹ 1423.60 lacs during FY 2015-16, net of write back of deferred tax and income on sale of fixed assets including interest income of ₹ 839.67 Lacs and ₹ 861.22 Lacs respectively.

Due to non operation of the plant on account of the above mentioned reasons since 4th February, 2014 the fund flow position of the company is in very bad shape. The accumulated losses of the Company as at 31st March, 2016 amounting to ₹ 2880.32 lacs has resulted in erosion of more than 50% of its peak net worth during the four financial years immediately preceding the financial year. Hence as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 the Company has become a 'Potential Sick Company'. As per provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, the Company has to report the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR).

Further in the FSA charges case pending before Hon'ble Supreme Court, a verdict is given by it with direction to the Company to arrange to pay the arrears of FSA charges of around ₹ 6.00 Crores along with interest. The total liability of the Company on account of FSA charges including interest is around ₹ 8.00 Crores. The Company is exploring all possibilities to study and take necessary further action in the matter.

As mentioned above, the production activities are yet to be resumed and hence there is no production during the first 6 months of financial year 2016-17 also starting from 1.4.2016 till now. Ferro Alloys is a power intensive industry. Many ferro alloys units are closed in Andhra Pradesh due to steep hike in power tariff. On persistent representations to the State Government for reduction/rebate in power tariff, a power cost reimbursement of ₹ 1.50 KWH is given by the Andhra Pradesh Government for a limited period of one year. Further representations have been made by the Ferro Alloys Producers Association with the State Government for adjustment of granted power cost reimbursement in the monthly power consumption bills itself. The State Government was kind enough to consider the representation of all Ferro Alloys units and the proposal was considered favourably by Cabinet allowing adjustment of granted cost reimbursement in the monthly consumption bills itself thereby providing a much awaited relief to the industry. The necessary G.O. in this regard is yet to be issued. In anticipation of G.O. to be issued shortly, the Company contemplates to resume the production activities once the maintenance job, which is in full swing, is over.



## PROSPECTS

Growth of Ferro Alloys industry is primarily driven by the growth and progress of steel Industry. In the last quarter of Financial Year 2015-16, the prices of Ferro Chrome came down substantially dipping below cash cost of production which is not sustainable even in the short run. As such, even though prices have since moved up the recovery is likely to be bumpy and dependent upon the traction of China's stimulus measures, outlook for the SA Rand and overall growth in the major economies. In the last few days, there is an increase in the prices of Ferro Alloys around 10/12 cents with corresponding increase in the input cost also. It is likely that inefficient capacities will be driven out which is healthy over the long term while demand too will go up with improve macro economic conditions worldwide.

Indian steel industry (demand) is poised for a big lead in the near future wherein the capacity is expected to increase from present 80 Mtpa to nearly 150 Mtpa. The ferro alloys demand is also expected to pick up with the increasing capacity of the steel plants.

Before I conclude I would like to thank all members on the Board for their valuable advice, guidance and support. I also take this opportunity to express my sincere gratitude for the support and cooperation received from Central and State Governments, Consortium Banks, shareholders as well as all other stake holders. I also thank all Members of staff and workers at all levels for their dedication.

### **Thank you.**

The Chairman then while elaborating on the new provisions of the Companies Act, 2013 concerning voting, inter alia stated the following :

- ❖ Companies Act, 1956 had been replaced by Companies Act, 2013 with effect from 1st April 2014.
- ❖ Rules were framed in respect of majority of provisions, including in respect of conduct of General Meetings due to which a new procedure was being followed by companies from last two years.
- ❖ Electronic voting system has come into force and accordingly, as per provisions of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to shareholders to exercise votes on the items of business given in the Notice through electronic voting system.
- ❖ Those shareholders who could not vote prior to the meeting, facility was provided to vote through Ballot paper at the venue of the meeting, after completing the discussions on all the items of the AGM notice.
- ❖ Mr. Prem Shankar Rathi, a senior Chartered Accountant in practice was appointed by the Board of Directors of the company as Scrutinizer for scrutinizing the e-voting process and the results of the meeting along with the consolidated scrutinizer's report would be declared and posted on the company's/CDSL's websites not later than 1<sup>st</sup> October 2016 & shall also be forwarded to the stock exchange.

1) Chairman informed that the objective and implications of the resolutions were self-explanatory and proposed the following resolution after slight modification:—

Approval of Directors'  
Report and Accounts

Ordinary Resolution

"RESOLVED that the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon and the audited consolidated financial statement of the company for the Financial Year ended 31<sup>st</sup> March, 2016 alongwith Auditors Report thereon now submitted to this Meeting be and the same are hereby approved and adopted."

