

**FIFTY NINTH
ANNUAL REPORT
2014-2015
(ABRIDGED)**



FERRO ALLOYS CORPORATION LIMITED

CORPORATE INFORMATION

Board of Directors

R. K. Saraf
Chairman & Managing Director

Manoj Saraf
Managing Director

Vineet Saraf

Ashish Saraf
Joint Managing Director

Rohit Saraf
Joint Managing Director

Anurag Saraf
(w.e.f.10.11.2014)

A.S. Kapre

Umesh Khaitan
(w.e.f.13.02.2015)

Arye Berest
(Up to 21.04.2015)

Pinaki Misra

S. B. Mishra

M. B. Thaker

Keshaorao Pardhi

Urmila Gupta
(w.e.f. 13.02.2015)

Ritesh Chaudhry
Sr. General Manager (Legal) &
Company Secretary

Executives

R.D. Agrawal
Advisor

O.P. Banka
Director(Finance) & CFO

B.B. Singh
Director (Technical)
(Charge Chrome Plant)

Ashok Agrawal
Director (Mines)

P. G. Suresh Kumar
Chief Executive
(Charge Chrome Plant)

A. K. Pati
General Manager (Mines)

Bankers

Bank of India
Central Bank of India
State Bank of India
Syndicate Bank
State Bank of Bikaner & Jaipur

Solicitors

Mulla & Mulla and
Craig Blunt & Caroe
Bhaishankar Kanga and
Girdharilal

Auditors

SALVE & Co.
Chartered Accountants

Internal Auditors

M/s Das & Prasad
Chartered Accountants

Secretarial Auditors

M/s Ashish Saxena & Co.
Company Secretaries

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

Beetal Financial & Computer Services Pvt. Ltd.

Beetal House, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi – 110 062
Phone No. 91-11-29961281-83
Fax No. 91-11-29961284
E-mail: beetal@beetalfinancial.com
beetalrta@gmail.com

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Notice is hereby given that the **FIFTY NINTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at the Registered Office of the Company at D.P. Nagar, Randia – 756135, Dist. Bhadrak, Odisha on Monday, the 21st day of September, 2015 at 12.00 Noon to transact, with or without modification as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, including the report of the Board of Directors and Auditors' Report thereon and the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2015.

2. To appoint a Director in the place of Mr. Vineet Vithaldas Saraf (DIN:00004715), who retires from Office by rotation and, being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments therefore for the time being in force), appointment of M/s Salve & Company, Chartered Accountants, (Regn. No. 109003W), as Statutory Auditors of the Company, which was approved by the shareholders for a period 3 years from the conclusion of the 58th Annual General Meeting held on 10th September, 2014 be and is hereby ratified at this 59th Annual General Meeting of the Company and they are, therefore, to continue to hold office from the conclusion of this Annual General Meeting till the conclusion of the 61st Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of expenses incurred by them incidental to their functions, as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the appointment of the Auditors shall be subject to ratification by members in every subsequent Annual General Meeting till the conclusion of the 61st Annual General Meeting."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section

152 and all other applicable provisions of the Companies Act, 2013 read with existing Article 108 of the Articles of Association of the Company and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anurag Murli dhar Saraf (DIN: 00009631), who was appointed as an Additional Director w.e.f 10th November, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Urmila Gupta (DIN:00637110), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and was appointed as an Additional Director w.e.f 13th February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, to hold office for 5 (five) consecutive years with effect from 13th February, 2015 up to 12th February, 2020."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and

the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Umesh Kumar Khaitan (DIN: 01180359), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and was appointed as an Additional Director w.e.f 13th February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 13th February, 2015 up to 12th February, 2020."

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

RESOLVED THAT pursuant to provisions of Section 94(1) and other applicable provisions of Companies Act, 2013, the Companies (Management and Administration) Rules, 2015 and any other applicable rules formed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members of the Company and other security holders, if any, maintained under section 88 of the Companies Act, 2013 together with the index of members and other security holders, at the office of the Registrar And Share Transfer Agents of the Company i.e. M/s Beetal Computer & Financial Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062 and at such places within New Delhi in the State of Delhi where the Registrar And Share Transfer Agent may shift its office from time to time and copies of annual returns of the Company filed under section 92 of the Companies Act, 2013 at the Corporate Office of the Company at A 45-50, Sector 16, Noida in the State of Uttar Pradesh and at such places where the Company may shift its Corporate Office from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be

considered necessary, desirable or expedient to give effect to this resolution.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of the material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.

