



The Secretary The Department of Corporate Services Bombay Stock Exchange Limited Floor 25, P.J. Towers, Dalal Street Mumbai - 400 001	Central Depository Services (India) Limited E-voting Division 16 th Floor, P.J. Towers Dalal Street, Fort Mumbai - 400 001
022-22723121	022-22728655/8265
RE: Scrip Code 500 141 / ISIN NO. INE912A01026	
Sub: Clause 35A of the Listing Agreement – Declaration of Results of E-voting and Postal Ballot	

Dear Sir/Madam,

17th January, 2015

In connection with the captioned subject, we wish to inform as under:

- Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct e-voting and postal ballot to seek consent of the members of the Company for the proposed special resolutions to be passed through e-voting/postal ballot as specified in the Notice dated 28th November, 2014 ("the said Notice") read with the Explanatory Statement attached thereto.
- The Company had appointed Mr. Ashish Saxena of M/s Ashish Saxena & Co. Practising Company Secretaries as the Scrutinizer for conducting the e-voting and postal ballot in a fair and transparent manner.
- In terms of clause 35B of the Listing Agreement with the Stock Exchanges, the Rules and other applicable provisions, the Company had provided the facility of e-voting to its shareholders. The Company had entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e-voting.
- The last date for receipt of postal ballot forms duly completed from the members / e-voting was 12th January, 2015.
- The Scrutinizer has submitted his report on the E-voting and Postal ballot and based on the Scrutinizers' report and pursuant to clause 35A of the Listing Agreement, the following result is hereby announced to the members on 17th January, 2015 at the Corporate office of the Company in Noida.

1.	Date of Declaration of Postal Ballot Results	17 th January, 2015		
2.	Total no. of shareholders as on Cut-off date	46,301		
3.	No. of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	Not Applicable		
4.	No. of shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group - Public	Not Applicable		
5.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll / Postal Ballot/E-voting)	Result

FERRO ALLOYS CORPORATION LIMITED

CIN No. L45201OR1955PLC008400

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i)	Seeking consent of the members of the Company by way of Special Resolution under Section 185, 186 and 188 and other applicable provisions, if any of the Companies Act, 2013 for making investments, giving Loans and providing security/guarantee as per resolution proposed at item no.1 of Postal Ballot notice dated 28 th November, 2014	Special	Postal Ballot/E-voting	Passed
ii)	Seeking consent of the members of the Company by way of Special Resolution under Section 188 and other applicable provisions, if any of the Companies Act, 2013 for entering into an amendment to the Power Purchase Agreement between the Company and Facor Power Limited, as per resolution proposed at item no.2 of Postal Ballot notice dated 28 th November, 2014.	Special	Postal Ballot/E-voting	Passed
iii)	Seeking consent of the members of the Company by way of Special Resolution under Section 188 and other applicable provisions, if any of the Companies Act, 2013 for the Company entering to a lease agreement with GDP Infrastructure Private Limited as per resolution proposed at item no.3 of Postal Ballot notice dated 28 th November, 2014.	Special	Postal Ballot/E-voting	Passed

In case of Postal Ballot/E-voting:

Resolution no.1 - Seeking consent of the members of the Company by way of Special Resolution under Section 185, 186 and 188 and other applicable provisions, if any of the Companies Act, 2013 for making investments, giving Loans and providing security/guarantee as per resolution proposed at item no.1 of Postal Ballot notice dated 28th November, 2014

Promoter / Public	No. of shares held	No. of votes polled *	% of votes polled on outstanding shares	No. of votes – in favour *	No. of votes – against *	% of votes in favour on votes polled	% of votes against on votes polled
	[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group *	13,89,28,036	84,165	0.06	84,165	0	100	0
Public – Institutional Shareholders	26,33,449	0	0.00	0	0	0	0
Public – Others	4,37,06,756	43,106	0.10	43,106	0	100	0
Total:	18,52,68,241	1,27,271	0.07	1,27,271	0	100	0

* Includes only valid votes polled

Note: Total votes polled for Promoters & Promoter Group are 11,60,40,991, out of which 11,59,56,826 were invalid because of having interest in the resolution and only 84,165 votes were valid

Resolution no.2 - Seeking consent of the members of the Company by way of Special Resolution under Section 188 and other applicable provisions, if any of the Companies Act, 2013 for entering into an amendment to the Power Purchase Agreement between the Company and Facor Power Limited, as per resolution proposed at item no.2 of Postal Ballot notice dated 28th November, 2014.