2(3)



**Shri O. P. Banka** seconded the motion.

Chairman informed the shareholders that the Audit Committee had reviewed the statement of accounts. Shri A. S. Kapre, a member of the Audit Committee was present at the meeting, in case members required any clarification on matters relating to Audit and other connected matters, he would try to provide the same as far as possible.

**Shri R. K. Saraf**, being interested in the resolution, requested **Shri A. S. Kapre** to be the Chairman for the next agenda item.

**Shri A. S. Kapre** took up the Second Item on the agenda.

(2) **Shri S S Sharma** proposed the following resolution as an Ordinary Resolution:

Re-appointment  
of Director

"RESOLVED that Mr. Ashim Saraf (DIN No.00009581) be and he is re-elected and re-appointed a Director of the Company liable to retire by rotation."

Ordinary Resolution

**Shri Lakkaraju Narayana Murthy** seconded it.

After the said resolution, **Shri A.S. Kapre** requested **Shri R. K. Saraf** to be the Chairman for the remaining business of the meeting.

Chairman took up the Third Item on the agenda.

(3) **Shri O. P. Banka** proposed the following modified resolution as an Ordinary Resolution:

Re-appointment of  
Auditor

"RESOLVED THAT in accordance with the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), appointment of M/s Salve & Co., Chartered Accountants, (Regn. No.109003W), as Statutory Auditors of the Company, which was approved by the shareholders for a period of 3 years from the conclusion of the 11th Annual General Meeting held on 09th September, 2014 be and is hereby ratified at this 13th Annual General Meeting of the Company and they are, therefore, to continue to hold office from the conclusion of this Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of expenses incurred by them incidental to their functions, as shall be fixed by the Board of Directors of the Company."

Ordinary Resolution

**Shri S S Sharma** seconded it.

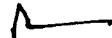
Chairman took up the Fourth Item on the agenda.

(4) **Shri Lakkaraju Narayana Murthy** proposed the following resolution as an Ordinary Resolution:

Appointment  
of Director

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013 including Section 160, Mr. Rohit Saraf be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

Ordinary Resolution



| I

**Shri S S Sharma** seconded it.

Chairman took up the Fifth Item on the agenda.

**(5) Shri Lakkaraju Narayana Murthy** proposed the following resolution as an Ordinary Resolution:

Ratification of Cost Auditors' remuneration

Ordinary Resolution

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.20,000/- plus service tax and out-of-pocket expenses payable to Mr. Prakash Uppalapati, Cost Accountant who is appointed as Cost Auditors of the Company to conduct audit of cost records of the Company for the year ended 31st March 2017."

**Shri S S Sharma** seconded it.

Chairman took up the Sixth Item on the agenda.

**(6) Shri K V S Satyanarayana Murthy** proposed the following resolution as an Ordinary Resolution:

Reclassification of promoters of the company

Ordinary Resolution

"RESOLVED that pursuant to Regulation 31 A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for re-classification of Globalscale Investments Ltd., the Overseas Corporate entity forming part of the promoters Group of the Company to Public (Non-Promoter) shareholders subject to conditions that the promoter seeking re-classification, along with persons acting in concert with them will not :

- have any special rights through formal or informal agreements;
- hold more than 10% of the paid-up equity capital of the Company;
- act as a key managerial person for a period of more than three years from the date of Shareholders approval.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs/Stock Exchange/other authorities concerned."

**Shri Lakkaraju Narayana Murthy** seconded it.

The Chairman then thanked the members for their participation in the meeting and announced that the proceedings of the meeting should close after the members present and who have not voted earlier have cast their vote through Ballot paper and the Scrutinizer confirms the closure of voting at the AGM.

Chairman then requested the Company Secretary and the Scrutinizer to coordinate for an orderly conduct of the Poll at the meeting. Every shareholder present in the meeting had already casted his vote through remote e-voting and no shareholder came forward for voting through Poll system at the meeting.

