

EIGHTEENTH ANNUAL REPORT 2020-21



FACOR ALLOYS LIMITED

CORPORATE INFORMATION

Board of Directors

R.K. Saraf

Chairman & Managing Director

Ashim Saraf

Joint Managing Director

Anurag Saraf

Joint Managing Director

Rohit Saraf

Non-Executive Director
(upto 12.08.2021)

K. Jayabharat Reddy

Non-Executive Independent Director

A. S. Kapre

Non-Executive Independent Director

K. L. Mehrotra

Non-Executive Independent Director

Mrs. Urmila Gupta

Non-Executive Independent Director

Executives

M.D. Saraf

President

M.S.S. Sarma

Chief Executive

Vijay Vashisth

Dy. Chief Financial Officer

Piyush Agarwal

Company Secretary

Solicitors

Khaitan & Khaitan

Statutory Auditors

K K Mankeshwar & Co.
Chartered Accountants

Internal Auditors

Rao & Kumar
Chartered Accountants

Registrars & Share Transfer Agents
(for Both Physical & Electronic)

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110020
Phone No.+91-11-26387281-83
Fax No.+91-11-26387384
E-Mail : info@masserv.com

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NOTICE

Notice is hereby given that the **18th ANNUAL GENERAL MEETING** of the Members of Facor Alloys Ltd. will be held on Monday, the 20th day of September, 2021 at 12:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 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 31st March, 2021.
2. To appoint a Director in the place of Mr. Ashim Saraf (DIN 00009581), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business:

3. 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 for the financial year ended 31st March, 2022.

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."

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

"RESOLVED THAT pursuant to the provisions of sec 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members be & is hereby accorded to the re-appointment of Mr. R. K. Saraf (DIN:00006102) as the Managing Director of the Company, who shall not be subject to retirement by rotation, for a term of 3 years commencing from 01/04/2022 till 31/03/2025, on such remuneration by way of salary, perquisites, allowances and/ or benefits, within and up to the maximum limit as have been determined, fixed and approved by the Board on the recommendation of the Nomination & Remuneration Committee, subject to overall limit stipulated in Section 197 read with Schedule V of the

Companies Act, 2013 and on such other terms, conditions and stipulations (including remuneration) as contained in the "Draft Agreement" to be entered into between the Company of the ONE PART and Mr. R. K. Saraf of the OTHER PART, details whereof are given in the explanatory statement annexed with this notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be & is hereby authorize to alter the terms & conditions of the re-appointment and/or remuneration as contained in the "Draft Agreement", subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Board may in its absolute discretion pay to Mr. R. K. Saraf, the Managing Director, being a Key Managerial Personnel, lower remuneration within the said maximum limits as stipulated in the Draft Agreement hereinabove referred to.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting.

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

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

"RESOLVED THAT pursuant to the provisions of sec 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members be & is hereby accorded to the re-appointment of Mr. Ashim Saraf (DIN:00009581) as the Joint Managing Director of the Company, who shall be subject to retirement by rotation, for a term of 3 years commencing from 01/04/2022 till 31/03/2025, on such remuneration by way of salary, perquisites, allowances and/ or benefits, within and up to the maximum limit as

have been determined, fixed and approved by the Board on the recommendation of the Nomination & Remuneration Committee, subject to overall limit stipulated in Section 197 read with Schedule V of the Companies Act, 2013 and on such other terms, conditions and stipulations (including remuneration) as contained in the "Draft Agreement" to be entered into between the Company of the ONE PART and Mr. Ashim Saraf of the OTHER PART, details whereof are given in the explanatory statement annexed with this notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be & is hereby authorize to alter the terms & conditions of the re-appointment and/or remuneration as contained in the "Draft Agreement", subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting.

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

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

"RESOLVED THAT pursuant to the provisions of sec 196, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members be & is hereby accorded to the re-appointment of Mr. Anurag Saraf (DIN:00009631) as the Joint Managing Director of the Company, who shall be subject to retirement by rotation, for a term of 3 years commencing from 01/04/2022 till 31/03/2025, on such remuneration by way of salary, perquisites, allowances and/ or benefits, within and up to the maximum limit as have been determined, fixed and approved by the Board

on the recommendation of the Nomination & Remuneration Committee, subject to overall limit stipulated in Section 197 read with Schedule V of the Companies Act, 2013 and on such other terms, conditions and stipulations (including remuneration) as contained in the "Draft Agreement" to be entered into between the Company of the ONE PART and Mr. Anurag Saraf of the OTHER PART, details whereof are given in the explanatory statement annexed with this notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be & is hereby authorize to alter the terms & conditions of the re-appointment and/or remuneration as contained in the "Draft Agreement", subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, substitutions, relaxations or re-enactments by the Central Government to Schedule V to the said Act, the Board of Directors of the Company be and is hereby authorised and empowered to vary, alter, increase, enhance or widen the scope of remuneration including salary, perquisites, allowances and/or benefits, to the extent but within the maximum permissible limits for payment of managerial remuneration specified in Schedule V to the said Act and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, without any further reference to the Members of the Company in General Meeting.

