

ADDENDUM TO THE NOTICE OF THE 21ST ANNUAL GENERAL MEETING

Addendum to the Notice of the 21st Annual General Meeting (AGM) of the Members of Facor Alloys Limited to be held on Monday, September 30, 2024 at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Notice is hereby given that the Company has received the Notices dated September 12, 2024 of the intention of a Member signifying candidature of Mr. Muralidhar Rambhatla (DIN: 00982212) for the office of non-executive Independent Director of the Company.

Accordingly, in compliance of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the item of special business w.r.t. appointment of Mr. Muralidhar Rambhatla as an Independent Director of the Company will be taken up for consideration by the Members at the ensuing 21st Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 30, 2024 at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

As the aforesaid Notice from the Members pursuant to Section 160 of the Act was received subsequent to issue of Notice of the 21st AGM to the Members, this Addendum shall be deemed to be an integral part of the original Notice dated August 14, 2024 and the notes provided therein.

The aforesaid proposal for appointment of Mr. Muralidhar Rambhatla as an Independent Director would be included in the remote e-voting facility commencing on Friday, September 27, 2024 at 9:00 A.M. (IST) and ending on Sunday 29, 2024 at 5:00 P.M. (IST) (both days inclusive) and in the e-voting during the AGM.

The proposal for appointment of Mr. Muralidhar Rambhatla to the Office of Director will be taken up for consideration by the Members of the Company in the 21st AGM as a part of Special Business, in the form of a Special Resolution as item no.6 as set forth below:

SPECIAL BUSINESS:

Item No. 6: To appoint Mr. Muralidhar Rambhatla (DIN: 00982212) as an Independent Director of the Company.

To consider and if thought fit, to pass the following

resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Articles of Association of the Company and Mr. Muralidhar Rambhatla (DIN: 00982212), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years from the date of appointment i.e. September 30, 2024 to September 29, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company be and is/are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Muralidhar Rambhatla (DIN: 00982212), as a Non-Executive Independent Director of the Company."

By Order of the Board of Directors

Sd/-

Place: Noida

Sachin Kumar Gupta

Date: September 19, 2024

Company Secretary

Membership No: ACS 22874

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance of Section 160, advertisement in the newspapers viz. Financial Express (English)

and Prajashakti (Telugu) is being published regarding the aforesaid proposal to make it a part of notice of the AGM and consider by the members in the AGM.

3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website www.facoralloys.in and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at sachin@falgroup.in
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for his appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 21st AGM as well as the process of attending the 21st AGM through VC/OAVM asset out in the 21st AGM Notice dated August 14, 2024, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 21st AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 21st AGM.

By Order of the Board of Directors

Sd/-

Place: Noida

Sachin Kumar Gupta

Date: September 19, 2024

Company Secretary

Membership No: ACS 22874

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Company has received a notice in writing pursuant to Section 160 of the Act from the Members signifying intention to propose the candidature of Mr. Muralidhar Rambhatla (DIN: 00982212) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of

Directors of the Company through resolution passed by circulation on September 19, 2024, recommended the appointment of Mr. Muralidhar Rambhatla (DIN: 00982212) as an Independent Director (Category: Non-Executive & Independent) of the Company w.e.f. September 30, 2024 at the ensuing 21st AGM of the Company scheduled to be held on 30th September, 2024, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on September 19, 2024, recommended the appointment of Mr. Muralidhar Rambhatla (DIN: 00982212) as an Independent Director on the Board of the Company, not liable to retire by rotation, for a period of five years commencing from the date of Shareholders' approval i.e. September 30, 2024 till September 29, 2029.

Mr. Muralidhar Rambhatla is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Muralidhar Rambhatla as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Muralidhar Rambhatla fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Muralidhar Rambhatla possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Compliance & Corporate Governance, and General Management and his induction on the Board will immensely benefit the Company.

Further, Mr. Muralidhar Rambhatla possesses the



integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Muralidhar Rambhatla as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Muralidhar Rambhatla as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from the date of Shareholders' approval i.e. September 30, 2024 till September 29, 2029.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this Addendum to the 21st AGM Notice for approval of the Members of the Company as a Special Resolution.

A copy of draft letter of appointment of Mr. Muralidhar Rambhatla setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute

of Company Secretaries of India (ICSI), requisite particulars of Mr. Muralidhar Rambhatla including his profile and specific areas of expertise are given in this Addendum to the AGM Notice as "Annexure 1".

Except Mr. Muralidhar Rambhatla, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Sd/-

Place: Noida

Sachin Kumar Gupta

Date: September 19, 2024

Company Secretary

Membership No: ACS 22874

Registered Office:

Administrative Building, Shreeramnagar-535 101,

Garividi, Dist. Vizianagaram, Andhra Pradesh

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Annexure A

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 21ST ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015] AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Mr. Muralidhar Rambhatla
Director Identification Number (DIN)	00982212
Date of Birth	1 st May, 1955
Age (in years)	69
Nationality	Indian
Date of appointment	Proposed to be appointed in the 21 st AGM i.e. September 30, 2024
Qualification	M.Com, FCA
Experience (including expertise in specific functional area)	Extensive experience of more than Four decades in Finance, Taxation, Project Management etc.
Brief Resume	Mr. Murlidhar Rambhatla, aged about 69, is a qualified Chartered Accountant. he is having experience of over 44 years in the field of Finance, Taxation, Project Management etc. He also served as Chief Financial Officer and Director (Finance) on the Board of Directors of M/s. Sunflag Iron and Steel Co Ltd. (Listed Company).
List of Directorship	Nil
Committee Membership	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of Board Meetings of Facor Alloys Limited attended during FY 2023-24	N.A.
Shareholding in Facor Alloys Limited	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Terms and conditions of appointment or re-appointment	As per Item No. 6 of Addendum to the Notice convening Annual General Meeting dated 14th August, 2024
Remuneration last drawn (including Sitting fees, if any)	Nil
Justification for choosing the appointees for appointment as Independent Director	Mr. Muralidhar Rambhatla has extensive experience in the field of Finance. Based upon his profile and other information available he would be beneficial to the Company and its Board in taking decision on various Financial issues. Also, the company has to enter into various agreements pertaining to purchase, sales or other dealings with its customers, suppliers etc. in the regular course of business. Therefore, he being having specific finance background would be extensively helpful to the Board and company in analyzing and entering into the said contracts, agreements etc. in the best interest of the Company.