The Scrutinizer, Shri P. S. Rathi, unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and submitted his report on remote e-voting, summary of which is as mentioned hereunder:

**RESOLUTION NO. 1 - ORDINARY RESOLUTION**

**TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2016 INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Promoter / Public	No. of Shares held	No. Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749820	0	100.00	0.00
Total	195547355	85245209		85245209	0		0.00

**RESOLUTION NO. 2 - ORDINARY RESOLUTION**

**TO APPOINT A DIRECTOR IN PLACE OF MR. ASHIM SARAF (DIN 00009581), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Promoter / Public	No. of Shares held	No. Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	17276881	18.96	17276881	0	100.00	0.00
Public - Institutional holders	53202	34020	63.94	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20.00	100.00	0.00
Total	195547355	20060721		20060701	20.00		0.00

2

**RESOLUTION NO. 3 - ORDINARY RESOLUTION**

TO APPOINT M/S SALVE & CO., CHARTERED ACCOUNTANTS (REGN NO. 109003W), AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF FOURTEENTH ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749820	0	100.00	0.00
Total	195547355	85245209		85245209	0		0.00

**RESOLUTION NO. 4 - ORDINARY RESOLUTION**

TO APPOINT MR. ROHIT SARAF (DIN 00003994) AS A DIRECTOR OF THE COMPANY

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	19143642	21.01	19143642	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	21927482		21927462	20		0.00

**RESOLUTION NO. 5 - ORDINARY RESOLUTION**

RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2017

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	85245209		85245189	20		0.00

**RESOLUTION NO. 6 - ORDINARY RESOLUTION**

RECLASSIFICATION OF PROMOTERS OF THE COMPANY

Promoter / Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	91101382	82461369	90.52	82461369	0	100.00	0.00
Public - Institutional holders	53202	34020	63.95	34020	0	100.00	0.00
Public Others	104392771	2749820	2.63	2749800	20	100.00	0.00
Total	195547355	85245209		85245189	20		0.00

*(Handwritten signature)*

All the above resolutions as set out in Item Nos. 1 to 6 in the Notice of the 13th Annual General Meeting of the Company were duly passed with requisite majority except resolution nos. 1 & 3 which were carried unanimously and were recorded as part of the proceedings of this Annual General Meeting of the members.

Thereafter, the meeting was concluded with a vote of thanks to the chair.

  
CHAIRMAN

Date: 29th September, 2016

Place: Shreeramnagar-535 101





## FACOR ALLOYS LIMITED

Regd. Office & Works: SHREERAMNAGAR-535 101, Dist. Vizianagaram, A.P., India CIN L27101AP2004PLC043252  
Phones: +91 8952 282029, 282038, 282456 Fax: +91 8952 282188 E-Mail: [facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in) Website: [WWW.facoralloys.com](http://WWW.facoralloys.com)

FSEC/198Q/C/

26<sup>th</sup> August , 2016

The Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001

FAX NO. 022-22722037/39/ 41/ 61/22723121/3719  
Email ID: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Kind Attn.: Mr. S.Subramanian, DCS-CRD

Dear Sir,

Sub.: Notice of the 13th Annual General Meeting to be held on Thursday, the 29th September, 2016 at 3.30 P.M. at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh"

Re. : Scrip Code : 532656

Please be informed that 13th Annual General Meeting of the company will be held on Thursday, the 29th September, 2016 at 3.30 P.M. at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh". A copy of Notice of the 13th Annual General Meeting is enclosed herewith which may please be taken on record.

Further please note that pursuant to the provisions of Regulation 36 (1) (b) of SEBI Listing Regulations, 2015, physical copies of Notice of the 13th Annual General Meeting along with Full Annual Report containing Auditors'/Directors' Reports along with Corporate Governance, MDA, EGM Notice etc. of the company for the financial year 2015-16 are being sent to those shareholders who have not registered their email addresses either with the Company/its Registrar or with the Depository.

Further pursuant to Section 101 and other applicable provisions of the Companies Act, 2013, relevant rules made thereunder read with Regulation 36 (1) (a) of SEBI Listing Regulations, 2015, soft copy of Notice of the 13th Annual General Meeting along with full Annual Report containing Auditors'/Directors' Reports along with Corporate Governance, MDA, EGM Notice etc. of the company for the financial year 2015-16 is also being sent to those shareholders who have registered their email addresses either with the Company/its Registrar or with the Depository through electronic mode.

Pursuant to the provisions of Regulation 34 (1) of Listing Regulations, 2015, the soft copy of Full Annual Report containing Auditors' / Directors' Reports along with Corporate Governance, MDA, EGM Notice etc. of the company for the financial year 2015-16 shall be submitted to the stock exchange within twenty one working days of it being approved and adopted in the annual general meeting as per the provisions of the Companies Act, 2013.

Request to acknowledge receipt.