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

NOTES:

1. As you are aware, in view of the continuing COVID-19 pandemic, for maintaining social distancing norms and pursuant to General Circular nos. 14/2020, 17/2020, 20/2020, and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020, and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as "the Circulars"), companies are permitted to hold the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA & SEBI Circulars, the 18th AGM of the Company is being held through VC / OAVM.

2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
 3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to tumul11@gmail.com with a copy marked to evoting@nsdl.co.in.
 4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items No. 3-6 of the notice set out above is annexed hereto.
 6. The relevant details of Directors seeking re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard 2 on General Meetings is set out in the Report on Corporate Governance annexed herewith forming part of the Annual Report.
 7. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2021 to 20th September, 2021 (both days inclusive).
 8. National Securities Depositories Limited ("NSDL") will be providing facility of voting through remote e-Voting for participation in the AGM through VC/OAVM facility and e-Voting during the 18th AGM.
 9. The remote e-voting period commences on Friday, September 17, 2021 (10:00 am) and ends on Sunday, September 19, 2021 (05:00 pm). No remote e-voting shall be allowed beyond the said date and time. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2021, may cast their vote by remote e-voting.
 10. Shareholders can claim back the amount of unpaid dividend pertaining to the financial year 2008-09 to 2010-11 along with shares transferred to "Investor Education and Protection Fund" pursuant to the provisions of Section 124 of the Companies Act, 2013, on expiry of seven years from the date of transfer to unpaid dividends A/c after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Also, pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed dividend amounts and shares transferred to the IEPF Authority on the website of the Company.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form
- No. IEPF-5 available on www.iepf.gov.in / www.mca.gov.in.
 11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, for shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/ Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
 12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
 13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
 14. SEBI has vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 read with subsequent Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 mandated that request for effecting transfer of equity shares held in physical form will not be processed with effect from 01.04.2019 except in case of request received for transmission or transposition of securities. Therefore, shareholders are requested to take action to dematerialize their shareholding in the company immediately.
 15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form duly filled in and signed to the above Registrar & Transfer Agent. The form can be downloaded from website of RTA i.e. www.masserv.com under download section.
 16. 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 through email on corpoffice@falgroup.in.
 17. The Company's securities are admitted in the National Securities Depository Ltd. and Central Depository Services (India) Ltd. and the ISIN No. allotted to the Company by them in respect of Equity Shares is INE828GO1013.
 18. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after start of the AGM. Members can attend the AGM through VC/ OAVM by following the instructions mentioned in this notice.

19. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report including audited financial statements for the financial year ended 31st March, 2021 including notice of 18th AGM is being sent only through electronic mode to those Members whose e-mail address have registered with the Company. Those members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.facorallloys.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

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

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

21. Voting through electronic means:

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

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

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

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

INSTRUCTION FOR REMOTE E-VOTING, E-VOTING AT AGM AND JOINING OF AGM THROUGH VIDEO CONFERRING:-

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

Type of shareholders	Login Method
	Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

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

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

iii) Procedure for retrieve 'initial password'

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

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

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

(C) Procedure for voting electronically and join Annual General Meeting

- a. After successful login, you will be able to see your company "EVEN".
- b. Select "EVEN" of your company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

- c. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- d. Upon confirmation, the message "Vote cast successfully" will be displayed.
- e. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com.
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at above point no. (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned above for attending the AGM through VC/OAVM.
2. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

3. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.
 4. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 5. Members are encouraged to join the Meeting through Laptops for better experience.
 6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (E) Mr. Tumul Maheshwari, a Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (F) The scrutiniser shall, not later than two working days of conclusion of the meeting, submit a consolidated scrutinizer's report of the total votes cast in favour or against the resolutions, to the Chairman.
- (G) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.facoralloys.in and on the website of NSDL and communicated to the Bombay Stock Exchange, where the shares of the Company are listed.

