



## 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.facorgroup.in](http://WWW.facorgroup.in)

FSEC/198Q/C

20<sup>th</sup> August, 2015

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

FAX NO.022-22722037/39/ 41/ 61  
22723121/3719

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

Dear Sirs,

**Sub: Passing of Special Resolution by Postal Ballot by the members of the Company**

**Ref.: Scrip Code 532656**

With reference to the above captioned matter and pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, we are sending herewith soft copies of the Postal Ballot Notice as well as Form which are being sent to the Members of the Company, seeking their approval for a) giving any loan to any person or other body corporate; (b) giving any guarantee or providing security in connection with a loan to any other body corporate or person; and (c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, whether Indian or overseas under Section 186 of the Companies Act, 2013.

The Company is also offering e-voting facility to all the Members of the Company for which it has availed the services of Central Depository Services (India) Limited (CDSL) e-voting platform.

You are therefore requested to take it on record under intimation to us and upload the same on your website for the information of the shareholders.

Thanking you,

Yours faithfully,  
For FACOR ALLOYS LTD.,

(S.S. SHARMA)  
SECRETARY

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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)

## FACOR ALLOYS LIMITED

CIN L27101AP2004PLC043252

Regd. Office & Works: Shreeramnagar-535 101, Dist. Vizianagaram, A.P., India

Phones: +91 8952 282029, 282038, 282456 Fax: +91 8952 282188

E-Mail: facoralloys@facorgroup.in Website: www.facorgroup.in

### NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

#### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, (the "Rules") that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/e-Voting. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form (the "Form").

In compliance with Clause 35B of the Listing Agreement with the Stock Exchange and provisions of Section 110 of the Act, read with the Rules, the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Form.

Mr. Prem Shankar Rathi, a Practicing Chartered Accountant (FCA No. 207457) has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.

A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form (on the self-addressed Business Reply Inland) and send it to the Scrutinizer. No other form or photo copy of the form will be accepted. The members can opt for only one mode of voting i.e. either by remote e-voting or voting by physical mode. If the members are opting to vote by remote e-voting, then they should not opt for physical Postal Ballot and vice versa. In case the members cast their vote both by physical ballot and remote e-voting, then voting done through remote e-voting will prevail and voting done through physical Ballot will be treated as invalid. Postage cover will be borne and paid by the Company. However, Inland postage cover containing Postal Ballot, if sent by Speed Post or Registered Post or Courier at the expense of the registered member will also be accepted. The Inland letter may also be deposited personally at the address given thereon. However the Inland postage cover of the Postal Ballot should reach the Company not later than the close of working hours on Monday, the 28<sup>th</sup> September, 2015. If the physical ballots are received thereafter they shall be deemed to be not received. The Scrutinizer shall submit his report after completion of the scrutiny of Forms including e-Voting.

The results of voting by Postal Ballot will be declared on Monday, the 28<sup>th</sup> September, 2015 at 3:30 p.m. and the Resolution will be

taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director, if the results of the Postal Ballot indicate that the requisite majority of the members had assented to the Resolution. The date of declaration of result of Postal Ballot shall be deemed to be the date of General Meeting and the date of passing the proposed Resolution. The results shall be communicated to the Stock Exchange and the same alongwith the Scrutinizer's report will be displayed on the Company's website [www.facorgroup.in](http://www.facorgroup.in) as well as on Central Depository Services (India) Limited's website <https://www.evoting.cdsl.com>.

#### **PROPOSED RESOLUTION**

##### **APPROVAL FOR INVESTMENTS/LOANS/ GUARANTEES/ SECURITIES**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded and is deemed to have been accorded with effect from 1<sup>st</sup> April, 2014 to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, whether Indian or overseas, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out below exceed the limits specified under Section 186 (2) of the Act :

Sl. No.	Particulars*	Upto a limit outstanding at any point of time
1	Loans to any person(s) (including employees) or bodies corporate	₹ 175 Crores
2	Investments in bodies corporate	₹ 175 Crores
3	Guarantees/securities in connection with loan to any person(s) (including employees) or bodies corporate	₹ 150 Crores
	<b>Total</b>	<b>₹ 500 Crores</b>

\*Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

**RESOLVED FURTHER THAT** Mr. R. K. Saraf, Chairman & Managing Director, Mr. Ashim Saraf, Joint Managing Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and security(ies) be provided, amount of investment(s) to be made and / or loan(s) to be extended and / or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s), as the case may be, and such other terms and conditions, and for the purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.