Thanking you,  
Yours faithfully,  
For FACOR ALLOYS LTD.

SECRETARY

Encl. :- As Above.

---

Corp. Office : FACOR HOUSE, A-45-50, Sector-16, Noida, Dist. Gautam Buddh Nagar, Uttar Pradesh-201 301 India  
Phones: +91-120417 1000 Fax: +91-120425 6700, E-Mail: [facordelhi@facorgroup.in](mailto:facordelhi@facorgroup.in)

Head Office: Shreeram Bhawan, Tumsar - 441 912, Dist. Bhandara, Maharashtra, India, Phones: +91 7183 232233,  
232251, 232028 Fax: +91 7183 232271, E-Mail: [facorho@facorgroup.in](mailto:facorho@facorgroup.in)

## NOTICE

Notice is hereby given that the **THIRTEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at the Registered Office of the Company at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh" on Thursday, the 29<sup>th</sup> September, 2016 at 3.30 p.m. to transact, with or without modifications as may be permissible, the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon and the audited consolidated financial statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2016.

2. To appoint a Director in the place of Mr. Ashim Saraf (DIN 00009581), who retires from office by rotation and, being eligible, offers himself for re-appointment.

3. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Messrs Salve & Co., Chartered Accountants (Regn. No. 109003W), be and are hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the Fourteenth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration plus service tax as applicable and reimbursement of expenses incurred by them incidental to their functions as the Board of Directors may fix in that behalf in consultation with the said Auditors."

### AS SPECIAL BUSINESS:

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

To appoint Mr. Rohit Saraf, who was appointed as an Additional Director by the Board of Directors of the company under Article 89 (a) of the Articles of Association of the Company and who holds office under the said Article and Section 161 (1) of the Companies Act, 2013 upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs 1,00,000/- from a member signifying his intention to propose Mr. Rohit Saraf as a candidate for the office of Director, as a Director of the Company and in that behalf to consider and, if thought fit,

to pass the following resolution which will be proposed as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the relevant provisions of the Companies Act, 2013 including Section 160, Mr. Rohit Saraf be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 20,000/- plus service tax and out-of-pocket expenses payable to Mr. Prakash Uppalapati, Cost Accountant who is appointed as Cost Auditors of the Company to conduct audit of cost records of the Company for the year ended 31<sup>st</sup> March 2017."

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 31 A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for re-classification of Globalscale Investments Ltd., the Overseas Corporate entity forming part of the promoters Group of the Company to Public (Non-Promoter) shareholders subject to conditions that the promoter seeking re-classification, along with persons acting in concert with them will not :

- have any special rights through formal or informal agreements;
- hold more than 10% of the paid-up equity capital of the Company;
- act as a key managerial person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

**NOTES:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 6 of the notice set out above is annexed hereto. The relevant details of Directors seeking re-appointment/appointment under Item Nos. 2 and 4, pursuant to relevant regulations of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 are annexed.
2. A route map to reach the venue of the Annual General Meeting, including prominent land mark for easy location, has been provided at the end of the AGM notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 23<sup>rd</sup> September, 2016 to Thursday, the 29<sup>th</sup> September, 2016, both days inclusive.
5. Pursuant to Section 205C of the Companies Act, 1956, unclaimed dividend is to be transferred to the "Investor Education and Protection Fund" of the Central Government after a period of 7 years from the date of transfer to unpaid dividend A/c. Shareholders who have not en-cashed/ misplaced/not received the dividend warrant for the years 2009-10 & 2010-11 are requested to write to M/s. Beetal Financial & Computer Services (P) Ltd, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind LSC, New Delhi-110062 for claiming the dividend. Due dates for the transfer of the unclaimed dividend of the year 2009-10 & 2010-11 to the said fund is 24<sup>th</sup> October, 2017 & 15<sup>th</sup> October, 2018 respectively and shareholders cannot make a claim after these dates.
6. Voting through electronic means:  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as

substituted by the Companies (Management And Administration) Amendment, Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 13<sup>th</sup> Annual General Meeting of the Company. E-voting is optional. The facility for voting, through ballot/polling paper shall also be made available at the venue of the 13<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 22<sup>nd</sup> September, 2016 as the 'Cut-off Date'. The remote e-voting/voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 22<sup>nd</sup> September, 2016 only. The voting period begins on 26<sup>th</sup> September, 2016 at 10.00 a.m. (IST) and ends on 28<sup>th</sup> September, 2016 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 28<sup>th</sup> September, 2016.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now, select the Electronic Voting Sequence Number- "EVSN-160828001" along with "Facor Alloys Limited" from the drop down menu and click on "SUBMIT".
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged

on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login. If both 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 (vi).</p>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company

Name> on which you choose to vote.

- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) Shareholders 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) 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](http://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](mailto: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](mailto: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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2016 may follow the same instructions as mentioned above for e-Voting.
  - (xxiii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
  - III. Mr. P.S. Rathi, Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - IV. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - V. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.facoralloys.com](http://www.facoralloys.com) and on the website of CDSL and communicated to the Stock Exchange, where the shares are listed.
  7. Members can also download the notice of Annual General Meeting from the website of the company i.e. [www.facoralloys.com](http://www.facoralloys.com).
  8. Copies of Annual Report 2015-16 and the Notice of 13<sup>th</sup> Annual General Meeting are being sent by electronic mode to all members whose email addresses are registered with the company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 and Notice of 13<sup>th</sup> Annual General Meeting are being sent by the permitted mode.
  9. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz., M/s. Beetal Financial & Computer Services (P) Ltd, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind LSC, New Delhi-110062 in respect of their physical share holding, if any. While intimating change of address to Depositories and Registrar and Share Transfer Agents please indicate your client ID No. / Folio No., as may be applicable. The address should be complete with Pin Code No.
  10. 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 had from the Share Department at the Registered Office of the Company at Shreeramnagar-535101 Dist. Vizianagaram, Andhra Pradesh.
  11. Shareholders intending to require information about accounts to be explained at the meeting are requested to furnish the queries to the Company at least 10 (ten) days in advance of the Annual General Meeting.
  12. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
  13. As required by the SEBI (LODR) Regulations, 2015, the relevant details in respect of the Directors proposed to be appointed/re-appointed are set out in the Report on Corporate Governance forming part of the Annual Report.
  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 INE 828GO1013.
  15. Non-resident Indian Members holding shares in physical form are requested to inform the Registrar and Share Transfer Agent of the Company about:
    - a) The change in their residential status on return to India for permanent settlement.
    - b) The details of the bank account in India with complete name, branch, account type, account no. and address of the bank.
  16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar and Share Transfer Agent.
  17. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
  18. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company

on all working days between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.

**Registered Office:** By order of the Board  
 Administrative Building,  
 Shreeramnagar-535 101,  
 Garividi, Dist. Vizianagaram, **S.S. Sharma**  
 Andhra Pradesh General Manager (Legal)  
 & Company Secretary  
 CIN: L27101AP2004PLC043252  
 Tel. No. 08952-282029  
 Fax No. 08952-282188  
 E-Mail : facoralloys@facorgroup.in  
 Website : www.facoralloys.com

Dated : 12<sup>th</sup> August, 2016

**ANNEXURE TO THE NOTICE**

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

**ITEM NO.4**

Mr. Rohit Saraf was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 12<sup>th</sup> August, 2016 to broad base the Board by inducting businessmen. Pursuant to Section 161 (1) of the Companies Act, 2013 read with Article 89 (a) of Articles of Association of the Company, he holds office as a Director only until the forthcoming Annual General Meeting of the Company. A Notice has been received from a member pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rohit Saraf as a candidate for the office of Director.

Mr. Rohit Saraf aged around 49 years is a Bachelor of Commerce and is having rich experience in Mining operations & Administration. His experience, advice and guidance will be of immense benefit to the Company.

Accordingly, the resolution in item no. 4 of the accompanying Notice is commended for your approval.

Mr. Rohit Saraf is evidently interested in the resolution concerning him.

**ITEM NO.5**

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of Mr. Prakash Uppalapati, Cost Accountant as the Cost Auditor of the Company to conduct audit of cost records of the Company for the year ending 31<sup>st</sup> March, 2017, at a remuneration of ₹ 20,000/- plus service tax and out-of-pocket expenses.

Mr. Prakash Uppalapati has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company. Mr. Prakash Uppalapati has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the past five/six years under the provisions of the erstwhile Companies Act, 1956.