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

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, consent of the members of the Company be and is hereby given to continue the payment of remuneration to the Wholtime Directors and the President of the Company for the period of their engagement and upon the terms as agreed to by the members of the Company at the respective General Meetings confirming their appointment/re-appointment, as the case may be.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ramkisan Durgaprasad Saraf (DIN: 00006102) as Chairman & Managing Director of the Company, for a period of 5 (five) years with effect from 29th June, 2015, on the terms and conditions including remuneration as set out in the draft agreement prepared

in that behalf and submitted to this meeting and initialed by the Secretary for the purpose of identification, which draft agreement, broad details of which are given in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ramkisan Durgaprasad Saraf subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Manoj Umashankar Saraf (DIN: 00234570) as Managing Director of the Company, for a period of 5 (five) years with effect from January 1, 2016, on the terms and conditions including remuneration as set out in the draft agreement prepared in that behalf and submitted to this meeting and initialed by the Secretary for the purpose of identification, which draft agreement, broad details of which are given in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Manoj Umashankar Saraf subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

to this resolution."

12. 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 Rule 14 and other applicable rules, if any, of The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government as may be required, the Company hereby approves and ratifies the remuneration of ₹ 70,000/- (Rupees Seventy Thousand only) per annum plus applicable taxes and out of pocket expenses payable to M/s Niran & Co., Cost Accountants (Registration Number: 000113), appointed as Cost Auditors of the Company for the financial year 2015-16."

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the draft regulations as contained in the Articles of Association, submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. R.K. Saraf, Chairman & Managing Director, Mr. Manoj Saraf, Managing Director, Mr. Ashish Saraf, Mr. Rohit Saraf, Joint Managing Directors and O.P. Banka, Chief Financial Officer and Mr. Ritesh Chaudhry, Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

By Order of the Board

D.P. Nagar
P.O. Randia - 756135
Distt. Bhadrak, Odisha

Ritesh Chaudhry
Sr. General Manager (Legal) &
Company Secretary

Dated: 8th August, , 2015
Place : Noida – 201301, U.P.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Item no.4 to Item no.13, being Special Business at the meeting, is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, the 19th September, 2015 to Monday, the 21st September, 2015 (both days inclusive) for annual closing.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part Report on Corporate Governance. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Abridged Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Abridged Annual Report for 2014-2015 is being sent in the permitted mode. Complete copy of the Annual Report for 2014-2015 shall be provided on request to members.
8. In accordance with the Companies Act, 2013 read with the Rules framed there under Electronic copy of the Notice of the 59th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 59th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.facorgroup.in/investorrelations for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in D.P. Nagar, Randia for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@facorgroup.in
10. **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and also 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 59th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited.
The instructions for e-voting are as under:
(i) The voting period begins on 18th September, 2015 at 9:00 a.m. and ends on 20th September, 2015 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website **www.evotingindia.com**
- (iv) Click on "Shareholders" tab.
- (v) Now, select the electronic voting sequence number (EVSN) 150727010 alongwith "FERRO ALLOYS CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 last 8 digits of the sequence number in the PAN field. Sequence number is printed on the address slips pasted on the Annual Report. 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 RA00000100 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details of Date of Birth in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank Details filed as mentioned in instruction (vi).
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- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN no.150727010 for Ferro Alloys Corporation Limited.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xx) Note for Non-Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual

available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com, as aforesaid.

- (C) The e-voting period commences on 18th September, 2015 (9:00 am) and ends on 20th September, 2015 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th September, 2015, as referred in preceding clause.
- (E) Mr. Ashish Saxena & Co., Company Secretaries, (Membership No. 6560) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (F) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (G) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.facorgroup.in within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours (9.00 am to 5.00 pm) except Saturdays, Sundays and Holidays up to and including the date of the Annual General Meeting of the Company.
12. Unclaimed/Unpaid dividends for the financial years referred herein below are due for transfer to Investor Education & Protection Fund constituted by the Central Government. Members may claim their unclaimed/unpaid dividends by approaching the Company's Secretarial Department at "Facor House" Ground Floor,

Plot No. A 45-50, Sector 16, Noida – 201301, U.P. for payment thereof as the same will be transferred to the "Investor Education & Protection Fund" of the Central Government, as aforesaid, on the following dates, post which no claim shall lie against the Company or the Investor Education & Protection fund:

- Final Dividend for the year 2007-08, on or after 12th October, 2015.
- Dividend for the year 2009-10, on or after 17th October, 2017
- Dividend for the year 2010-11, on or after 12th October, 2018

13. Members are also informed that the complete particulars of the venue of the Meeting including route map and prominent land mark for easy location has been specified in this notice. Further, the same has been hosted along with the Notice on website www.facorgroup.in/investorrelations/AGM notice of the company.