By order of the Board,

Piyush Agarwal
Company Secretary

Date: 12th August, 2021
Place: Delhi

Registered Office:

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

ANNEXURE TO THE NOTICE

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

ITEM NO.3

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 31st March, 2022, 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 seven/eight 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. 3 of the Notice.

ITEM NO.4

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

Mr. R. K. Saraf aged around 79 years, is one of the promoter Director of M/s Facor Alloys Ltd. and has rich & vast experience in the Ferro Alloys industry for more than four decades. Moreover, upon trifurcation of M/s Ferro Alloys Corporation Ltd. (FACOR), the Ferro Alloys Division was transferred to this Company called FACOR Alloys Ltd. and he is then appointed as its Chairman & Managing Director. In order to take the full benefit of his vast and rich experience in the Ferro Alloys Industry, it is proposed to re-appoint him as Managing Director of the Company on identical terms as to remuneration and otherwise for a further period of three years with effect from 01.04.2022.

The Board of Directors of the Company therefore re-appointed Mr. R.K. Saraf as Managing Director of the Company for a period of 3 years w.e.f. 01-04-2022 subject to your approval.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

The material terms & conditions of his reappointment 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, Company seeks approval of the members for the resolution in item no. 4 of this Notice. Mr. R. K. Saraf is interested in this resolution relating to him. Mr. Ashim Saraf, Director of the Company, is related to Mr. R. K. Saraf and hence he is also interested in this resolution.

ITEM NO.5

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

Mr. Ashim Saraf is holding degree in M.Sc (Tech) from the Birla Institute of Tech. & Science, Pilani. He has several years experience in business and administration to his credit. Under his guidance the Company is doing well. Accordingly the Board considers that his services will be useful and in the interest of the Company and he be re-appointed as 'Joint Managing Director' of the Company subject to the approval of Members of the Company.

The Board of Directors of the Company ('the Board') have considered the re-appointment of Mr. Ashim Saraf as Joint Managing Director for a further period of 3 (Three) years, effective from 01st April, 2022 subject to the prior approval of shareholders, and such other approvals and/or sanctions, as may be required, on the terms and the remuneration permissible under amended Section 197 read with Schedule V to the Companies Act, 2013 ("the Act"), as amended, and embodied in the draft Agreement, to be entered into with Mr. Ashim Saraf, who shall be liable to retire by rotation, in terms of Section 160 of the Act, including other provisions of the Act.

The material terms & conditions of re-appointment and remuneration of Mr. Ashim Saraf, as contained in the draft Agreement and given in the attached Annexure "A" forming part of the Explanatory Statement have been recommended by the Nomination and Remuneration Committee and are in accordance with the amended Schedule V to the Companies Act, 2013 ("the Act").

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Accordingly, Company seeks approval of the members for the resolution in item no. 5 of this Notice. Mr. Ashim Saraf is interested in this resolution relating to him. Mr. R. K. Saraf, Director of the Company, is related to Mr. Ashim Saraf and hence he is also interested in this resolution.

ITEM NO.6

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

Mr. Anurag Saraf aged around 50 years is a Bachelor of Engineering in Electronics and is having rich experience in Business Administration. His experience, advice and guidance will be of immense benefit to the Company. Accordingly the Board considers that his services will be useful and in the interest of the Company and he be re-appointed as 'Joint

Managing Director' of the Company subject to the approval of Members of the Company.

The Board of Directors of the Company ('the Board') have, therefore, considered the re-appointment of Mr. Anurag Saraf as Joint Managing Director for a period of 3 (Three) years, effective from 01st April, 2022 subject to the prior approval of shareholders, and such other approvals and/or sanctions, as may be required, on the terms and the remuneration permissible under amended Section 197 read with Schedule V to the Companies Act, 2013 ("the Act"), as amended, and embodied in the draft Agreement, to be entered into with Mr. Anurag Saraf, who shall be liable to retire by rotation, in terms of Section 160 of the Act, including other provisions of the Act.

The material terms & conditions of re-appointment and remuneration of Mr. Anurag Saraf, as contained in the draft Agreement and given in the attached Annexure "A" forming part of the Explanatory Statement have been recommended by the Nomination and Remuneration Committee and are in accordance with the amended Schedule V to the Companies Act, 2013 ("the Act").

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Accordingly, Company seeks approval of the members for the resolution in item no. 6 of this Notice. Mr. Anurag Saraf is evidently interested in this resolution concerning him.

By order of the Board,

Piyush Agarwal
Company Secretary

Date: 12th August, 2021
Place: Delhi

Registered Office:

Administrative Building, Shreeramnagar-535 101,
Garividi, Dist. Vizianagaram, Andhra Pradesh
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