The Board commends the remuneration of ₹ 20,000/- plus service tax and out-of-pocket expenses to Mr. Prakash

Uppalapati as the Cost Auditor and the approval of the shareholders is sought for the same by an Ordinary Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

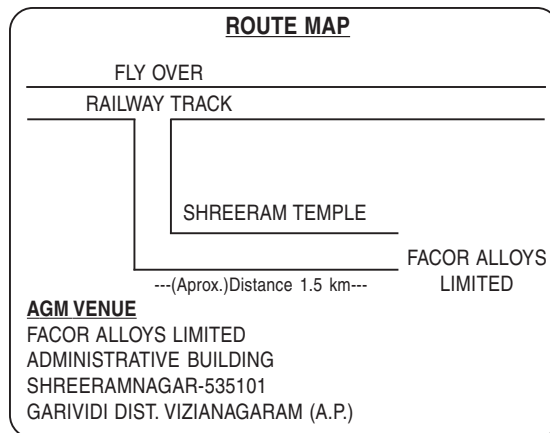
**ITEM NO.6**

The members may note that Globalscale Investments Ltd., forming part of Promoter/Promoter Group has requested to the Company to reclassify/derecognize it from the category of promoters/promoter group to public category. Further, the said entity/person has informed that its existing shareholding of 44,92,654 Equity Shares of Re.1/- each in the company as on date is very less representing a meager percentage of 2.30% of the total paid up equity capital of the Company and it does not exercise any control over the company and is also not engaged in the management of the company. It has also informed that it neither has any representation on the Board of the company nor has any veto rights/special rights as to voting power or control over the company.

The Board of Directors of the Company at its meeting held on 12th August, 2016 has approved the reclassification of above entity/person from the promoter/promoter group to Public category subject to necessary approvals.

None of the (i) Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said resolution. The Board recommends the resolution for approval of the members.

**Registered Office:** By order of the Board  
 Administrative Building,  
 Shreeramnagar-535 101,  
 Garividi, Dist. Vizianagaram, **S.S. Sharma**  
 Andhra Pradesh General Manager (Legal)  
 & Company Secretary  
 CIN: L27101AP2004PLC043252  
 Tel. No. 08952-282029  
 Fax No. 08952-282188  
 E-Mail : facoralloys@facorgroup.in  
 Website : www.facoralloys.com  
 Dated : 12<sup>th</sup> August, 2016





## FACOR ALLOYS LIMITED

Regd. Office & Works: SHREERAMNAGAR-535 101, Dist. Vizianagaram, A.P., India CIN L27101AP2004PLC043252  
Phones: +91 8952 282029, 282038, 282456 Fax: +91 8952 282188 E-Mail: [facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in) Website: [WWW.facoralloys.com](http://WWW.facoralloys.com)

HSC/198/Q

August 25, 2016

The Bombay Stock Exchange Ltd.  
Listing Department  
P.J. Tower, Dalai Street, Fort,  
Mumbai -400 001

Dear Sir,

Sub.: Intimation of EGM/ E-voting  
Ref.- Scrip Code – 532656

This is to inform you that the Board of Directors of the Company have noted that the accumulated losses of the Company as at 31<sup>st</sup> March, 2016 amounting to Rs.2880.32 lacs has resulted in erosion of more than 50% of its peak net worth during the four financial years immediately preceding the financial year. Hence the Company has become a 'Potential Sick Company' as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985. As per provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, the Company has to report the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) and a general meeting of shareholders for considering such erosion is also required to be convened.

In this context, the Board has decided the following:

1) Extra Ordinary General Meeting :

Extra Ordinary General Meeting of the Shareholders of the Company is scheduled to be held on 12<sup>th</sup> day of November, 2016 at 3.30 p.m. at the registered office of the Company for considering such erosion in the net worth.

2) E-voting :

a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, the Company has decided to provide the facility to members to exercise their right to vote at this Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

b) The e-voting period will commence on Wednesday, 9<sup>th</sup> November, 2016 (10.00 am) and ends on Friday, 11<sup>th</sup> November, 2016 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 5<sup>th</sup> November, 2016 may cast their vote electronically.

You are requested to take on record the aforesaid information.

Thanking you,

Yours faithfully,  
For FACOR ALLOYS LTD.,

(S.S. SHARMA)  
SECRETARY

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of Company will be held at the Registered Office of the Company at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh" on Saturday, the 12<sup>th</sup> day of November, 2016 at 3.30 P.M. to transact, with or without modifications as may be permissible, the following business:-

### Special Business:

#### Item: Erosion in the Net Worth of the Company

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the Report of Board of Directors of the Company to the shareholders on the erosion of more than 50% of the Net Worth of the Company as at the end of the Financial year ended 31st March, 2016 in relation to its peak net worth during the immediately preceding four financial years, be and is hereby considered, noted and approved.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary including reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provisions of Section 23 (1) (a) (i) of SICA and to do all such acts, deeds and things as may be considered necessary, proper or desirable or expedient to give effect to the above resolution."

