



# 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 20<sup>th</sup> September, 2017

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 14<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 10.00 a.m. on 17<sup>th</sup> September, 2017 up to 5.00 p.m. on 19<sup>th</sup> September, 2017.

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 19<sup>th</sup> September, 2017 and submitted his Report on 20<sup>th</sup> September, 2017. The Report of Scrutinizer is attached herewith.

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

Date of the AGM : 20<sup>th</sup> September, 2017

Total number of shareholders as on record date : 52723  
i.e 13<sup>th</sup> September, 2017

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

Promoters and Promoter Group : 7

Public : 50

## 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, 2017 INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)		(4)	(5)		

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<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>86608728</b>	<b>80187647</b>	<b>92.59</b>	<b>80187647</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>86608728</b>	<b>80187647</b>	<b>92.59</b>	<b>80187647</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>195547355</b>	<b>88306508</b>	<b>45.16</b>	<b>88306251</b>	<b>257</b>	<b>100.00</b>	<b>-</b>	

## RESOLUTION NO. 2 - ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN THE PLACE OF MR. ANURAG SARAF (DIN 00009631), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour  (4)	No. of votes against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>86608728</b>	<b>14849977</b>	<b>17.15</b>	<b>14849977</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>86608728</b>	<b>14849977</b>	<b>17.15</b>	<b>14849977</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>195547355</b>	<b>22968838</b>	<b>11.75</b>	<b>22968581</b>	<b>257</b>	<b>100.00</b>	<b>-</b>	

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### RESOLUTION NO. 3 - ORDINARY RESOLUTION

TO APPOINT M/S K K MANKESHWAR & CO., CHARTERED ACCOUNTANTS (REGN NO. 106009W), AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF NINETEENTH ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No.of shares held  (1)	No.of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour  (4)	No.of votes against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118604	257	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118604	257	100.00	-
Total		195547355	88306508	45.16	88306251	257	100.00	-

### RESOLUTION NO. 4 - ORDINARY RESOLUTION

RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2018

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No.of shares held  (1)	No.of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour  (4)	No.o f vote s agai nst  (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100

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Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118584	277	100.00	-
Total		195547355	88306508	45.16	88306231	277	100.00	-

## RESOLUTION NO. 5 - SPECIAL RESOLUTION

KEEPING THE REGISTER OF MEMBERS WITH REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)					
Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118584	277	100.00	-
Total		195547355	88306508	45.16	88306231	277	100.00	-

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## RESOLUTION NO. 6 - SPECIAL RESOLUTION

**RE-APPOINTMENT & PAYMENT OF REMUNERATION OF MR ANURAG SARAF AS JOINT MANAGING DIRECTOR OF THE COMPANY**

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86608728	14849977	17.15	14849977	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>86608728</b>	<b>14849977</b>	<b>17.15</b>	<b>14849977</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118584</b>	<b>277</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>195547355</b>	<b>22968838</b>	<b>11.75</b>	<b>22968561</b>	<b>277</b>	<b>100.00</b>	<b>-</b>

## RESOLUTION NO. 7 - SPECIAL RESOLUTION

**ISSUE OF 0.01% REDEEMABLE CUMULATIVE NON CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS**

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100

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<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>86608728</b>	<b>4660915</b>	<b>5.38</b>	<b>4660915</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>86608728</b>	<b>4660915</b>	<b>5.38</b>	<b>4660915</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>19182</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
	<b>Poll</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Postal Ballot (if applicable)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>108919445</b>	<b>8118861</b>	<b>7.45</b>	<b>8118604</b>	<b>257</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>195547355</b>	<b>12779776</b>	<b>6.54</b>	<b>12779519</b>	<b>257</b>	<b>100.00</b>	<b>-</b>	

Accordingly, all the resolutions proposed in the 14th Annual General Meeting of the Company are passed with requisite majority. 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



**PREM SHANKAR RATHI**  
Chartered Accountant  
Phone No. 09346424343

Door No. 6-9-31, Nathani Buildings,  
**VIZIANAGARAM-535 001 (A.P.)**

### 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, as amended from time to time)

To  
The Chairman,  
of 14<sup>th</sup> Annual General Meeting of the Members of  
FACOR ALLOYS LIMITED held at  
P.O. Shreeramnagar - 535 101,  
Dist. Vizianagaram on Wednesday, the 20<sup>th</sup> September, 2017 at 11:00 a.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 amended from time to time 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 amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015 on the resolutions contained in the Notice (hereinafter referred to as "the resolutions") to the 14<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held at 11.00 a.m. at registered office of the Company at P.O. Shreeramnagar-535 101, Dist. Vizianagaram on Wednesday, the 20<sup>th</sup> September, 2017.

