

# **TWENTYTH ANNUAL REPORT 2022-23**



**FACOR ALLOYS LIMITED**

**CORPORATE INFORMATION****Board of Directors**

**Mr. R.K. Saraf**  
Chairman & Managing Director

**Mr. Manoj Saraf**  
Non-Executive Director

**Mr. Vinod Saraf**  
Non-Executive Director  
(upto 10.03.2023)

**Mr. Ashim Saraf**  
Non-Executive Director

**Mr. Anurag Saraf**  
Non-Executive Director  
(upto 12.03.2023)

**Mr. K. Jayabharat Reddy**  
Independent Director  
(upto 13.09.2023)

**Mr. A. S. Kapre**  
Independent Director

**Mr. K. L. Mehrotra**  
Independent Director  
(upto 08.10.2023)

**Mrs. Urmila Gupta**  
Independent Director

**Mr. M. B. Thaker**  
Independent Director

**Executives**

**Mr. M.S.S. Sarma**  
Chief Executive

**Mr. Vijay Vashisth**  
Dy. Chief Financial Officer

**Mr. 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 : [investor@masserv.com](mailto:investor@masserv.com)

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## NOTICE

Notice is hereby given that the **20<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of Facor Alloys Ltd. will be held on Thursday, the 28<sup>th</sup> day of December, 2023 at 12:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2023 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Manojkumar Umashankar Saraf (DIN: 00012034) who retires by rotation and, being eligible, offers himself for re-appointment.

### As Special Business:

3. **Ratification of Remuneration payable to the Cost Auditors.**

To consider and, if thought fit, to pass 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 to conduct the audit of cost account records of the Company for the financial year ended 31<sup>st</sup> March, 2024.

**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. **Approval for continuation of directorship of Mr. A. S. Kapre (DIN: 00019530) as an Independent Director after attaining the age of 75 (seventy five) years.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. A. S. Kapre (DIN: 00019530) as an Independent Director after 1<sup>st</sup> May, 2024 i.e. upon attaining the age of 75 (seventy five) years, till the expiry of his present term i.e. upto 8<sup>th</sup> September, 2024 as approved by the Shareholders vide their ordinary resolution in their 15<sup>th</sup> Annual General Meeting held on 17<sup>th</sup> September, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts

and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **NOTES:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 20<sup>th</sup> 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 as well as Regulation 36(5) of SEBI Listing Regulations in respect of Item No. 3 & 4 of the notice set out above is annexed hereto.
6. The relevant details of Director 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 22<sup>nd</sup> December, 2023 to 28<sup>th</sup> December, 2023 (both days inclusive).
8. National Securities Depositories Limited ("NSDL") will be providing the facility of voting through remote e-Voting for participation in the AGM through VC/OAVM facility and e-Voting during the 20<sup>th</sup> AGM.
9. The remote e-voting period commences on Monday, December 25, 2023 (10:00 am) and ends on Wednesday, December 27, 2023 (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 December 21, 2023, 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 already 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](http://www.iepf.gov.in) / [www.mca.gov.in](http://www.mca.gov.in).

11. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through applicable forms. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to our Registrar at [investor@masserv.com](mailto:investor@masserv.com) in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

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. The format of the Register of Members prescribed by the MCA under the Companies Act, 2013 requires the Company/Registrar to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is available at the Company's website at [www.facorallloys.in](http://www.facorallloys.in). Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only.

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. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization.

Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company.

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 our Registrar & Transfer Agent. The Form is available at the website of the Company and further the same can be available from RTA by sending email at [investor@masserv.com](mailto:investor@masserv.com). Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form.
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](mailto: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 INE828G01013.
18. The VC/OAVM facility for members to join the meeting, shall be kept open 30 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 31<sup>st</sup> March, 2023 including notice of 20<sup>th</sup> 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 2022-23 will also be available on the Company's website [www.facoralloys.in](http://www.facoralloys.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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:

<b>Physical Holding</b>	Submit the duly filled & signed Form ISR-1 to our RTA i.e. 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 : <a href="mailto:investor@masserv.com">investor@masserv.com</a>
<b>Demat Holding</b>	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](http://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](mailto: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 CONFERENCING:-**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <b>e-Voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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***

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

- 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 submit the duly filled & signed Form ISR-1 to our RTA i.e 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: [investor@masserv.com](mailto:investor@masserv.com).
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [investor@masserv.com](mailto:investor@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](mailto: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](http://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  
for Facor Alloys Ltd.