By order of the Board of Director  
For **Facor Alloys Limited**

**(S.S. Sharma)**

General Manager (Legal) & Company Secretary  
Membership No. FCS-2624

Place : Noida (U.P.)

Date : 12<sup>th</sup> August, 2016

### NOTES:

- The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special businesses set out above is annexed hereto.
- A route map to reach the venue of the Extra-Ordinary General Meeting, including prominent land mark for easy location, has been provided at the end of the EGM notice.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than

48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- In terms of Sick Industrial Companies (Special Provisions) Act, 1985, the shareholders of the Company are required to take note of the Report of Board of Directors on erosion of the networth and causes for such erosion within sixty days of finalization of the audited accounts of the Company. The Audited accounts has been finalised by the members of the Company in 13th Annual General Meeting of the Company held on 29th September, 2016. The Annual Report had already been forwarded to all the shareholders at the time of 13th AGM and the same is also available on the Company's website [www.facoralloys.com](http://www.facoralloys.com).
- Accordingly, this Extra-Ordinary General Meeting of the members of the company is scheduled to be held at 3.30 p.m. on Saturday, 12th November, 2016.
- As per the provisions of Section 101 of the Companies Act, 2013 read with rules made thereunder, Notice of the EGM is being sent to all the members in the electronic mode, whose email addresses are registered with the Depository Participant, unless any member has requested for a hard copy of the same and for members who have not registered their email addresses, physical copy of above documents is being sent.
- As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Beetal Financial & Computer Services (P) Ltd., in order to receive the various Notices and other Notifications from the Company, in electronic form.
- Members may also note that the Notice of this EGM is also available on Company's website: [www.facoralloys.com](http://www.facoralloys.com).
- Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management And Administration) Amendment, Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the EGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice



of the Extra Ordinary General Meeting of the Company. E-voting is optional. The facility for voting, through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

The instructions for shareholders voting electronically are as under:

- (i) In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 5th November, 2016 as the 'Cut-off Date'. The remote e-voting/voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 5th November, 2016 only. The voting period begins on 9<sup>th</sup> November, 2016 at 10.00 a.m. (IST) and ends on 11<sup>th</sup> November, 2016 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th November, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 11<sup>th</sup> November, 2016.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now, select the Electronic Voting Sequence Number- "EVSN-160829004" along with "Facor Alloys Limited" from the drop down menu and click on "SUBMIT".
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login. If both 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 (vi).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.

- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) Shareholders 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) 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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 5th November, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) 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](http://www.evotingindia.com), under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- I. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date/record date i.e. Saturday, 05th November, 2016.
  - II. Mr. P.S. Rathi, Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
  - IV. The Results of e-voting shall be declared on or after the EGM of the Company and the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.facoralloys.com](http://www.facoralloys.com) and on the website of CDSL within two days of passing of the Resolution of the EGM of the Company and communicated to the Stock Exchange, where the shares are listed.
10. The Chairman shall, at the Extra -Ordinary General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” for all those Members who are present at the EGM but have not casted their votes by availing the remote e-voting facility.
  11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, up to and including the date of the Extra-Ordinary General Meeting of the Company.
  12. Members are requested to always quote their Folio No./Client ID & DP ID in all correspondence with the Company’s Registrars and the Company. Members are also requested to notify any change of address to their Depository Participants. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address:-  
M/s. Beetal Financial & Computer Services (P) Ltd, Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062.

**Registered Office:**

Administrative Building,  
Shreeramnagar-535 101,  
Garividi, Dist. Vizianagaram,  
Andhra Pradesh  
CIN L27101AP2004PLC043252  
Tel. No. 08952-282029  
Fax No. 08952-282188  
E-Mail [facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in)  
Website [www.facoralloys.com](http://www.facoralloys.com)

By order of the Board

**S.S. Sharma**  
General Manager (Legal)  
& Company Secretary

Dated: 12th August, 2016

## ANNEXURE TO THE NOTICE

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

#### Item: Erosion in the Net Worth of the Company

As per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 ('the Act'), if the accumulated losses of an Industrial Company as at the end of any financial year have resulted in erosion of fifty percent or more of its peak net worth during the immediately preceding four financial years, the said Company falls within the definition of "Potential Sick Company". In terms of requirement of Section 23 of the Act, such Company is required:

1. To report the fact of such erosion to the Board for Industrial and Financial Reconstruction and
2. To hold a general meeting of shareholders for considering such erosion within 60 (sixty) days from the date of adoption of Audited Financial Statement at the Annual General Meeting.