Registered Office:

By Order of the Board

D.P. Nagar

P.O. Randia - 756135

Distt. Bhadrak, Odisha

Ritesh Chaudhry

Sr. General Manager (Legal) &

Company Secretary

Dated: 8th August, 2015

Place : Noida – 201301, U.P.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Anurag Murlidhar Saraf as an Additional Director of the Company with effect from 10th November, 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Anurag Murlidhar Saraf would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anurag Murlidhar Saraf for the office of Director of the Company. Mr. Anurag Murlidhar Saraf is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Anurag Saraf, born on 17th May, 1971, is a qualified B.E. (Electronics) from the University of Bangalore. He started

his career in 1994 as Vice-President in Vidarbha Iron & Steel Corporation Ltd. assisting Managing Director in various day-to-day affairs of the Company.

In the year 2000 he promoted SteelRx Corporation Pvt Ltd, a Company incorporated under the Companies Act, 1956 as Metal Exchange where trading took place for various ferrous and other metals and which was very well participated by various reputed Companies like Ispat, Sail, Jindal etc. He was one of pioneers in on-line trading of various metals by establishing the metal exchange in the Country. His induction on the Board of the Company would thus assist in the furtherance of the business objectives of the Company.

Save and except Mr. Anurag Murlidhar Saraf and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval of the members.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report.

Item No. 5

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mrs. Urmila Gupta in the Board of Directors of the Company with effect from 13th February, 2015. Mrs. Urmila Gupta, aged 71 years is a retired IAS officer. She joined Indian Information Services in 1968 and took voluntary retirement while serving as Dy. Director General, Prasar Bharati, Ministry of Information and Broadcasting, a Jt Secretary level post. She has over four decades rich experience to her credit as a senior government officer in the area of management, administration, policy formulation etc. She is also holding directorship in B.A.G. Films & Media Ltd. a listed public company since November, 2013.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force w.e.f. 1st April, 2014, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Urmila Gupta has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mrs. Urmila Gupta as an Independent Director was placed before the Nomination and Remuneration Committee, which commends her appointment as an Independent Director from 13th February, 2015 to 12th February, 2020.

In the opinion of the Board, Mrs. Urmila Gupta fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Woman Director and he is independent of the management. In Compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Urmila Gupta, as an Independent Woman Director, is now being placed before the Members in General Meeting for their approval.

Copy of the Draft letter of appointment of Mrs. Urmila Gupta would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP, except Mrs. Urmila Gupta is interested or concerned in the Resolution concerning his appointment proposed in Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval of the members.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report.

Item No. 6

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Umesh Kumar Khaitan in the Board of Directors of the Company with effect from 13th February, 2015. He is a non-executive independent director of the Company and is considered as an Independent Director under clause 49 of the Listing Agreement. Mr. Umesh Kumar Khaitan is the Managing Partner of Khaitan Sud & Partners one of the leading law firms in India. He has four decades of legal experience dealing with all aspects of law but his forte lies in corporate law.

His practice areas include corporate law, mergers and acquisitions, takeovers, buyouts, initial public offerings, joint ventures, foreign direct investments, competition and trade practice laws, international commercial arbitration, contracts, project finance, regulatory approvals, corporate restructuring, infrastructure and power projects, venture capital, overseas floatation, GDRs, ADRs, FCCBs, etc.

In addition to his vast legal practice, he was appointed as a Shareholders nominee Director on the Board of Oriental Bank of Commerce and has served on the Board for last over 6 (six) years. He has extended all possible contribution to the growth of the Bank from ₹ 70,000 crores to ₹ 2,40,000 crores. He is also with the Trusteeship of a few select organizations, such as the Mamta Health Foundation. He is also involved in

various charitable projects such as developing of schools for girls in rural areas.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force w.e.f. 1st April, 2014, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Umesh Kumar Khaitan has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Umesh Kumar Khaitan as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director from 13th February, 2015 to 12th February, 2020.

In opinion of the Board, Mr. Umesh Kumar Khaitan fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In Compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Umesh Kumar Khaitan, as an Independent Director, is now being placed before the Members in General Meeting for their approval.

Copy of the Draft letter of appointment of Mr. Umesh Kumar Khaitan would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP, except Mr. Umesh Kumar Khaitan are interested or concerned in the Resolution concerning his appointment proposed in Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the members.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report.

Item No. 7

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

It is, therefore, proposed to keep the the Register of Members together with the index of members at the premises of M/s M/s Beetal Computer & Financial Services Private Limited,