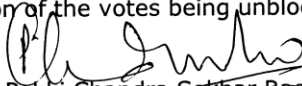

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules as amended from time to time relating to voting through electronic means on the resolutions contained in the Notice to the 14<sup>th</sup> AGM of the members of the Company. 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-170912031 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 11th August, 2017 convening the 14<sup>th</sup> Annual 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 28<sup>th</sup>/30<sup>th</sup> August, 2017 in Financial Express (in English) and Praja Sakti (in Telugu). Copies of the 14<sup>th</sup> 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 17th September, 2017 (10:00 a.m.) to 19th September, 2017 (5:00 p.m.). 181 shareholders voted through remote e-voting.
2. The shareholders holding shares as on the "cut off" date i.e. 13<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions as set out in the Notice of 14<sup>th</sup> 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, 52723 members were eligible to vote on an aggregate of 19,55,47,355 Equity Shares.
3. The 14<sup>th</sup> AGM was duly held at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh" on Wednesday, the 20<sup>th</sup> September, 2017 at 11.00 AM. The Chairman announced that a Ballot process would be carried out at the 14<sup>th</sup> 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 19<sup>th</sup> September, 2017 after 5.00 p.m. in the presence of two witnesses, (Pakki Chandra Sekhar Rao) and (N Nagaraju) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signature		Signature	
Name	Pakki Chandra Sekhar Rao	Name	N Nagaraju

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 Resolutions of the Notice of 14<sup>th</sup> AGM of the Company.
8. The results of the e-voting are as under:

i) **Ordinary Resolution :-** TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2017 INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	178	88306251	-	-	178	88306251	100.00
Dissent	3	257	-	-	3	257	-
Abstain	-	-	-	-	-	-	-
<b>Total</b>	<b>181</b>	<b>88306508</b>	<b>-</b>	<b>-</b>	<b>181</b>	<b>88306508</b>	<b>100.00</b>





- ii) **Ordinary Resolution :-** TO APPOINT A DIRECTOR IN THE PLACE OF MR. ANURAG SARAF (DIN 00009631), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	172	22968581	-	-	172	22968581	26.01
Dissent	3	257	-	-	3	257	-
Abstain	6	65337670	-	-	6	65337670	73.99
Total	181	88306508	-	-	181	88306508	100.00

- iii) **Ordinary Resolution :-** TO APPOINT M/S K K MANKESHWAR & CO., CHARTERED ACCOUNTANTS (REGN NO. 106009W), AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF NINETEENTH ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	178	88306251	-	-	178	88306251	100.00
Dissent	3	257	-	-	3	257	-
Abstain	-	-	-	-	-	-	-
Total	181	88306508	-	-	181	88306508	100.00

- iv) **Ordinary Resolution :-** RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2018

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	177	88306231	-	-	177	88306231	100.00
Dissent	4	277	-	-	4	277	-
Abstain	-	-	-	-	-	-	-
Total	181	88306508	-	-	181	88306508	100.00

- v) **Special Resolution :-** KEEPING THE REGISTER OF MEMBERS WITH REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	177	88306231	-	-	177	88306231	100.00
Dissent	4	277	-	-	4	277	-
Abstain	-	-	-	-	-	-	-
Total	181	88306508	-	-	181	88306508	100.00



- vi) **Special Resolution :-** RE-APPOINTMENT & PAYMENT OF REMUNERATION OF MR ANURAG SARAF AS JOINT MANAGING DIRECTOR OF THE COMPANY

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	171	22968561	-	-	171	22968561	26.01
Dissent	4	277	-	-	4	277	-
Abstain	6	65337670	-	-	6	65337670	73.99
<b>Total</b>	<b>181</b>	<b>88306508</b>	<b>-</b>	<b>-</b>	<b>181</b>	<b>88306508</b>	<b>100.00</b>

- vii) **Special Resolution :-** ISSUE OF 0.01% REDEEMABLE CUMULATIVE NON CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	136	12779519	-	-	136	12779519	14.47
Dissent	3	257	-	-	3	257	-
Abstain	42	75526732	-	-	42	75526732	85.53
<b>Total</b>	<b>181</b>	<b>88306508</b>	<b>-</b>	<b>-</b>	<b>181</b>	<b>88306508</b>	<b>100.00</b>

8. All the Resolutions covered in the AGM Notice dated 11<sup>th</sup> August, 2017 as per the above details stand passed under Remote E-voting with the requisite majority and deemed to be passed as on the date of the AGM.
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 14<sup>th</sup> 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)  
Chartered Accountant  
Membership No. 207457  
Place: Vizianagaram, Andhra Pradesh



Date : 20<sup>th</sup> September, 2017

(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 FOURTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ADMINISTRATIVE BUILDING, SHREERAMNAGAR-535101, GARIVIDI, DIST: VIZIANAGARAM, (ANDHRA PRADESH) ON WEDNESDAY, THE 20<sup>TH</sup> SEPTEMBER, 2017 AT 11.00 A.M.