Piyush Agarwal  
Company Secretary  
M'Ship No.- A25165

Date: 2<sup>nd</sup> December, 2023  
Place: Delhi

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@falgroup.in](mailto:facoralloys@falgroup.in)  
Website : [www.facoralloys.in](http://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 account 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, 2024, 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 several 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**

Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (as amended upto date) provided that "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five years) unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person".

Since Mr. A. S. Kapre, Non-Executive Independent Director of the Company who is covered under the aforesaid provision and will be attaining the age of 75 years on 1<sup>st</sup> May, 2024, the approval of members is sought to continue his directorship after 1<sup>st</sup> May, 2024 i.e. upon attaining the age of 75 (seventy five) years till the expiry of his present term i.e. upto 8<sup>th</sup> September, 2024, as approved by the Shareholders vide their ordinary resolution in their 15<sup>th</sup> Annual General Meeting held on 17<sup>th</sup> September, 2018.

The justification pursuant to aforesaid Regulation in respect of his continuation is as under:-

Mr. A. S. Kapre, aged around 74 years, is a Graduate in Electrical Engineering & Law. He worked with ICICI Bank for approx. 24 years. Presently, for the last more than one decade, working as an independent Financial Consultant mainly in the areas of corporate finance / debt restructuring.

Except Mr. A. S. Kapre himself, 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.

By order of the Board  
for Facor Alloys Ltd.

Piyush Agarwal  
Company Secretary  
M'Ship No.- A25165

Date: 2<sup>nd</sup> December, 2023  
Place: Delhi

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@falgroup.in](mailto:facoralloys@falgroup.in), Website : [www.facoralloys.in](http://www.facoralloys.in)

## **DIRECTORS' REPORT TO THE MEMBERS**

The Directors submit the **20<sup>th</sup> ANNUAL REPORT** on the business and operations of the Company together with the Standalone and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023.

### **FINANCIAL RESULTS**

₹ in Lakh

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Gross Revenue from operations	32098.81	25733.74	<b>32098.81</b>	25733.74
Other Income	305.10	2804.42	<b>513.30</b>	2831.14
<b>Total Revenue</b>	<b>32403.91</b>	<b>28538.16</b>	<b>32612.11</b>	<b>28564.88</b>
Operating expenses	31881.77	25262.19	32040.76	25283.75
<b>Profit before interest, Depreciation, Tax and Amortization (EBIDTA)</b>	<b>522.14</b>	<b>3275.97</b>	<b>571.35</b>	<b>3281.13</b>
Finance Costs	87.03	106.88	87.34	127.25
Depreciation and amortization expenses	172.54	149.95	193.72	168.93
<b>Profit/(Loss) before exceptional item and tax</b>	<b>262.57</b>	<b>3019.14</b>	<b>290.29</b>	<b>2984.95</b>
Exceptional item	1332.71	(395.57)	(287.02)	(386.56)
<b>Profit/(Loss) before taxation</b>	<b>1595.28</b>	<b>2623.57</b>	<b>3.27</b>	<b>2598.39</b>
Taxation (including Deferred Tax)	(692.84)	852.77	(692.84)	852.77
<b>Profit/(Loss) after Taxation (PAT)</b>	<b>2288.12</b>	<b>1770.80</b>	<b>696.11</b>	<b>1745.62</b>
Other Comprehensive Income	90.39	(5.01)	940.70	(109.60)
<b>Total Comprehensive Income for the period Comprising profit/(loss) &amp; Other comprehensive Income for the period</b>	<b>2378.51</b>	<b>1765.79</b>	<b>1636.81</b>	<b>1636.02</b>

### **OVERALL PERFORMANCE**

During the year under consideration, Company achieved the production of 70,062 M.T. as against 69,626 M.T. in the previous year recording an increase by 1%.

Ferro alloys are one of the important ingredients in the manufacturing of steel. The growth of Ferro alloys Industry is directly linked with the development of Iron and Steel Industry. The principal ferro alloys are chromium, manganese and silicon. The product series consists mainly of ferro-manganese, silico-manganese, ferro-silicon and ferro-chrome.

Government of India's Aatma Nirbhar Bharat mission had provided further boost to Ferro Industry by creating better

infrastructure facility and road transport facilities to boost industry demand and smooth transportation of raw material and finished products.

Ferro industry has witnessed a drastic growth worldwide post covid-19. In India too, we have witnessed industry growth at a rate of approx. in the range of 40-50% in terms of revenue. Facor Alloys Ltd. (the Company) had also achieved a growth by 24% in terms of revenue as compared to previous years, despite the fact that company is mainly engaged in conversion of High Carbon Ferro Chrome and Silico Manganese and terminated a conversion agreement with RTVNPL on violation of agreed term (Refer note no 49 of standalone financial statements).