Promoter / Public	No. of shares held	No. of votes polled *	% of votes polled on outstanding shares	No. of votes – in favour *	No. of votes – against *	% of votes in favour on votes polled	% of votes against on votes polled
	[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and	13,89,28,036	84,165	0.06	84,165	0	100	0



Promoter Group *							
Public Institutional Shareholders	26,33,449	0	0.00	0	0	0	0
Public – Others	4,37,06,756	43,106	0.10	43,106	0	100	0
Total:	18,52,68,241	1,27,271	0.07	1,27,271	0	100	0

* Includes only valid votes polled

Note: Total votes polled for Promoters & Promoter Group are 11,60,40,991, out of which 11,59,56,826 were invalid because of having interest in the resolution and only 84,165 votes were valid

Resolution no.3 - Seeking consent of the members of the Company by way of Special Resolution under Section 188 and other applicable provisions, if any of the Companies Act, 2013 for the Company entering to a lease agreement with GDP Infrastructure Private Limited as per resolution proposed at item no.3 of Postal Ballot notice dated 28th November, 2014.

Promoter / Public	No. of shares held	No. of votes polled *	% of votes polled on outstanding shares	No. of votes – in favour *	No. of votes – against *	% of votes in favour on votes polled	% of votes against on votes polled
	[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group *	13,89,28,036	84,165	0.06	84,165	0	100	0
Public Institutional Shareholders	26,33,449	0	0.00	0	0	0	0
Public – Others	4,37,06,756	43,106	0.10	43,106	0	100	0
Total:	18,52,68,241	1,27,271	0.07	1,27,271	0	100	0

* Includes only valid votes polled

Note: Total votes polled for Promoters & Promoter Group are 11,60,40,991, out of which 11,59,56,826 were invalid because of having interest in the resolution and only 84,165 votes were valid

As per provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the report of the Scrutinizer, I hereby declare the aforesaid Special Resolutions as duly passed by requisite majority.

for Ferro Alloys Corporation Limited


R.K. Saraf
Chairman & Managing Director

Date & Place: 17th January, 2015, Noida.

Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman & Managing Director
Board of Directors
Ferro Alloys Corporation Limited
D P Nagar Randia
Bhadrak
Orissa - 756135

Sub: Submission of Scrutiniser's Report on the Postal Ballot & E- Voting Process.

Dear Sir,

1. The Board of Directors of the company at its meeting held on 10th November, 2014 had appointed me as Scrutiniser for conducting the Postal Ballot Voting Process.
2. I submit my report as under:
 - (a) The company has on 12th December 2014, completed the dispatch of postal ballot forms along with postage prepaid business reply envelope & through email, to its members whose names appeared on the Register of members / list of beneficial owners as on 28th November, 2014.
 - (b) Particulars of all the postal ballot forms received from the members as well as details of e-voting as recorded through online platform provided by CDSL have been consolidated and entered in a Computerized Register separately maintained for the purpose.
 - (c) Postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
 - (d) The postal ballot envelopes were opened and scrutinized on 13th January, 2015, in my presence and details were thereafter duly entered in the register separately maintained for the purpose.
 - (e) The postal ballot forms were duly opened and shareholding was matched/confirmed with the register of members of the company / list of beneficial owners as on 28th November 2014.
 - (f) All Postal Ballot forms received up to the 17:30 hrs on 12th January, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.



- (g) Envelopes containing Postal ballot forms received after 12th January, 2015 were not considered for my scrutiny.
 - (h) 211 (Two Hundred and Eleven only) envelopes containing postal ballot forms returned as undelivered. These envelopes were also not opened and they are separately kept.
 - (i) I did not find any defaced or mutilated ballot paper.
 - (j) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice dated 28th November 2014. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Ballot papers were received by me from the shareholders of the company exercising their voting rights through physical ballot papers and through e voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the following items of the Notice dated 28th November 2014 and pursuant to the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

ITEM NO. 1

Special Resolution under section 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, being reproduced as under