**PRESENT:**

**Directors**

Mr. R. K. Saraf } Chairman & Managing Director  
Mr. Ashim Saraf } Joint Managing Director

**ALSO PRESENT**

Mr. S.S. Sharma Company Secretary

**Members**

- i) 52 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 14th 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 14th 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 :

*R*

Dear Shareholders,

I extend to you all a cordial welcome to this 14th Annual General Meeting of the Company.

The audited Statement of Accounts for the year ended 31st March, 2017 and the Directors' Report have been with you for sometime now and, with your approval, I shall take them as read.

After closure of around 33 months, the production activities in the plant were resumed w.e.f. 28-10-2016 i.e. in the financial year 2016-17 the plant was in operation for five months only. As a result of this during the financial year 2016-17, due to high fixed cost, there was a marginal profit of Rs.45.63 lacs only as against a loss of Rs.(1423.60) lacs in the previous year.

As is known, Ferro Alloys is a power intensive industry. The Industry has represented to the Andhra Govt. to roll over the power cost reimbursement relief of Rs.1.50 KWH for a further period of one year. The Industry is hopeful that State Govt. will consider the request favourably.

### PROSPECTS

Prime Minister Narendra Modi's 'Make in India' campaign is aimed at transforming the country into a global manufacturing hub. In this direction the Union Cabinet, Government of India has approved the National Steel Policy (NSP) 2017. It seeks to create a globally competitive steel industry in India targeting 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030. Further India is expected to become the second largest steel producer in the world by 2018, based on increased capacity addition in anticipation of upcoming demand. Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption.

Ferro alloy industry is mainly driven by demand from the steel industry. Steel prices have been on the rise due to import curbs and improvement in demand. Due to significant cut in capacity in 2016, Steel prices in China hit the highest level in two and a half years period. Apart from buoyant domestic demand, the restrictions on steel imports from China have opened up new opportunities for Indian companies. The buoyant domestic steel demand in China may lead to further rise in steel prices globally which, in-turn, could benefit the overall Ferro Alloys Industry.

As mentioned above, the demand for Ferro Alloys is linked to the demand for Steel. India is expected to become the world's second largest producer of crude steel in the next 10 years, moving up from the third position, as its capacity is projected to increase to about 300 MT by 2025. Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased growth in the automobile and other sectors.

Now turning to the working of the 5 months period from 1.4.2017 to 31.08.2017 of the Company, the overall turnover was Rs.122.51 crores. Out of the total turnover of Rs.122.51 crores, the exports were at Rs.43.19 crores and TSL conversion was at Rs.60.69 crores.

### CONCERNS AND THREATS

Further, Company is not in a position to increase its own production due to the reason of acute shortage of Chrome Ore, the main raw material, both in terms of quantity and quality. The Indian Ferro Alloys Industry has grappled with various issues, such as non-availability of power with competitive rate, suitable quality and quantity of Chrome Ore/ Coke, minimum duty protection etc. Further Ferro Alloys Industry is purely dependent on the demand for Steel in the country. Although, the picture for India in terms of steel demand looks bright, all major steel companies are under stress due to debt burden on their balance sheet. Further, cheaper steel imports from countries like China can cause damage to the domestic steel companies which can impact the demand for Ferro Alloys. Highly volatile prices of Chrome

ore also pose a risk to the realizations of the domestic ferro alloys producers. Besides above, the Industry has to compete with the integrated producers having captive mines situated in South Africa, Australia, Brazil, CIS, etc. to sell acceptable quality of Chrome Alloys in the world market for earning the valuable foreign exchange for the country. Further Reductants viz Anthracite Coal, Coke, Charcoal etc. are vital inputs for the Ferro Alloys Industry. The availability of these items in good quality is declining in the country and the Ferro Alloy Industry may have to totally depend on import of these reductants on regular basis. Ferro alloy industry is saddled with the overcapacity issues also. Further the problems of this industry are aggravated because of the high input cost of power. The ferro alloy Industry is a power intensive Industry, the power cost is about 35-40 percent of its total production cost. Repeated power tariff hikes by state run power utility company have put the Industry in a fix. These issues need to be addressed by the Government to enable the Ferro Alloys Producers to compete in the Domestic as well as International Markets.

