

4th June, 2016

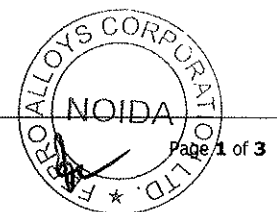
The Secretary The Department of Corporate Services Bombay Stock Exchange Limited Floor 25, P.J. Towers, Dalal Street Mumbai – 400 001	Central Depository Services (India) Limited E-voting Division 16 th Floor, P.J. Towers Dalal Street, Fort Mumbai – 400 001
RE: Scrip Code 500 141 / ISIN NO. INE912A01026	
Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015– Declaration of Results of E-voting and Postal Ballot	

Dear Sir/Madam,

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

- 1) 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 20th April, 2016 ("the said Notice") read with the Explanatory Statement attached thereto.
- 2) 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.
- 3) In terms of Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rules framed there under, and other applicable provisions, the Company had provided the facility of e-voting to its shareholders. Through Central Depository Services (India) Limited (CDSL) which facilitates the e-voting.
- 4) The last date for receipt of postal ballot forms duly completed from the members / e-voting was 2nd June, 2016.
- 5) The Scrutinizer has submitted his report on the E-voting and Postal ballot on 4th June, 2016, a copy of which is enclosed as **annexure "A"**. Based on the Scrutinizers' report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following result is hereby announced to the members on 4th June, 2016.

1.	Date of Declaration of Postal Ballot Results	4 th June, 2016
2.	Total no. of shareholders as on Cut off date	45,567
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



FERRO ALLOYS CORPORATION LIMITED

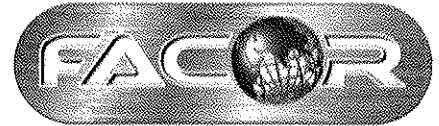
CIN No. L45201OR1955PLC008400

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5	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of Voting (Show of hands/Poll / Postal Ballot / E-voting)	Result
i)	Seeking consent of the members of the Company by way of Special Resolution under Section 180(1)(a), 188 and other applicable provisions, if any of the Companies Act, 2013 read with Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for sale/transfer, lease or otherwise dispose of its undertaking/property/assets in its subsidiary viz. Facor Power Limited as per resolution proposed at item no.1 of Postal Ballot notice dated 20 th April, 2016	Special	Postal Ballot / E-voting	Passed
ii)	Seeking consent of the members of the Company by way of Special Resolution under Section 186 and 188 and other applicable provisions, if any of the Companies Act, 2013 for making investments, giving Loans as per resolution proposed at item no.2 of Postal Ballot notice dated 20 th April, 2016	Special	Postal Ballot / E-voting	Passed

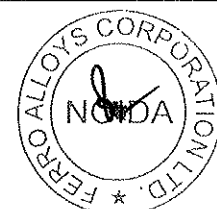
Resolution no.1:

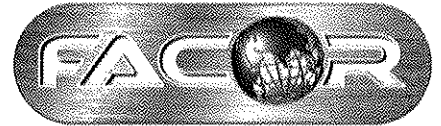
Re: Seeking consent of the members of the Company by way of Special Resolution under Section 180(1)(a), 188 and other applicable provisions, if any of the Companies Act, 2013 read with Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for sale/transfer, lease or otherwise dispose of its undertaking/property/assets in its subsidiary viz. Facor Power Limited as per resolution proposed at item no.1 of Postal Ballot notice dated 20th April, 2016

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	11,33,07,354	81.56	11,33,07,354	0	100	0
Public – Institutional Shareholders	22,59,898	0	0.00	0	0	0	0
Public Others	4,40,80,307	60,830	0.14	60,819	11	99.98	0.02
Total	18,52,68,241	11,33,68,184	61.19	11,33,68,173	11	99.9999	0.0010

**Note: 1) In respect of item no.1, the voting of 2 members holding 26 shares were declared invalid
2) Total votes polled for Promoters & Promoter Group are 11,33,07,354 out of 13,89,28,036 shares held by them.**

* Includes only valid votes polled





Resolution no.2:

Re: Seeking consent of the members of the Company by way of Special Resolution under Section 186 and 188 and other applicable provisions, if any of the Companies Act, 2013 for making investments, giving Loans as per resolution proposed at item no.2 of Postal Ballot notice dated 20th April, 2016.

