



FACOR ALLOYS LIMITED

Corporate Identification Number (CIN): L27101AP2004PLC043252
Regd. Office & Works: SHREERAMNAGAR-535 101, Dist. Vizianagaram, A.P.
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Corp. Office : 160 B, Western Avenue, Sainik Farm, New Delhi - 110062,
Phone: +91-11-4107 2935; E-Mail: corppoffice@falgroup.in; Website: www.facoralloys.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs for holding general meetings / conducting the postal ballot process through e-voting (the 'MCA Circular'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Ordinary / Special Resolutions by means of Postal Ballot by voting only through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 31st May, 2024 ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') (the agency engaged for providing the e-voting facility). The instructions for remote e-voting are provided in this Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchange, i.e. BSE Limited ('BSE') at www.bseindia.com.

The remote e-voting period shall commence at 9.00 a. m. (IST) on Wednesday, 5th June, 2024 and shall end at 5.00 p.m. (IST) on Thursday, 4th July, 2024.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

SPECIAL BUSINESS:

- 1. Ratification of Appointment of Mr. Murlidhar Durgaprasadji Saraf (DIN: 00011966) as a 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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the appointment of Mr. Murlidhar Durgaprasadji Saraf (DIN: 00011966), who was appointed as an Additional Director with effect from 9th April, 2024 by the Board of Directors of the Company in terms of the provisions of Section 161 of the Companies Act, 2013, be and is hereby approved and ratified as a Non-executive Non-independent Director on the Board of the Company with effect from 9th April, 2024, liable to retire by rotation.”

RESOLVED FURTHER THAT the aforesaid director shall be entitled for the sitting fee for attending the meeting(s) of the Board / Committee(s), to be paid to all Non-executive Directors from time to time.”

2. Ratification of Appointment of Mr. Gaurav Saraf (DIN: 00197231) as a Director of the Company:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules as well as the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the appointment of Mr. Gaurav Saraf (DIN: 00197231), who was appointed as an Additional Director with effect from 9th April, 2024 by the Board of Directors of the Company in terms of the provisions of Section 161 of the Companies Act, 2013, be and is hereby approved and ratified as a Non-executive Non-independent Director on the Board of the Company with effect from 9th April, 2024, liable to retire by rotation.”

RESOLVED FURTHER THAT the aforesaid director shall be entitled for the sitting fee for attending the meeting(s) of the Board / Committee(s), to be paid to all Non-executive Directors from time to time.”

3. Ratification of Appointment of Mr. Ashish Santosh Agrawal (DIN: 02148665) as a Whole-time Director of the Company and the remuneration payable thereof:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Ashish Santosh Agrawal (DIN: 02148665) as a Whole-time Director on the Board of the Company for a period of 1 (one) year commencing from 30th May, 2024 till 29th May, 2025 without the payment of any remuneration / consideration / perquisite etc. and such other terms, conditions and stipulations as the Board of Directors may deem fit in their absolute discretion, be and is hereby approved and ratified, not liable to retire by rotation.

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

By order of the Board of Directors
For Facor Alloys Limited
Sd/-
Piyush Agrawal
Company Secretary

Date: 30th May, 2024
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
Website: www.facoralloys.in

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed Resolutions given in this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as Annexure - I to this Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as communication of assent / dissent by the Members will be through the remote e-voting system only.

Accordingly, in compliance with the applicable provisions of the Act and the said MCA Circular:

- The Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories; and the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is dispensed with.
 - The communication of assent / dissent of the Members will take place through the remote e-voting system only.
 - Members may note that the Notice has been uploaded on the website of the Company at www.facoralloys.in.
 - The Postal Ballot Notice can also be accessed from the websites of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.
4. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at tumul11@yahoo.com with a copy marked to the Company at corpoffice@falgroup.in.
 5. All the documents referred to in the accompanying Postal Ballot Notice and Statement, if any, may be accessed for inspection upon log-in to <https://evoting.nsdl.com>. The said documents will also be available for inspection by Members at the Registered Office of the Company between 10 a. m. and 04 p.m. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till the last date of remote e-voting.

Information and Other Instructions Relating to Remote E-Voting:

6. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are provided with the

facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on the Resolutions set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.

7. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
8. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
9. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 a.m. (IST) on Wednesday, 5th June, 2024
End of remote e-voting	5.00 p.m. (IST) on Thursday, 4th July, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

10. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at www.facoralloys.in and on the website of NSDL at <https://evoting.NSDL.com>. The results shall be communicated to the Stock Exchange(s) simultaneously.
11. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 4th July, 2024. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolutions set forth in this Postal Ballot Notice is Friday, 31st May, 2024. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
13. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
15. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
16. **The detailed process and manner for remote e-voting are explained herein below:**





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the

	<p>evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 1. 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. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. 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. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at</i></p>
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<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.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corpoffice@falgroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corpoffice@falgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM NO.1 & 2

The Board of Directors at their meeting held on 09.04.2024, upon recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Murlidhar Durgaprasadji Saraf (DIN: 00011966) and Mr. Gaurav Saraf (DIN: 00197231) as the Non-executive Additional Directors of the Company with effect from 9th April, 2024.