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 informed the Members that 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 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company had extended e-voting facility to the Members of the Company in respect of business transacted at the 14th AGM to cast their vote electronically from the place other than the venue of the Meeting, wherein the e-voting period commenced on Sunday, 17th September, 2017 (10.00 A.M.) and ended on Tuesday, 19th September, 2017 (5.00 P.M.). The Chairman further informed the Members that the facility for voting through Ballot paper has been made available at the meeting for the Members who have not casted their vote through e-voting. He further informed that the Company has engaged the services of CDSL as authorized agency to provide e-voting facility.

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 23rd September 2017 & 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 :-

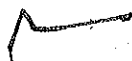
Approval of Directors'  
Report and Accounts

Ordinary Resolution

"RESOLVED that the Audited Balance Sheet as at 31st March, 2017 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, 2017 alongwith Auditors Report thereon now submitted to this Meeting be and the same are hereby approved and adopted."

**Shri S. S. Sharma** seconded the motion.

Chairman informed the shareholders that the Audit Committee had reviewed the statement of accounts. In case members required any clarification on matters relating to Audit and other



connected matters, I would try to provide the same as far as possible.

Chairman: The Second Item on the agenda was taken up.

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

Re-appointment  
of Director

"RESOLVED that Mr. Anurag Saraf (DIN No.00009631) 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.

Chairman took up the Third Item on the agenda.

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

Appointment of Auditors

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K K Mankeshwar & Co., Chartered Accountants (Firm Registration No.106009W), be and are hereby appointed as Auditors of the Company in place of the retiring auditors M/s Salve & Co., Chartered Accountants (Firm Registration No.109003W), to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by members at every Annual General Meeting, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Ordinary Resolution

**Shri S S Sharma** seconded it.

Chairman took up the Fourth Item on the agenda.

(4) **Shri K V S S N Murty** proposed the following resolution as an Ordinary Resolution:

Ratification of Cost  
Auditors' remuneration

"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.50,000/- plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, 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 financial year ended 31st March 2018.

Ordinary Resolution

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

**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 a Special Resolution:



Keeping the Register  
of Members with  
RTA of the Company

Special Resolution

"RESOLVED THAT pursuant to provisions of Section 94 (1) and other applicable provisions of Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable rules formed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members of the Company and other security holders, if any, maintained under section 88 of the Companies Act, 2013 together with the index of members and other security holders, at the office of the Registrar And Share Transfer Agents of the Company i.e. M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 and at such places within New Delhi in the State of Delhi where the Registrar and Share Transfer Agent may shift its office from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Shri K V S S N Murty** seconded it.

Chairman took up the Sixth Item on the agenda.

(6) **Shri Prem Shankar Rathi** proposed the following resolution as a Special Resolution:

Re-appointment &  
payment of remuneration  
of JMD  
Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such further approvals, if any, as may be necessary, the Company hereby approves of the re-appointment and terms of remuneration of Mr. Anurag Saraf (DIN: 00009631) as the Joint Managing Director of the Company for a period of 5 years with effect from 01.02.2018 upon the terms and conditions as set out in the draft agreement prepared in that behalf and submitted to this meeting and initialed by the Secretary for the purpose of identification and which draft agreement, the broad details of which (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) are given in the Explanatory Statement in respect of this item of the Notice, is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or the Agreement in such manner as may be agreed to between the Board of Directors and Mr. Anurag Saraf in the best interest of the Company, within the limitations in that behalf as contained in Schedule V to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement when finalized be executed by the Company by affixing its Common Seal thereon in accordance with the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**Shri K V S S N Murty** seconded it.

Chairman took up the Seventh Item on the agenda.

