



1<sup>st</sup> September, 2016

The Secretary The Department of Corporate Services Bombay Stock Exchange Limited Floor 25, P.J. Towers, Dalal Street <b>Mumbai – 400 001</b>	Central Depository Services (India) Limited E-voting Division 16 <sup>th</sup> Floor, P.J. Towers Dalal Street, Fort <b>Mumbai – 400 001</b>
<b>RE: Scrip Code 500 141 / ISIN NO. INE912A01026</b>	
<b>Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015– Declaration of Results of E-voting and Poll in respect of resolutions proposed at item nos. 1 and 2 of the notice (dated 20<sup>th</sup> July, 2016) of Extra-ordinary General Meeting held on 30<sup>th</sup> August, 2016</b>	

Dear Sir/Madam,

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

- 1) Pursuant to Section 108 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 to seek consent of the members of the Company for the proposed Ordinary resolutions to be passed through e-voting as specified in the Notice of Extra-ordinary General Meeting dated 20<sup>th</sup> July, 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. The e-voting process commenced on 27<sup>th</sup> August, 2016 at 9 a.m. and ended on 29<sup>th</sup> August, 2016 at 5 p.m. During this period, the shareholders of the Company holding shares either in physical form and/or in dematerialized form on as on 23<sup>rd</sup> August, 2016, the cut-off date, could cast their votes electronically during the period between 27<sup>th</sup> August, 2016 and 29<sup>th</sup> August, 2016 as aforesaid. Once the vote on a resolution was cast, the shareholder was not allowed to change it subsequently.
- 4) Further, at the meeting venue on 30<sup>th</sup> August, 2016, the Chairman appointed for the meeting suo moto ordered a poll under section 109 of the Companies Act, 2013 which was accordingly take up under the supervision of Mr. Ashish Saxena, Scrutinizer appointed for e-voting and poll.
- 5) The Scrutinizer has submitted his report on the E-voting and poll on 1<sup>st</sup> September, 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 1<sup>st</sup> September, 2016.

1.	Date of Declaration of Results	1 <sup>st</sup> September, 2016
2.	Total no. of shareholders as on Cut-off date	45,160
3.	No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	In person – 49 consisting of 37 individual members, 9 Proxies and 3 Corporate Members acting through their Authorised representatives

## **FERRO ALLOYS CORPORATION LIMITED**

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**CIN No. L45201OR1955PLC008400**

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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
i)	Consent/approval of the members of the Company pursuant to Regulation 23(8) and other applicable regulations, if any, of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the material related party transactions or arrangements entered into by the Company prior to the coming into effect of the aforesaid regulations on 1 <sup>st</sup> December, 2015 and which continue to be effective and binding on the Company and the related parties as per resolution proposed at item no.1 of the notice of Extra-ordinary General Meeting dated 20 <sup>th</sup> July, 2016.	Ordinary	E-voting & Poll (at the EGM)	Passed
ii)	Approval of the members of the Company pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under inter alia authorizing 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 as per resolution proposed at item no.2 of the notice of Extra-ordinary General Meeting dated 20 <sup>th</sup> July, 2016.	Ordinary	E-voting & Poll (at the EGM)	Passed

**In case of E-voting/Poll:**

**Resolution no.1:**

**Re: Seeking consent/approval of the members of the Company by way of Ordinary Resolution pursuant to Regulation 23(8) and other applicable regulations, if any, of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the material related party transactions or arrangements entered into by the Company prior to the coming into effect of the aforesaid regulations on 1<sup>st</sup> December, 2015 and which continue to be effective and binding on the Company and the related parties as per resolution proposed at item no.1 of the notice of Extra-ordinary General Meeting dated 20<sup>th</sup> July, 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	13,89,28,036	7,95,54,519	57.26	7,95,54,519	0	100	0



and Promoter Group							
Public – Institutional Shareholders	20,65,707	0	0.00	0	0	0	0
Public Others	4,42,74,498	50,092	0.11	49,972	120	99.7604	0.2396
<b>Total</b>	<b>18,52,68,241</b>	<b>7,96,04,491</b>	<b>42.97</b>	<b>7,96,04,491</b>	<b>120</b>	<b>99.9998</b>	<b>0.0002</b>

**Note:** Total votes polled for Promoters & Promoter Group are 8,68,53,117 out of which 72,98,598 votes were invalid because of having interest in the resolution and only 7,95,54,519 votes were valid.