"RESOLVED THAT pursuant to the provisions of section 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions, permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to:

- a) Invest a further sum of upto Rs.100 crores by way of subscription, purchase or otherwise by the Company in the share capital of Facor Power Limited in one or more tranches in addition to the investments of Rs.212 crores made so far and give loans of an amount not exceeding Rs.100 crores in one or more tranches;
- b) Execute the Deed of Pledge / Deed of Additional pledge in respect of shares held by the Company in Facor Power Limited to ensure continued pledge of its entire shareholding in Facor Power Limited with Rural Electrification Corporation Limited at



all times during the currency of finance facility to Facor Power Limited, the subsidiary of the Company, by Rural Electrification Corporation Limited; and

c) Execute the Deed of Corporate Guarantee of an amount of Rs.50.86 crores in favour of Rural Electrification Corporation Limited for the additional term loan of Rs.50.86 crores sanctioned by it to Facor Power Limited.

notwithstanding that the aggregate of the loans and investments so made or guarantees so given or securities so provided exceeds the prescribed limits under section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to determine the actual sum upto which the investments may be made and the loans may be given and also to determine the time and manner of making such investments, giving of loans and executing the Deed of Guarantee for Rs.50.86 crores in favour of Rural Electrification Corporation Limited and to do all such acts, deeds, matters and things as the Board, in its absolute discretion, may consider necessary, expedient or desirable, including the delegation of the above authority in accordance with the provisions of Section 179 of the Companies Act, 2013 and the rules made thereunder and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or to decide otherwise if so considered by the Board to be in the best interest of the Company".

As required under the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, I have maintained a Computerized Register wherein the consent or otherwise exercised through postal ballot by the Shareholders of the company have been recorded after carefully scrutinizing the postal ballots received by me from shareholders.

Based on the scrutiny of postal ballots received and recorded by me, I have ascertained the requisite majority and I furnish hereunder the results of the voting by postal ballot/e voting process in respect of item no. 1 of the Postal Ballot Notice dated 28th November, 2014.

S. No.	Particulars		No. of ballot forms	No. of shares	% of total valid votes	
(a)	Total postal ballot forms received	Physical voting	119	11,60,67,303	NA	
		E voting	11	21,180	NA	
(b)	Invalid postal ballot forms received	Physical ballots	Due to being interested	53	11,59,56,826	NA
			Due to technical reasons	3	4,386	NA
		E voting	0	0	NA	



(c)	Total valid postal ballot forms	Physical voting	63	106,091	100.00
		E voting	11	21,180	
		TOTAL	74	127,271	
(d)	Postal forms with assent for resolution	Physical voting	63	106,091	100.00
		E voting	11	21,180	
		TOTAL	74	127,271	
(e)	Postal ballot forms with dissent for resolution	Physical voting	0	0	0
		E voting	0	0	
		TOTAL	0	0	

Since the votes casted in favour of the Special Resolution are not less than the three times the votes casted against the same, the Resolution mentioned in Item No. 2 of the Postal Ballot Notice dated 28th November, 2014 may be declared passed by requisite majority

ITEM NO. 2

Special Resolution under section 188 and other applicable provisions, if any, of the Companies Act, 2013, being reproduced as follows:

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions, permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into an amendment to the existing Power Purchase Agreement entered into by the Company with Facor Power Limited, the subsidiary of the Company, with broad particulars detailing proposed amendment forming part of the explanatory notes to this item of the notice of postal ballot.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to execute the amendment to the aforesaid Power Purchase Agreement, as amended, and to do all such acts, deeds, matters and things as the Board, in its absolute discretion, may consider necessary, expedient or desirable, including the delegation of the above authority in accordance with the provisions of Section 179 of the Companies Act, 2013 and the rules made thereunder and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or to decide otherwise if so considered by the Board to be in the best interest of the Company".

As required under the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, I have maintained a Computerized Register wherein the consent or otherwise exercised through postal ballot by the Shareholders of the company have been recorded after carefully scrutinizing the ballots received by me from shareholders.



Based on the scrutiny of ballots received and recorded by me, I have ascertained the requisite majority and I furnish hereunder the results of the voting by postal ballot/e voting process in respect of item no. 2 of the Postal Ballot Notice dated 28th November, 2014.