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	11,33,07,354	81.56	11,33,07,354	0	100	0
Public – Institutional Shareholders	22,59,898	0	0.00	0	0	0	0
Public Others	4,40,80,307	60,330	0.14	60,319	11	99.98	0.02
Total	18,52,68,241	11,33,67,684	61.19	11,33,67,673	11	99.9999	0.0010

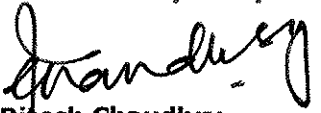
**Note: 1) In respect of item no.1, the voting of 3 members holding 526 shares were declared invalid
2) Total votes polled for Promoters & Promoter Group are 11,33,07,354 out of 13,89,28,036 shares held by them.**

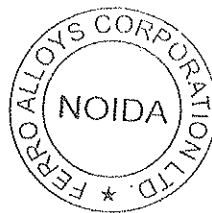
* Includes only valid votes polled

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, it is hereby declared that the aforesaid Special Resolutions have been duly passed by requisite majority.

Thanking you,

Yours faithfully,
for **Ferro Alloys Corporation Limited**


Rifesh Chaudhry
Sr. GM (Legal) & Company Secretary



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Nyay Khand-1, Indirapuram,
Ghaziabad-201014

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Company Secretaries

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Annexure - 'A'

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 12th February, 2016 had appointed me as Scrutiniser for conducting the Postal Ballot Voting Process.
2. I submit my report as under:
 - (a) The company has on 02nd May 2016, 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 22nd April, 2016.
 - (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 03rd June 2016, 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 22nd April, 2016.
 - (f) All Postal Ballot forms received up to the 17:00 hrs on 2nd June, 2016, 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 2nd June, 2016 were not considered for my scrutiny.
 - (h) 568 (Five Hundred and Sixty Eight 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 20th April 2016. 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 20th April 2016 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 For Sale/ Transfer, Lease Or Otherwise Dispose Of Its Undertaking/ Property/ Assets In Its Subsidiary viz. Facor Power Limited, being reproduced as under

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and 188(1) of the Companies Act, 2013 and other applicable provisions of the companies Act 2013 read with Rules made there under and regulation 24 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions, permissions and sanctions of any authorities as may be necessary, consent of the members of the company be and is hereby accorded to the Board for selling entire or part of its investments in equity shares of entity in single or multiple tranches and upon such terms and conditions, which the board may, in its absolute discretion deem fit and appropriate in the best interest of the company.

RESOLVED FURTHER THAT all agreements, documents, deeds, papers etc. signed and executed for the purpose of this transaction, under the authority of the Board of Directors,



of the Company and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed."

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 20th April, 2016.

S. No.	Particulars	No. of ballot forms	No. of shares	% of total valid votes	
(a)	Total postal ballot forms received	Physical voting	61	113351596	NA
		E voting	6	16614	NA
(b)	Invalid postal ballot forms received	Physical ballots	2	26	NA
		E voting	0	0	NA
(c)	Total valid postal ballot forms	Physical voting	59	113351570	
		E voting	6	16614	
		TOTAL	65	113368184	
(d)	Postal forms with assent for resolution	Physical voting	58	113351559	
		E voting	6	16614	
		TOTAL	64	113368173	100
(e)	Postal ballot forms with dissent for resolution	Physical voting	1	11	
		E voting	0	0	
		TOTAL	1	11	

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. 1 of the Postal Ballot Notice dated 20th April, 2016 may be declared passed by requisite majority

ITEM NO. 2

Special Resolution To Make Investment, Give Loans Under Section 186 Of The Companies Act, 2013, being reproduced as follows:

"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 sum of upto Rs.211 crores by way of subscription, purchase or otherwise in the 0.01% Convertible Preference Shares of Rs.100/- each of Facor Power Limited, and
- b. give loan(s) of an amount not exceeding Rs.100 crores per financial year to Facor Power Limited,

in one or more tranches in addition to the investments made so far, loans given and guarantees given or securities provided and also 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 and tranches in which the investments may be made and the loans may be given and also to determine the time and manner of making such investments and/or giving of loans 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".

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments and/or giving loans as the case may be."

RESOLVED FURTHER THAT all agreements, documents, deeds, papers etc. signed and executed for the purpose of this transaction, under the authority of the Board of Directors of the Company and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed."

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 20th April, 2016.


S. No.	Particulars	No. of ballot forms	No. of shares	% of total valid votes	
(a)	Total postal ballot forms received	Physical voting	61	113351596	NA
		E voting	6	16614	NA
(b)	Invalid postal ballot forms received	Physical ballots	3	526	NA
		E voting	0	0	NA
(c)	Total valid postal ballot forms	Physical voting	58	113351070	
		E voting	6	16614	
		TOTAL	64	113367684	
(d)	Postal forms with assent for resolution	Physical voting	57	113351059	
		E voting	6	16614	
		TOTAL	63	113367673	100
(e)	Postal ballot forms with dissent for resolution	Physical voting	1	11	
		E voting	0	0	
		TOTAL	1	11	

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 20th April, 2016 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. 04.06.2016
 Place: Ghaziabad