(7) **Shri Lakkaraju Narayana Murthy** proposed the following resolution after slight modification as a Special Resolution:

Issue of 0.01% Redeemable Cumulative Non Convertible Preference Shares on private placement basis

Special Resolution

"RESOLVED THAT, pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, pursuant to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Redeemable Preference Shares) Regulations, 2013, as amended from time to time (the "SEBI Regulations"), the Listing Regulation entered into by the Company with the Stock Exchange where the securities of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines issued from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested while granting such approvals, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) to issue and allot, in one or more tranches on private placement basis, at its sole and absolute discretion, 25,00,000 0.01% Cumulative Redeemable Non Convertible Preference Shares ['Preference Shares'] of Rs. 100/- each, for cash, at par, aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), to be redeemed at par within a period not exceeding 20 (Twenty) years from the date of allotment of the said preference shares, to group entity/(ies) belonging to the promoters of the Company, on the following terms and such other terms and conditions, as may be decided by the Board;

(a) the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	The said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
(b) the participation in surplus fund;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
(c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;	
(d) the payment of dividend on cumulative or noncumulative basis;	The payment of dividend shall be on cumulative basis.
(e) the conversion of preference shares into equity shares;	The said Preference Shares shall be Non Convertible.
(f) the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47

	of the Act (including any statutory modifications or re-enactments thereof for the time being in force).
(g) the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding twenty years from the date of allotment as per the provisions of the Act.

RESOLVED FURTHER THAT, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the any applicable law(s), then said transaction(s), be and is hereby approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company."

**Shri K V S S N Murty** 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, 2017 INCLUDING BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan	No. of votes in favour	No. of votes against	% of votes in favour on votes	% of votes against on votes

		(1)	(2)	ding shares (3)=[(2)/(1)]*100	(4)	(5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118604	257	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118604	257	100.00	-
Total		195547355	88306508	45.16	88306251	257	100.00	-

### RESOLUTION NO. 2 - ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN THE PLACE OF MR. ANURAG SARAF (DIN 00009631), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	86608728	14849977	17.15	14849977	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	14849977	17.15	14849977	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118604	257	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118604	257	100.00	-
Total		195547355	22968838	11.75	22968581	257	100.00	-

### RESOLUTION NO. 3 - ORDINARY RESOLUTION

TO APPOINT M/S K K MANKESHWAR & CO., CHARTERED ACCOUNTANTS (REGN NO. 106009W), AS STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF NINETEENTH ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD TO FIX THEIR REMUNERATION

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		

				share s (3)=[ (2)/(1)] *100			(6)=[(4) /(2)]*100	
Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118604	257	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118604	257	100.00	-
Total		195547355	88306508	45.16	88306251	257	100.00	-

#### RESOLUTION NO. 4 - ORDINARY RESOLUTION

RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2018

Resolution required : (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118584	277	100.00	-
Total		195547355	88306508	45.16	88306231	277	100.00	-

#### RESOLUTION NO. 5 - SPECIAL RESOLUTION

KEEPING THE REGISTER OF MEMBERS WITH REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)					

Promoter and Promoter Group	E-Voting	86608728	80187647	92.59	80187647	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	80187647	92.59	80187647	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118584	277	100.00	-
Total		195547355	88306508	45.16	88306231	277	100.00	-

#### RESOLUTION NO. 6 - SPECIAL RESOLUTION

RE-APPOINTMENT & PAYMENT OF REMUNERATION OF MR ANURAG SARAF AS JOINT MANAGING DIRECTOR OF THE COMPANY

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86608728	14849977	17.15	14849977	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	14849977	17.15	14849977	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118584	277	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118584	277	100.00	-
Total		195547355	22968838	11.75	22968561	277	100.00	-

#### RESOLUTION NO. 7 - SPECIAL RESOLUTION

ISSUE OF 0.01% REDEEMABLE CUMULATIVE NON CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

Resolution required : (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting	86608728	4660915	5.38	4660915	-	100.00	-



and Promoter Group	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	86608728	4660915	5.38	4660915	-	100.00	-
Public-Institutions	E-Voting	19182	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19182	-	-	-	-	-	-
Public-Non Institutions	E-Voting	108919445	8118861	7.45	8118604	257	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	108919445	8118861	7.45	8118604	257	100.00	-
Total		195547355	12779776	6.54	12779519	257	100.00	-

All the above resolutions as set out in Item Nos. 1 to 7 in the Notice of the 14th Annual General Meeting of the Company were duly passed with requisite majority 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: 20th September, 2017

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/

16<sup>th</sup> August , 2017

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 14th Annual General Meeting to be held on Wednesday, the 20th September, 2017 at 11.00 A.M. at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh"

Re. : Scrip Code : 532656

Please be informed that 14th Annual General Meeting of the company will be held on Wednesday, the 20th September, 2017 at 11.00 A.M. at "Administrative Building, Shreeramnagar-535101, Garividi, Distt. Vizianagaram, Andhra Pradesh". A copy of Notice of the 14th 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 14th Annual General Meeting along with Full Annual Report containing Auditors'/Directors' Reports along with Corporate Governance, MDA etc. of the company for the financial year 2016-17 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 14th Annual General Meeting along with full Annual Report containing Auditors'/Directors' Reports along with Corporate Governance, MDA etc. of the company for the financial year 2016-17 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 etc. of the company for the financial year 2016-17 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.