In view of the provisions of Regulation 17(1)(C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires that the approval of shareholders for appointment of a person on the Board shall necessarily be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Murlidhar Durgaprasadji Saraf, aged around 75 years, is a graduate. He has several years' experience in ferro alloys business and administration to his credit.

Mr. Gaurav Saraf, aged around 45 years, is a graduate and is having rich experience in Business Administration.

Their association with the Company would be of immense benefit to the Company and it is desirable to avail their services as Directors to strengthen the management of the Company.

The terms and conditions of the appointment and remuneration payable to Mr. Murlidhar Durgaprasadji Saraf and Mr. Gaurav Saraf are provided in the resolutions itself referred in Item No. 1 & 2 respectively.

Accordingly, Company seeks approval of members for the resolutions in Item no. 1 & 2 of this Notice by passing the special / ordinary resolution, as applicable.

Except Mr. Murlidhar Durgaprasadji Saraf & Mr. Gaurav Saraf and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 & 2 of this Postal Ballot Notice.

ITEM NO.3

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 30th May, 2024, had appointed Mr. Ashish Santosh Agrawal (DIN: 02148665) as a Whole-time Director on the Board of the Company for a period of 1 (one) year commencing from 30th May, 2024 till 29th May, 2025, without the payment of any remuneration / consideration / perquisite etc. who has voluntarily confirmed to be appointed in the aforesaid capacity without the payment of any remuneration / commission / fees / perquisites etc. initially, till the time the company will be profitable.

Mr. Ashish Santosh Agrawal, aged around 57 years, is a visionary and accomplished leader with more than 35 years of experience in the field of manganese alloys. Known for pioneering innovative initiatives and driving growth while enhancing enterprise value thereby delivering exceptional results throughout the entire career span.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Ashish Santosh Agrawal's appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013:

1. Term:

1 (one) year with effect from 30th May, 2024 till 29th May, 2025. Mr. Ashish Santosh Agrawal will not be liable to retire by rotation.

2. Remuneration:

Mr. Ashish Santosh Agrawal is being appointed without the payment of any remuneration / consideration / perquisite etc. who has voluntarily confirmed to be appointed in the aforesaid capacity initially, till the time the company will be profitable.

Accordingly, Company seeks approval of members for the resolution in item no. 3 of this Notice by passing an ordinary resolution.

Except Mr. Ashish Santosh Agrawal 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 and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 3 of this Postal Ballot Notice.

By order of the Board,
For Facor Alloys Limited
Sd/-
Piyush Agrawal
Company Secretary

Date: 30th May, 2024

Place: Delhi

Registered Office:

Administrative Building, Shreeramnagar-535 101,

Garividi, Dist. Vizianagaram, Andhra Pradesh

CIN: L27101AP2004PLC043252

Tel. No. 08952-282029

Fax No. 08952-282188

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Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

A	NAME	MR. MURLIDHAR DURGAPRASADJI SARAF	MR. GAURAV SARAF	MR. ASHISH SANTOSH AGRAWAL
B	Brief resume			
i)	DIN	00011966	00197231	02148665
ii)	Date of Birth	04 th January, 1949	20 th November, 1978	27 th March, 1967
iii)	Date of first appointment on the Board of the Company	9 th April, 2024	9 th April, 2024	30 th May, 2024
iv)	Qualification	Graduate	Graduate	Graduate
v)	Experience in specific functional area	Vast experience in the Ferro Alloys industry.	Rich experience in Business Administration.	Vast experience in the field of manganese alloys.
C	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 1 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.	As per the resolution at Item No. 2 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.	As per the resolution at Item No. 3 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.
D	Remuneration last drawn (including sitting fees paid for FY 2022-23, if any) (per annum)	NIL	NIL	NIL
E	Remuneration/ Sitting fees proposed to be paid	As per the resolution at Item No. 1 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.	As per the resolution at Item No. 2 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.	As per the resolution at Item No. 3 of the Notice of Postal Ballot dated 04.06.2024 read with the explanatory statement thereto.
F	Nature of expertise in specific functional areas	Vast experience in the Ferro Alloys industry.	Rich experience in Business Administration.	A visionary and accomplished leader with more than 35 years of experience in the field of manganese alloys.
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL
H	Chairman/Member of the Committee of the Board of Directors of the Company	1. Stakeholder's Relationship Committee	1. Audit Committee 2. Corporate Social Responsibility Committee	NIL
I	Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL	NIL

J	No. of Shares of Re.1/- each held by the Director	2851974	5156	NIL
K	Name(s) of other Listed entities in which the person resigned from Directorship during past 3 years	NIL	NIL	NIL
L	Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	None	Mr. Gaurav Saraf is the son of Mr. Vinod Saraf, President in the Company.	NIL
M	No. of Board Meetings held/ attended during the current financial year	1 (One)	1 (One)	NIL