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

For **Facor Alloys Limited**

(**S. S. Sharma**)

Dated : 08<sup>th</sup> August, 2015

General Manager (Legal) &  
Company Secretary

#### NOTES

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with the Rules made thereunder for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
2. This Postal Ballot Notice is being sent to all the members

whose names appear as on the Record Date as on close of working hours on Friday, the 21<sup>st</sup> August, 2015 in the Register of Members/ Record of Depositories. A person who is not a member as on the Record Date should treat this notice for information purpose only.

3. The voting rights of members shall be in proportion to their share in the paid up equity capital of the Company as on Record Date.
  4. The Postal Ballot Notice has been placed on the Company's **website: www.facorgroup.in** and Central Depository Services (India) Ltd.'s **website:www.evoting india.com** and will remain on such websites until the last date of receipt of Postal Ballot from members.
  5. In line with the "**Green initiative in the Corporate Governance**" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice / documents on the members, the Company is sending this Notice electronically on the e-mail addresses as provided by the members / as obtained from the Depositories/ other sources to the members. Such members may exercise their voting electronically as per the procedure given below. Members who have not registered their e-mail-IDs with Depositories/ other sources will receive the notice of Postal Ballot alongwith physical form through Registered Post or Courier.
  6. The date of completion of despatch of Notice of Postal Ballot / e-mails will be announced through advertisement in Newspapers.
  7. In case, shares are jointly held, the Postal Ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
  8. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory /ies, giving requisite authority to the person voting on the Postal Ballot form.
  9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members (whether holding shares in physical form or in dematerialized mode) with the facility to exercise their right to vote by electronic means instead of dispatching Postal Ballot form and has engaged the services of Central Depository Services (India) Limited (CDSL) as authorized agency to provide remote e-voting facility.
- The procedure and instructions for such remote e-voting are as follows:
- (i) The remote e-voting commences on Saturday the 29<sup>th</sup> August, 2015 (IST 9.00 A.M) and ends on Monday, the 28<sup>th</sup> September, 2015 (IST 5.00 P.M).

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the record date i.e. 21st August, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “shareholders” tab.
- (iv) Now Enter your applicable User ID, as under:-
  - 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 code 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 cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<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 reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the dematholders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- (x) For members holding shares in physical form, the details can be used only for remote e-voting on the Resolution contained in this Notice.
- (xi) Click on the EVSN-150822042 of “Facor Alloys Limited”.
- (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 if a member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If a member wishes to confirm his vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify his vote.
- (xv) Once a member “CONFIRM” his vote on the Resolution, he will not be allowed to change his vote.
- (xvi) A member can also take out print of the voting done by him by clicking on “Click here to print” option on the Voting page.
- (xvii) If the demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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.

- (xviii) For Non-Individual members and Custodians:
- a) Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to **helpdesk.evoting@cdslindia.com**.
  - c) 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.
  - d) The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to **helpdesk.evoting@cdslindia.com**.
10. In case, the members who have been sent this Notice electronically and who do not want to avail the remote e-voting facility organised through CDSL or requiring a duplicate Postal Ballot form, such members may send a request to the Company on “[facoralloys@facorgroup.in](mailto:facoralloys@facorgroup.in)” for obtaining the Notice and Postal Ballot Form in physical. On receipt of such requests, the Company will dispatch the same in physical form to enable the members to send back the Postal Ballot by Monday, the 28<sup>th</sup> September, 2015.
  11. The vote in this Postal Ballot cannot be exercised through proxy.
  12. The Scrutinizers’ decision on the validity or otherwise of the Postal Ballot/remote e-voting will be final. The Scrutinizer(s) will submit his report to the Chairman and Managing Director or any person authorized by the Chairman and Managing Director after completion of the Scrutiny of the Postal Ballot (physical and remote e-voting process).
  13. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office of the Company on all working days,

except holidays, between 10.00 A.M. and 2.00 P.M. up to the date of declaration of the results of Postal Ballot.

14. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form before exercising their vote.

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule (11) of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company may exceed the limits of 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher in the near future.

In view of the above, the Board of Directors in its meeting held on 08<sup>th</sup> August, 2015 considered to obtain approval of the shareholders by means of special resolution to enable it to give any loan, guarantee or make investment in shares, debentures etc. upto an amount of ₹ 500.00 Crore over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given/ provided to wholly owned subsidiary companies and/or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

The resolution set out at Item No. 1 is recommended for approval of the members as special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding as Members.

**For Facor Alloys Limited**

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

Dated : 08<sup>th</sup> August, 2015



Cut Here



### POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) (In block letters)  
(Including Joint holders, if any)
2. Registered address of the sole /  
first named Shareholder
3. Registered Folio No. / DP ID No./Client ID No.\*\*  
(Applicable to investors holding shares in  
dematerialized form)
4. No. of Equity Shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice dated 08<sup>th</sup> August, 2015 of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 186 of the Companies Act, 2013 for making investments, giving of loans to any person or other bodies corporate and providing guarantee/security in connection with a loan to any other body corporate or person.			

Place : .....

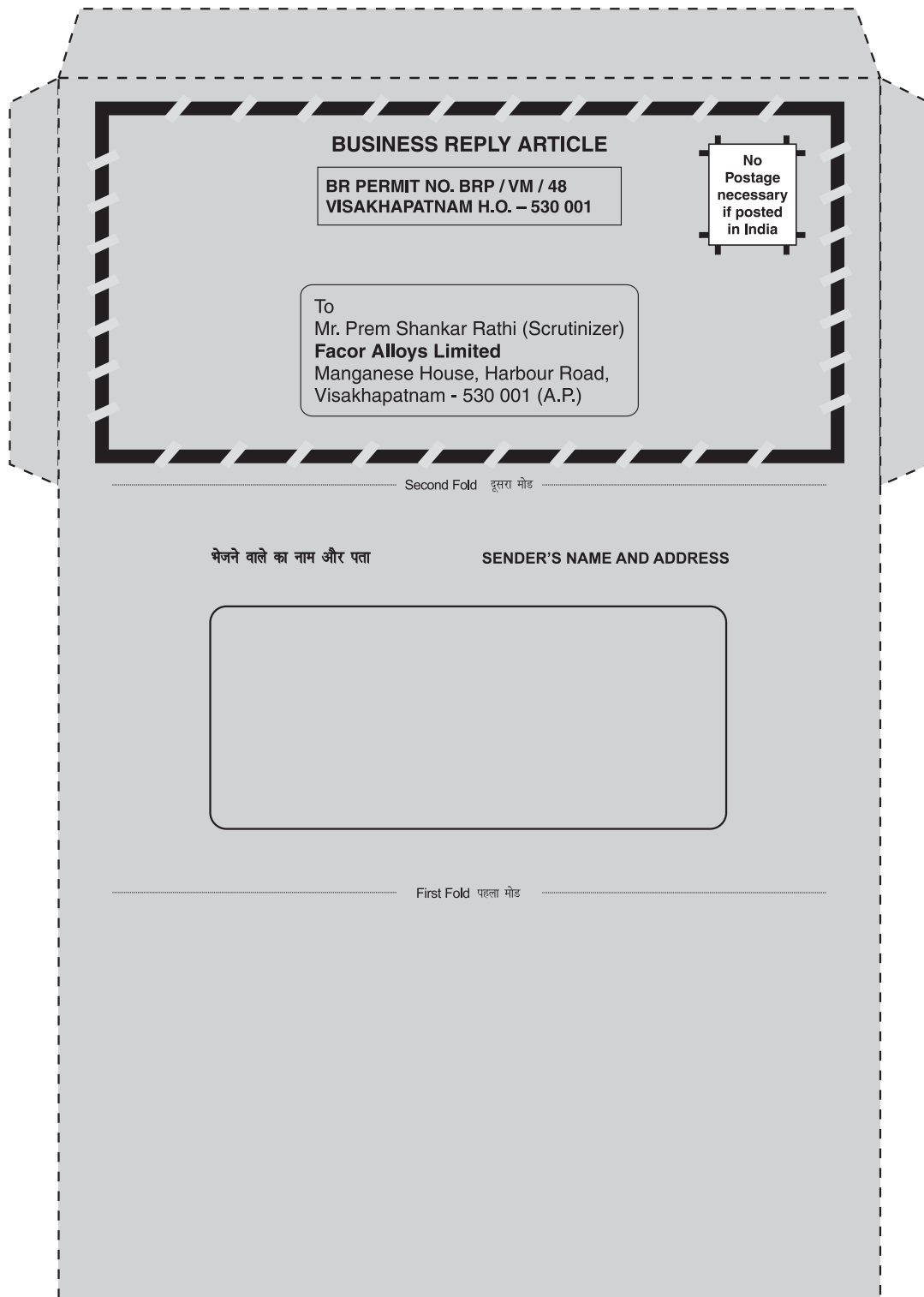
Date : .....