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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 **FOURTEENTH 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 Wednesday, the 20<sup>th</sup> September, 2017 at 11:00 a.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, 2017 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, 2017.
2. To appoint a Director in the place of Mr. Anurag Saraf (DIN 00009631), 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K K Mankeshwar & Co., Chartered Accountants (Firm Registration No.106009W), be and are hereby appointed as Auditors of the Company in place of the retiring auditors M/s Salve & Co., Chartered Accountants (Firm Registration No.109003W), to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by members at every Annual General Meeting, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the 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:  
**"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.50,000/- plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, 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 financial year ended 31st March 2018.

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

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 94 (1) and other applicable provisions of Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable rules formed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members of the Company and other security holders, if any, maintained under section 88 of the Companies Act, 2013 together with the index of members and other security holders, at the office of the Registrar And Share Transfer Agents of the Company i.e. M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 and at such places within New Delhi in the State of Delhi where the Registrar and Share Transfer Agent may shift its office from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such further approvals, if any, as may be necessary, the Company hereby approves of the re-appointment and terms of remuneration of Mr. Anurag Saraf (DIN: 00009631) as the Joint Managing Director of the Company for a period of 5 years with effect from 01.02.2018 upon the terms and conditions as set out in the draft agreement prepared in that behalf and submitted to this meeting and initialed by the Secretary for the purpose of identification and which draft agreement, the broad details of which (including the remuneration to be paid

in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) are given in the Explanatory Statement in respect of this item of the Notice, is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or the Agreement in such manner as may be agreed to between the Board of Directors and Mr. Anurag Saraf in the best interest of the Company, within the limitations in that behalf as contained in Schedule V to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement when finalized be executed by the Company by affixing its Common Seal thereon in accordance with the relevant provisions contained in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, pursuant to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Redeemable Preference Shares) Regulations, 2013, as amended from time to time (the “SEBI Regulations”), the Listing Regulation entered into by the Company with the Stock Exchange where the securities of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines issued from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested while granting such approvals, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which

term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) to issue and allot, in one or more tranches on private placement basis, at its sole and absolute discretion, 2,50,00,000 0.01% Cumulative Redeemable Non Convertible Preference Shares [‘Preference Shares’] of Rs. 10/- each, for cash, at par, aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), to be redeemed at par within a period not exceeding 20 (Twenty) years from the date of allotment of the said preference shares, to group entity/(ies) belonging to the promoters of the Company, on the following terms and such other terms and conditions, as may be decided by the Board;

(a) the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	The said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
(b) the participation in surplus fund;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
(c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;	
(d) the payment of dividend on cumulative or noncumulative basis;	The payment of dividend shall be on cumulative basis.
(e) the conversion of preference shares into equity shares;	The said Preference Shares shall be Non Convertible.
(f) the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Act (including any statutory modifications or re-enactments thereof for the time being in force).
(g) the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding twenty years from the date of allotment as per the provisions of the Act.

**RESOLVED FURTHER THAT**, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the applicable law(s), then said transaction(s), be and is hereby approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.”

#### NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 3 to 7 of the notice set out above is annexed hereto. The relevant details of Director seeking re-appointment under Item No. 2, 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 15th September, 2017 to Wednesday, the 20<sup>th</sup> September, 2017, both days inclusive.
5. Pursuant to section 124 (5) of the Companies Act, 2013, unclaimed dividend is to be transferred to the “Investor Education and Protection Fund” established by the Central Government in terms of section 125 of the Companies Act, 2013 after a period of seven years from the date of transfer to unpaid dividends A/c. Shareholders who have not en-cashed or misplaced the dividend warrants for the years 2009-10 & 2010-11 are requested to write to M/s. MAS Services Ltd. T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 for claiming unpaid dividend. Due dates for transfer of the unclaimed dividends for the year 2009-10 & 2010-11 to the said fund is 24<sup>th</sup> October, 2017 & 15<sup>th</sup> October, 2018 respectively.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends since 2009-10, on the website of the Company.