S. No.	Particulars	No. of ballot forms	No. of shares	% of total valid votes		
(a)	Total postal ballot forms received	Physical voting	119	11,60,67,303	NA	
		E voting	11	21,180	NA	
(b)	Invalid postal ballot forms received	Physical ballots	Due to being interested	53	11,59,56,826	NA
			Due to technical reasons	3	4,386	NA
		E voting	0	0	NA	
(c)	Total valid postal ballot forms	Physical voting	63	106,091	100.00	
		E voting	11	21,180		
		TOTAL	74	127,271		
(d)	Postal forms with assent for resolution	Physical voting	63	106,091	100.00	
		E voting	11	21,180		
		TOTAL	74	127,271		
(e)	Postal ballot forms with dissent for resolution	Physical voting	0	0	0	
		E voting	0	0		
		TOTAL	0	0		

Since the votes casted in favour of the Special Resolution are not less than the three times the votes casted against the same, the Resolution mentioned in Item No. 2 of the Postal Ballot Notice dated 28th November, 2014 may be declared passed by requisite majority

ITEM NO. 3

Special Resolution under section 188 and other applicable provisions, if any, of the Companies Act, 2013, being reproduced as follows:

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions, permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a lease agreement with GDP Infrastructure Private Limited for lease of property admeasuring approximately 2000 sq.ft and situated at 'Manganese House, Harbour Approach Road, Visakhapatnam for an initial



period of three years with monthly lease rental of Rs.25,000/- i.e. @ Rs.12.50/- per sq.ft to said GDP Infrastructure Private Limited with liberty to renew the lease from time to time for such further periods as the parties may agree upon and with an increase in the lease rental per sq. ft. by 15% at each renewal whenever falling due, broad particulars whereof are forming part of the explanatory notes to this item of the notice of postal ballot.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to execute the said lease agreement and to do all such acts, deeds, matters and things as the Board, in its absolute discretion, may consider necessary, expedient or desirable, including the delegation of the above authority in accordance with the provisions of Section 179 of the Companies Act, 2013 and the rules made thereunder and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or to decide otherwise if so considered by the Board to be in the best interest of the Company".

As required under the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, I have maintained a Computerized Register wherein the consent or otherwise exercised through postal ballot by the Shareholders of the company have been recorded after carefully scrutinizing the ballots received by me from shareholders.

Based on the scrutiny of ballots received and recorded by me, I have ascertained the requisite majority and I furnish hereunder the results of the voting by postal ballot/e voting process in respect of item no. 2 of the Postal Ballot Notice dated 28th November, 2014.

S. No.	Particulars		No. of ballot forms	No. of shares	% of total valid votes	
(a)	Total postal ballot forms received	Physical voting	119	11,60,67,303	NA	
		E voting	11	21,180	NA	
(b)	Invalid postal ballot forms received	Physical ballots	Due to being interested	53	11,59,56,826	NA
			Due to technical reasons	3	4,386	NA
		E voting		0	0	NA
		TOTAL		0	0	NA
(c)	Total valid postal ballot forms	Physical voting	63	106,091	100.00	
		E voting	11	21,180		
		TOTAL	74	127,271		
(d)	Postal forms with assent for resolution	Physical voting	63	106,091	100.00	
		E voting	11	21,180		
		TOTAL	74	127,271		
(e)	Postal ballot forms with dissent for resolution	Physical voting	0	0	0	
		E voting	0	0		
		TOTAL	0	0		



Since the votes casted in favour of the Special Resolution are not less than the three times the votes casted against the same, the Resolution mentioned in Item No. 2 of the Postal Ballot Notice dated 28th November, 2014 **may be declared passed by requisite majority**

4. As per the provisions of Companies (Management and Administration) Rules, 2014, the Postal Ballots and all other papers relating to Postal Ballots have been kept under my safe custody and the same will be produced as and when required by you and the same shall be handed over to you after the minutes of the meeting are considered, approved and signed by you and intimation about the same is received by me from the Company.
5. You may declare the result of the voting by Postal Ballot & E voting process, accordingly.

For **Ashish Saxena & Co.**
Company Secretaries


(Ashish Saxena)

FCS 6560

C.P. No. 7096

Dt. 15.01.2015

Place: Ghaziabad