Signature of the Member

**Note : Please read carefully the instructions printed below before exercising the vote.**

**Instructions:**

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send the self addressed postage pre-paid business reply inland letter after signature to the scrutinizer. However, Postal Ballot, if sent by courier or by registered post at the expense of the Registered Member will also be accepted. The Postal Ballot may also be deposited personally at the address mentioned therein.
2. The self-addressed Inland letter bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1730 hrs) on 27th September, 2015. Postal Ballot Form received after this date will be strictly treated as if reply from such member has not been received. Members are requested to send the duly completed Postal Ballot Form well before 21st September, 2015 providing sufficient time for postal transit.
6. The voting shall be reckoned in proportion to a member's share of the paid up equity share capital of the Company as on 21st August, 2015.
7. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Members are requested not to send any paper (other than the resolution/authority as mentioned under item no. 1 above) along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
9. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. S.S. Sharma, Company Secretary, Facor Alloys Ltd., Shreeramnagar- 535 101, Dist. Vizianagaram (A.P.).





## 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.facorgroup.in](http://WWW.facorgroup.in)

FSEC/198Q/C

28<sup>th</sup> September, 2015

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

FAX NO. 022-22722037/39/ 41/ 61  
22723121/3719

Dear Sirs,

Sub: Passing of resolution through Postal Ballot (with e-Voting Process)  
Ref: Scrip Code – 532656

This has reference to our earlier letter dated 20<sup>th</sup> August, 2015 under cover of which Postal Ballot Notice dated 08<sup>th</sup> August, 2015 issued under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, seeking approval from the Members by way of Special Resolution for a) giving any loan to any person or other body corporate; (b) giving any guarantee or providing security in connection with a loan to any other body corporate or person; and (c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, whether Indian or overseas under Section 186 of the Companies Act, 2013 was forwarded with a request to arrange to take the same on record.

In this connection please find enclosed herewith the report of the Scrutinizer in respect of the cited Postal Ballot (with e-Voting process) with a request to arrange to take the same on record under intimation to us.

We would further like to inform that Resolution mentioned in the above Postal Ballot notice was passed by members by requisite majority.

Thanking you,

Yours faithfully,  
For FACOR ALLOYS LTD.,



SECRETARY

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Corp. Office : FACOR HOUSE, A-45-50, Sector-16, Noida, Dist. Gautam Buddha 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)



## SCRUTINIZER'S REPORT

28<sup>th</sup> September, 2015

To

The Chairman,  
Board of Directors,  
Facor Alloys Limited,  
Shreeramnagar-535101,  
Garividi, Dist.Vizianagaram,  
Andhra Pradesh

Dear Sir,

Sub: Report of the Scrutinizer for the Postal Ballot and E-voting Process vide Notice Dated 08<sup>th</sup> August, 2015 under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

1. The Board of Directors of the Company at its meeting held on 08<sup>th</sup> August, 2015 had appointed me as Scrutinizer for conducting the postal ballot and e-voting process as per Section 110 of the Companies Act, 2013 for seeking the approval of the shareholders of Facor Alloys Limited (the "Company") for approval of the following resolution under Section 186 of the Companies Act, 2013 :-