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, 2016 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 14th 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 14th 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) The voting period begins on 17th September, 2017 at 10.00 a.m. (IST) and ends on 19th September, 2017 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 13th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://www.evotingindia.com>.
- (iii) Click on "Shareholders/ Members" tab.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<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.</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. E.g. 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. <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'Facor Alloys Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xvi) If a 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.
- (xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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 linked in the login 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.
- (xix) 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 scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the AGM, 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 make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman.
- 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 2016-17 and the Notice of 14<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 2016-17 and Notice of 14<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. MAS Services Ltd, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 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 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:**  
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

Dated: 11<sup>th</sup> August, 2017

By order of the Board  
  
**S.S. Sharma**  
General Manager (Legal)  
& Company Secretary

## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO.3**

This Explanatory Statement is provided voluntarily, though strictly not required as per Section 102 of the Act.

M/s Salve & Co., Chartered Accountants (Firm Registration No.109003W) have been the Auditors of the Company since incorporation i.e. from FY 2003-04 and have completed a term of ten years.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s Salve & Co.'s term as auditors of the Company is up to the conclusion of the forthcoming 14<sup>th</sup> Annual General Meeting.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 13th May, 2017, proposed the appointment of M/s K K Mankeshwar & Co., Chartered Accountants (Firm Registration No.106009W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of 14th AGM till the conclusion of the 19th AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act.

M/s K K Mankeshwar & Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

#### **ITEM NO.4**

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, 2018, at a remuneration of Rs.50,000/- plus taxes 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.

The Board recommends the remuneration of Rs.50,000/- plus taxes 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.4 of the Notice.

**ITEM NO.5**

Section 94 (1) of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014 and any other rules framed there under allow the Company to keep the Register of Members together with the index of members and the copies of the annual return filed by the Company, at a place other than the registered office of the Company, if approved by the members by way of Special resolution.

It is, therefore, proposed to keep the Register of Members together with the index of members at the premises of M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 RTA of the Company for the convenience of the shareholder.

Accordingly, the Company seeks approval of the members to keep the Register of members and all relevant documents / registers pertaining thereto, maintained by the Company, either physical or electronically, at the place mentioned hereinabove.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no.5.

Your Directors, therefore, recommend the said resolution at item no. 5 for your approval.

**ITEM NO.6**

Mr. Anurag Saraf aged around 46 years is a Bachelor of Engineering in Electronics and is having rich experience in Business Administration. His experience, advice and guidance will be of immense benefit to the Company.

The Board of Directors of the Company at its meeting held on 11.08.2017 has re-appointed Mr. Anurag Saraf as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.02.2018 although subject to retirement by rotation. The re-appointment is subject to the approval of the Members of the Company. The re-appointment is made based on recommendation by the Nomination and Remuneration Committee (NRC). The material terms & conditions of his appointment and remuneration, which are in conformity with the Schedule V to the Act, are as contained in the draft agreement and as given in the attached Annexure "A" forming part of the Explanatory Statement.

Accordingly, the resolution in item nos. 6 of the accompanying Notice is commended for your approval.

Mr. Anurag Saraf is evidently interested in this resolution concerning him.

The agreement between the Company and Mr. Anurag Saraf, Joint Managing Director, providing the terms and conditions of his appointment and remuneration is available for inspection by the members of the Company at the Registered Office between 11 a.m. to 2 p.m. on any working day of the Company upto and inclusive of the date of the ensuing Annual General Meeting.

**ITEM NO.7**

As per the provisions of Sections 42, 55 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent notified and in effect and as amended from time to time, the Board of Directors can issue and allot Cumulative Redeemable Non Convertible Preference Shares on private placement basis, only if approved by the members by way of Special Resolution.

Further Company proposes to issue and allot 2,50,00,000 0.01% Cumulative Redeemable Non Convertible Preference Shares of Rs. 10/- each aggregating to Rs.25,00,00,000/- (Rupees Twenty Five Crores only) on private placement basis for cash, at par, to Promoter entity/(ies) belonging to the Promoters of the Company, in one or more tranches, as the case may be, for utilizing mainly for restructuring exercise with the Consortium Banks. The issuance shall be subject to the regulatory approvals as required.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended and the terms of the issue:

The size of the issue and number of preference shares to be issued and nominal value of each share	2,50,00,000 0.01% Redeemable Cumulative Non Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non-participating, convertible or non-convertible	Cumulative, Non-Participating, Non Convertible, Redeemable
The objectives of the issue	To be utilized mainly for restructuring exercise with the Consortium Banks.