\* Includes only valid votes polled

**Resolution no.2:**

**Re:** Seeking consent of the members of the Company by way of Ordinary Resolution pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under inter alia authorizing 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 as per resolution proposed at item no.2 of the notice of Extra-ordinary General Meeting dated 20<sup>th</sup> July, 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	7,07,05,723	50.89	11,33,07,354	0	100	0
Public – Institutional Shareholders	20,65,707	0	0.00	0	0	0	0
Public Others	4,42,74,498	50,092	0.11	50,092	120	99.7604	0.2396
<b>Total</b>	<b>18,52,68,241</b>	<b>7,07,55,695</b>	<b>38.19</b>	<b>7,07,55,695</b>	<b>120</b>	<b>99.9998</b>	<b>0.0002</b>

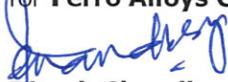
**Note:** Total votes polled for Promoters & Promoter Group are 8,68,53,117 out of which 1,61,47,394 votes were invalid because of having interest in the resolution and only 7,07,05,723 votes were valid.

\* Includes only valid votes polled

As per provisions of Section 108, 109 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 Ordinary Resolutions have been duly passed by requisite majority.

Thanking you,

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

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

Encl. a.a.

**COMBINED SCRUTINIZER REPORT FOR E- VOTING & POLL TAKEN IN RESPECT OF 1<sup>st</sup> EGM OF FERRO ALLOYS CORPORATION LIMITED OF F/Y 2016-17**

To

The Chairman

1<sup>st</sup> Extra Ordinary General Meeting of F/Y 2016-17

FERRO ALLOYS CORPORATION LIMITED

D P Nagar, Randia, Bhadrak,

Orissa- 756135

Sub: Passing of Resolution through electronic voting & poll conducted at the 1<sup>st</sup> Extra-ordinary General Meeting ("EGM") of F/Y 2016-17 of members of Ferro Alloys Corporation Limited held at D P Nagar, Randia, Bhadrak, Orissa- 756135 on 30<sup>th</sup> August, 2016 at 12.00 noon

Dear Sir,

The company had appointed me as a Scrutinizer to scrutinize the e- voting process together with voting through the polling paper in physical mode at the Poll held at the 1<sup>st</sup> EGM of the company of F/Y 2016-17 held on the August 30, 2016.

The company had appointed Central Depository Services Limited, (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the company from August 27, 2016 at 9:00 AM and August 29, 2016 at 5:00 PM. The e-voting results were unblocked by me on August 31, 2016 in the presence of two witnesses.

The voting rights were reckoned as on 23<sup>rd</sup> August, 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

The company had availed the e-voting facility offered by Central Depository Service Limited (CDSL) for conducting remote e-voting by the shareholders of the company. The company has also provided voting by physical ballot forms to the members who do not have access to or opted for remote e-voting facility.



At the 1<sup>st</sup> EGM of the company of F/Y 2016-17, held at August 30, 2016, the Chairman of the Meeting had sue-moto i.e., on his own motion ordered for a Poll under section 109 of the Companies Act, 2013, to facilitate the members present in the EGM who could not participate in the e-voting or who did not opt for e-voting facility, to record their votes through the poll process. The Chairman has appointed me as a Scrutinizer for the same.

The results of the e-voting together with that of the Poll are as under:

Item No. of the Notice	Particular of voting	No. of members voting	Votes in favour of the resolution		No. of members voting	Votes against of the resolution		Abstained / Invalid Votes	
			No.	%age		No.	%age	No.	%age
Item No. 1 (As Ordinary Resolution)	Evoting	3	15050	99.209	3	120	0.791	0	NA
	Poll	44	79589441	100	0	0	0	7298598	NA
	Total	47	79604491	99.999	3	120	0.000	7298598	NA
Item No. 2 (As Ordinary Resolution)	Evoting	3	15050	99.209	3	120	0.791	0	NA
	Poll	40	70740645	100	0	0	0	16147394	NA
	Total	43	70755695	99.999	3	120	0.000	16147394	NA

As such, both resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and on Poll by the shareholders of the company. I shall be arranging to hand over these records to the Chairman for safe keeping.

Thanking you,  
Yours faithfully,

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

  
(Ashish Saxena)  
Proprietor  
Membership No - F 6560



C.P. No. - 7096

Date: 31/08/2016

Place: Ghaziabad