Item 1: Authorization to the Board of Directors to make Investments, give Loans, give Guarantee or provide Security pursuant to Section 186 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded and is deemed to have been accorded with effect from 1st April, 2014 to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, whether Indian or overseas, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out below exceed the limits specified under Section 186 (2) of the Act :

Sl. No.	Particulars*	Upto a limit outstanding at any point of time
1	Loans to any person(s) (including employees) or bodies	Rs. 175 Crores
2	Investments in bodies corporate	Rs. 175 Crores



3	Guarantees/securities in connection with loan to any person(s) (including employees) or bodies corporate	Rs. 150 Crores
Total		Rs. 500 Crores

\*Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

RESOLVED FURTHER THAT Mr. R. K. Saraf, Chairman & Managing Director, Mr. Ashim Saraf, Joint Managing Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and security(ies) be provided, amount of investment(s) to be made and / or loan(s) to be extended and / or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s), as the case may be, and such other terms and conditions, and for the purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.

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

2. I submit my report as under:

- a) The company has completed on 28th August, 2015, the dispatch of Postal Ballot forms along with postage prepaid business reply Inland to its members whose names appeared on the Register of members/list of beneficial owners as on 21st August, 2015. An advertisement of the Notice was published in Financial Express (Hyderabad edition) and Telugu translation thereof in Prajashakti (Vizianagaram edition) both dated on 2nd September, 2015.
- b) Particulars of all the Postal Ballot Forms received from the members have been entered in the register separately maintained for the purpose.
- c) Postal ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
- d) The Postal Ballot Inlands were opened and scrutinized on 19th September, 2015 and details were thereafter duly entered in the register separately maintained for the purpose.
- e) The Postal Ballot Inlands were duly opened and shareholding was matched/confirmed with the register of members of the company/list of beneficial owners as on 21st August, 2015.
- f) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system ([www.evotingindia.com](http://www.evotingindia.com)).
- g) The e-voting period remained open from 9.00 A.M. IST on Saturday, the 29th day of August, 2015 up to 5:00 P.M. IST on Monday, the 28th day of September,



- h) All electronic votes and Postal Ballot Forms received upto the close of working hour on 28th September, 2015, the last date and time fixed by the Company for receipt of the votes/forms were considered for my scrutiny.
- i) The votes cast by the shareholders through e-voting system was downloaded and collated. On scrutiny it was found that two members casted their votes both by physical ballot and remote e-voting. Voting done by them through remote e-voting will prevail and voting done through physical ballot will be treated as invalid.
- j) Inlands containing Postal Ballot Forms received after 5.00 P.M. on 28th September, 2015 were not considered for my scrutiny.
- k) 4130 envelopes/e-mails containing Postal Ballot Forms were returned undelivered. These envelopes/e-mails were also not opened by me and they are separately kept.
- l) No defaced or mutilated ballot paper was found.
3. As required under the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, I have maintained a Computerized Register wherein the consent or otherwise exercised through postal ballot by the Shareholders of the company have been recorded after carefully scrutinizing the postal ballots received by me from shareholders.
4. Based on the above mentioned process, the scrutiny was completed and a summary of the votes casted through Postal Ballot Forms and e-votes in respect of Item No. 1 of the Postal Ballot Notice is given below:

Item No.1 Special Resolution

Particulars	No. of Votes			% of total valid Votes	% to total paid up equity capital
	Postal Ballot	E- Voting	Total		
Votes cast in favour	-	7443455	7443455	98.84	3.81
Votes cast against	-	87274	87274	1.16	0.04
Total valid votes	-	7530729	7530729	100.00	3.85
Total invalid votes	1124542	-	1124542		

Since the votes cast in favour of the Special Resolution are more than the votes cast against the same, the Resolution in Item No.1 of the Postal Ballot Notice may be declared passed by requisite majority.

5. As per the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the Postal Ballots and all other papers relating to Postal Ballots have been kept under my safe custody and the same will be produced as and when required by you and the same shall be handed over to you after the minutes of the meeting are considered, approved and signed by you and intimation about the same is received by me from the Company.

6. You may accordingly declare the result of the voting by Postal Ballot.

*Prem Shankar Bhatt*  
 (Prem Shankar Bhatt)  
 Chartered Accountant  
 Membership No. 207457



Place: Vizianagaram, Andhra Pradesh