Your Company is currently do not have working capital limits/ finance facilities with any financial institutions/ banks. Under such exigency, company had entered into conversion agreements and contributed to cater the industry demand and also being able to optimize its capacity utilization while putting it's all the best possible efforts. Your Company is exploring all available options and expected to get working capital finance to achieve growth as per market trends in the years to come.

Exports (Deemed) are at Rs.69.61 crores as against Rs.47.38 crores in the previous year and during the year under review foreign currency earnings in rupee terms was NIL. The Company derived 21.78% of its total sales from deemed exports as against 18.42% in the previous year.

On account of above and other factors including higher sales realization, the profit before tax is at Rs. 15.95 crores as compared to profit of Rs.26.24 crore in the previous year. Reduction in PBT despite higher sales revenue in current year is due to power cost reimbursement amounting to Rs.20.26 crores were included in Miscellaneous income of previous years (Refer note no.29.1 of Standalone Financial Statements).

### **DIVIDEND**

The Board has not recommended any dividend on the Equity Shares of the company for the financial year ended 31.03.2023 in order to keep surplus fund for meeting the internal financial requirements of the Company in the absence of non-availability of working capital limits with the banks.

### **SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2023 is ₹19.55 crores. During the year under review, the Company has not issued any further shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

The equity shares of the Company are listed on BSE Limited and the Company has duly paid the annual listing fees for the current financial year i.e. 2023-24.

### **ANNUAL RETURN**

The annual return of the company as on March 31, 2023, in terms of the provisions of Section 134(3)(a) of the Companies Act, 2013 is available on the company's website [www.facoralloys.in](http://www.facoralloys.in).

## NUMBER OF MEETINGS OF THE BOARD

The Board met five (5) times in FY 2022-23 viz. on 13<sup>th</sup> May, 2022, 29<sup>th</sup> July 2022, 9<sup>th</sup> November, 2022, 9<sup>th</sup> February, 2023 & 21<sup>st</sup> March, 2023. The maximum interval between any two meetings did not exceed 120 days or / except as permissible by law in this regard.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and implementation requirements of Indian Accounting Standards ('IND-AS') under Companies Act, 2013 on accounting and disclosure requirements, and as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Consolidated Financial Statements are provided in this Annual Report.

## SUBSIDIARIES

Pursuant to Section 129 (3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries and Associates' (in updated Form AOC-1) is given in the Note No.-40 of the consolidated financial statements. Further, the Consolidated Financial Statements presented by the Company also includes the financial results of the subsidiary companies.

Further, the company has already uploaded the Annual Accounts of the subsidiary company(s) on its website which is accessible to all the member. The annual accounts of the Company as well as its respective subsidiary company(s) shall also be kept open for inspection at the Registered Office of the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions the under Section 134 (5) of the Companies Act, 2013, your Directors hereby confirm:

- (i) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023, the applicable accounting standards read with requirements set out under schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for the year under consideration;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) that they have prepared the annual accounts of the Company for the financial year ended 31<sup>st</sup> March, 2023 on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that they had devised proper system to ensure compliance with the provisions of all applicable laws and

that such systems were adequate and operating effectively.

## DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have given declaration that they meet the criteria specified under Section 149 (6) of the Companies Act, 2013 read with the applicable rules framed thereunder as well as regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has a policy for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel as well as well-defined criteria for the selection of candidates for appointment to the said positions which has been approved by the Board. The Policy broadly lays down the guiding principles for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 of Companies Act, 2013.

During the year under review, no changes were made in the above policy. Salient features of this policy are enumerated in the Corporate Governance Report which forms part of the Annual Report. The above policy is available at the website of the Company at:

<http://facoralloys.in/assets/pdf/policy/Nomination%20and%20Remuneration%20Policy-Revise.pdf>

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

In terms of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company at their 19<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2022 approved the reappointment of M/s K K Mankeshwar & Co., Chartered Accountants (Firm Registration no.106009W) as the Statutory Auditors of the Company for further term of 5 years i.e. from the conclusion of 19<sup>th</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company to be held in the year of 2027.

The statutory auditor has confirmed their eligibility and submitted a confirmation in writing that they are not being disqualified to hold the office of the statutory auditor.

The Auditors' Report to the Shareholders on the Standalone & Consolidated Audited Financial Results for the year under review has expressed unmodified opinion in the respective audit reports for the financial year 2022-2023. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company.

### Secretarial Auditors

The Company has appointed Mr. Tumul Maheshwari of M/S. MT & Co., New Delhi, Company Secretaries to conduct secretarial audit and his Report on Company's Secretarial Audit is appended to this Report as **Annexure-1**.