The manner of issue of shares	Private Placement basis/ Preferential issue and allotment.
The price at which such shares are proposed to be issued	Rs.10/- per share
The basis on which the price has been arrived at	To be issued at Par
The terms of issue, including terms and rate of dividend on each share, etc.	To be issued and offered on Private Placement basis, in one or more tranches to Promoter entity/(ies) belonging to the promoters of the Company. The preference shares are proposed to be issued at a dividend rate of 0.01% per annum.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The proposed Preference shares shall be redeemed at par, within a period not exceeding 20 years from the date of allotment, in accordance with provision of Section 55 of the Act. The Preference Shares are not convertible into equity shares of the Company.
The manner and modes of redemption	The proposed Preference shares shall be redeemed in accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, regulations as may be applicable.
The expected dilution in equity share capital upon conversion of preference shares.	Not applicable, since the proposed Preference Shares are Non Convertible in nature.

The Equity shareholding pattern of the Company as on 30th June, 2017 is as under:

S. No.	Categories	No. of shares held	Percentage
a.	Promoters, their relatives, associates etc.	86608728	44.29
b.	Bodies Corporate	15384570	7.87
c.	Foreign Institutional Investors	120	-
d.	Mutual Fund	1780	-
e.	Insurance Companies	8220	-
f.	Individuals		

a.	Individual Shareholders holding nominal Share Capital upto Rs.2 Lakh	73654776	37.67
b.	Individual Shareholders holding nominal Share Capital in excess of Rs.2 Lakh	8482517	4.34
g.	Others	11406644	5.83
<b>Total:</b>		<b>195547355</b>	<b>100.00</b>

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Mr. R. K. Saraf (DIN: 00006102), Mr. Ashim Saraf (DIN: 00009581), Mr. Rohit Saraf (DIN: 00003994) and Mr. Anurag Saraf (DIN: 00009631), Directors, along with their relatives, may be deemed to be concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 7 of the accompanying AGM Notice to the extent of shares held, if any and/or having a position as a Director or Key Managerial Personnel in the Promoter entity/(ies) belonging to the Promoters of the Company.

None of the other Directors, Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise in the resolution as set out at Item No. 7 of this Notice.

**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: 11<sup>th</sup> August, 2017

**ANNEXURE A FORMING PART OF EXPLANATORY STATEMENT ANNEXED TO THE NOTICE**

**MATERIAL TERMS AND CONDITIONS OF THE APPOINTMENT OF JOINT MANAGING DIRECTOR**

The material terms and conditions of the re-appointment of Mr. Anurag Saraf, Joint Managing Director and his remuneration by way of salary, dearness allowance, perquisites and benefits (which are in conformity with the

schedule V to the Companies Act, 2013) and as contained in the draft Agreement, are as under:

1. Term of Office: 5 years with effect from 01-02-2018
2. Remuneration:
  - a) Basic Salary: Rs.105000 per month in scale of Rs.100000- 5000-150000/-
  - b) Perquisites and allowances:

In addition to the aforesaid salary, Joint Managing Director shall also be eligible to the perquisites and allowances as given hereunder ; the monetary value of such perquisites and allowances being restricted in the aggregate to Rs.5,40,000/- per annum or Rs. 45,000/- per month.

The perquisites and allowances payable to him will include dearness and other allowances, accommodation [furnished or otherwise] or House Rent Allowance in lieu thereof, reimbursement of expenses for utilization of gas, electricity, water, furnishing, medical reimbursement at actuals for self and his family, leave travel concession at actuals for self and his family, club fees, medical insurance and such other perquisites within the limits of amount specified above. The said perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules there-under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such Rules, the same shall be evaluated at actual cost. However, the Company's contribution to Provident fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, and Gratuity payable and encashment of leave at the end of tenure, as per rules of the Company, shall not be included in the computation of limits for the remuneration. Further, the Company shall provide car for use on company's business and telephone at residence for official purpose. Provision of a car for use on company's business and telephone at residence for official purpose are not to be considered as perquisites.

The Joint Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

The term "Family" means spouse, dependent children and dependent parents of Joint Managing Director.

The remuneration payable to the Joint Managing Director by way of salary, dearness allowance, perquisites and any other

allowances shall not however exceed the ceiling limit of Rs. 18,00,000/- per annum or Rs. 1,50,000/- per month.

The Board of Directors or any Committee thereof is entitled to determine and revise the salary and perquisites payable to the Joint Managing Director of the Company at any time, such that the overall remuneration shall not exceed the aggregate limit of Rs. 18,00,000/- per annum or Rs. 1,50,000/- per month as specified above. Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Joint Managing Director, the company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if any, required.

**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: 11<sup>th</sup> August, 2017