As per the Audited Accounts of the Company for the financial year ended 31st March, 2016, which were laid before the members at the Annual General Meeting held on 29th September, 2016 and duly approved and adopted by the members in the Annual General Meeting, the accumulated losses of your Company as at 31st March, 2016 amounting to Rs.28.80 crores has resulted in erosion of more than 50% of its peak net worth during the four financial years immediately preceding the financial year. Hence the Company has become a 'Potential Sick Company' as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985.

In terms of the provisions of Section 23 a report on such erosion and its causes is required to be submitted before the shareholders for their consideration and approval within 60 days from the finalization of accounts. The said report is annexed herewith and is forming part of this notice.

Accordingly, the said report of the Board of Directors on such erosion and revival measures being taken as per Section 23 of the Act is being placed before the members for their consideration and noting.

Therefore this EGM is scheduled in pursuance of Section 23 of Sick Industrial Companies (Special Provisions) Act, 1985 to consider such erosion in Net worth.

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolutions.

The Board recommends consideration of the proposed resolution for your approval as an Ordinary Resolution.

#### REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO THE PROVISIONS OF SECTION 23 OF THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985, (SICA)

Dear Shareholders,

As per the duly finalized audited accounts at the end of the financial year on 31st March, 2016, the accumulated losses of the Company

stood at Rs.28.80 Crores, which eroded the peak net worth of the Company in the immediately preceding four financial years by more than 50%. As per the Provisions of the Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), a company is required to report the fact of such erosion to the Board for Industrial & Financial Reconstruction (BIFR) within a period of 60 days from the date of finalisation of the duly finalized audited accounts of the company for the relevant financial year. The Board of Directors of the company is also required to report to its shareholders the fact of such erosion with causes for such erosion by forwarding a report to that effect and holding a general meeting of the shareholders of the company for considering such erosion. Therefore, this report is being submitted to the Members of the Company along with notice of this Extra-Ordinary General Meeting.

#### Causes of Erosion of Net Worth

Company is engaged mainly in the manufacture and sale of ferro alloys. Ferro Alloy is a crucial intermediate to Steel Industry. Hence, growth of Ferro Alloy Industry is primarily driven by the growth and progress of Steel Industry. Further Ferro Alloys being a power intensive industry, power constitutes a major portion of its cost of production. The company's plant is located in Andhra Pradesh southern India where the repeated power tariff hikes by State Run Power utility Company coupled with frequent power cuts have been always a major concern for the Company. Besides this Company is also heavily burdened by way of claims for Fuel Surcharge Adjustments to the extent of Rs.62.49 crores including arrears for earlier years. Further lack of demand both in domestic & export market coupled with weak price trend have aggravated the situation. Production activities in Company's plant are suspended for the last 31 months due to labour unrest. Due to the above and other reasons the Company is incurring continuous losses for the last more than two years.

#### Some of the steps taken/being taken to overcome these difficult situations are as under :-

- a) Persistent representations/follow up with the State Government to provide continuous power at subsidized rates have yielded good result. State Government has been kind enough to grant a subsidy of Rs.1.50 per unit in power tariff for an initial period of one year. Further representations/ follow up are being made for adjusting this granted subsidy of Rs.1.50 per unit in monthly power bills itself.
- b) Necessary steps are being taken to solve the labour issues and to improve the productivity and reducing power consumption by close monitoring of the production/sales as well as control over costs/overheads.
- c) As per reports, sizeable increases in the capacity of stainless steel industry are expected to be commissioned over the next few years in different countries of the world and it is expected that with this seeing the light of the day, over supplies of ferro chrome in the market will get balanced and the prices will start looking up giving some relief to the Company and improving its financial position.

The above measures are expected to go a long way in improving the performance of the Company.

**Registered Office:**

Administrative Building,  
Shreeramnagar-535 101,  
Garividi, Dist. Vizianagaram,  
Andhra Pradesh  
CIN L27101AP2004PLC043252  
Tel. No. 08952-282029  
Fax No. 08952-282188  
E-Mail facoralloys@facorgroup.in  
Website www.facoralloys.com

By order of the Board

**S.S. Sharma**  
General Manager (Legal)  
& Company Secretary

Dated: 12th August, 2016

