



# VBC FERRO ALLOYS LIMITED

(An ISO 9001-2000 Company)



VBCFAL / SEC / 2022/

22<sup>nd</sup> February 2023

The Bombay Stock Exchange Limited  
Floor 25, P J Towers  
Dalal Street, MUMBAI – 400 001.

Dear Sir/Ma'am,

Sub: 1. Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-reg  
2. Scrip Code:513005

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Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 14<sup>th</sup> February 2023 being sent to Members of the Company for seeking their approval by Postal Ballot through e-voting only, to the following Special Businesses:

- i) Special Resolution for Providing Guarantee/ Security in favour of Indian Renewable Development Agency Limited (IREDA)/Banks/Financial Institutions/Others for the loans availed/to be availed by M/s Orissa Power Consortium Limited (OPCL).
- ii) Special Resolution for Providing Guarantee/ Security in favour of Banks/Financial Institutions/others for the loans to be availed by M/s Krishna Power Utilities Limited(KPUL).
- iii) Special Resolution for providing Guarantee/Loans/acquiring securities of any other body corporate from time to time not exceeding Rs.500 Crores over and above mentioned limits specified in i) and ii) above.
- iv) Approval for giving Loan or Guarantee or Providing Security In Connection with Loan availed by any of the Company's Subsidiary(ies) or Associate or Joint Venture of the Company or Any Other Person specified under section 185 of the Companies Act, 2013.

The Company has engaged the services of CDSL for providing remote e-voting facility to all the members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 am on Monday the 27<sup>th</sup> February, 2023

End of e-voting: 5:00 pm on Tuesday the 28<sup>th</sup> March, 2023

The Postal Ballot Notice will also be available at the company website [www.vbcfal.in](http://www.vbcfal.in)

This is for your information and records and kindly acknowledge receipt.

Thanking You,

Yours faithfully

for VBC Ferro Alloys Limited

ANANTHAKRISHNA

HNA M V

M.V. Ananthakrishna

Whole-Time Director

Digitally signed by ANANTHAKRISHNA M V

Date: 2023.02.22 16:48:27 +05'30'

**OFFICE:** 6-2-913/914, 3rd Floor, Progressive Towers,  
Khairatabad, Hyderabad - 500 004, T.S. India.  
**Tel:**+91 40 23301200/1230; **Fax:** +91 40 233011160/61  
**Mail :** vbcsilicon@gmail.com/info@vbcfal.in  
**Web:**www.vbcfal.in, **CIN:** L27101TG1981PLC003223

**FACTORY :**Rudraram Village, Patancheru Mandal,  
Sangareddy District, 502 329, Telangana State, India.  
**Tel:**+91 8455 221802/4/5/6  
**Mail:** vbcsilicon@gmail.com/ info@vbcfal.in



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**VBC FERRO ALLOYS LIMITED****(CIN: L27101TG1981PLC003223)**

Regd. Off: 6-2-913/914, Third Floor, Progressive Towers, Khairatabad, Hyderabad – 500 004  
Tel +91 40 23301200/1230, E-mail: vbcfalhyd@gmail.com

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given to the Members of VBC Ferro Alloys Limited ('the Company') pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, as amended ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, ("the Rules") including any statutory modification or re-enactment thereof for the time being in force, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and General Circular Nos. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular Nos. 10/2022 dated 28<sup>th</sup> December 2022 and together with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circular'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards ("SS-2") on General Meetings issued by the Institute of Companies Secretaries of India, and other applicable laws, rules and regulations (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time), that VBC Ferro Alloys Limited ('the Company') is seeking the approval of the Members for the matters as considered in the resolutions appended below, through postal ballot i.e., voting by electronic means.

Further, the MCA has, vide the aforementioned Circulars, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / Depository Participant / Depository and secure their votes through e-voting. The Notice will also be placed on the website of the Company ([www.vbcfal.in](http://www.vbcfal.in)) and the website of CDSL. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The explanatory statement pertaining to the below mentioned resolutions setting out all material facts concerning items and the reasons thereto are annexed hereto for your consideration.

The Board of Directors of the Company (the "Board") has appointed Shri A.J. Sharma, (Membership No.F2120), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner. He communicated his willingness to be appointed and will be available for the said purpose.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders

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of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing e-voting facility to all its members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes from 9.00 a.m. on Monday, 27<sup>th</sup> February 2023 and not later than 5:00 p.m. on Tuesday, March 28, 2023.

The Scrutinizer will submit his report to the Chairman or Whole-Time Director or any other Director of the Company or Company Secretary of the Company as authorised by the Board, if any, upon completion of scrutiny of e-Voting in a fair and transparent manner and the results will be announced on or before Thursday, March 30, 2023, at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website [www.vbcfal.in](http://www.vbcfal.in), besides communicating to the Stock Exchange viz. BSE Limited.

#### **SPECIAL BUSINESS:**

##### **1. Providing Guarantee /Securities in favor of IREDA/others for the loans availed by Orissa Power Consortium Limited.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), Consent of the Company be and is hereby accorded to the Board to give guarantee or provide security in connection with the Financial Assistance availed of/being/proposed to be availed by Orissa Power Consortium Limited (OPCL) from Indian Renewable Energy Development Agency Limited (IREDA) or from others by way of giving guarantee/ extending security/ pledge of the Company's properties as detailed below:

- i) Pledge- Equity shareholdings of the Company in OPCL up to Rs.10 crores (Rupees Ten Crores only) and
- ii) Corporate guarantee up to Rs 250 crores (Rupees Two Hundred Fifty Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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**2. Providing Guarantee /Securities for the loans availed by Krishna Power Utilities Limited (KPUL)**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment( s) thereof), Consent of the Company be and is hereby accorded to the Board to give guarantee or provide security in connection with the Financial Assistance availed of/being/ proposed to be availed by Krishna Power Utilities Limited (KPUL) from Banks/Financial Institutions or from others by way of giving guarantee/ extending security/ pledge of the Company’s properties as detailed below:

- i) Pledge- Equity shareholdings of the Company in Krishna Power Utilities Limited up to Rs.50 crores (Rupees Fifty Crores only)
- ii) Collateral Security by way of extending Mortgage of Fixed assets of the Company up to the value of Rs.150 Crores and
- ii) Corporate guarantee up to Rs 350 crores (Rupees Three Hundred Fifty Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**3. Authorization under Section 186 of the Companies Act, 2013**

To consider and if thought fit to pass, with or without modification, the following resolution **as a Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan made by any person(s) or other body corporate(s) or to any subsidiary(ies)/ anybody/ any person/ Body corporate in India or abroad (existing or which may be promoted or incorporated); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.500,00,00,000 (Rupees Five Hundred Crores Only) outstanding at any time apart from the guarantees to be extended for the loans availed by Orissa Power Consortium Limited (OPCL) and Krishna Power Utilities Limited (KPUL).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters,





take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**4. Approval for giving Loan or Guarantee or Providing Security in Connection with Loan availed by any of the Company’s Subsidiary(ies) or Associate or Joint Venture of the Company or Any Other Person specified under Section 185 of the Companies Act, 2013**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors  
**For VBC Ferro Alloys Limited**

Place: Hyderabad

Date: 14-02-2023

Sd/-

**M.V. ANANTHAKRISHNA**

Whole-Time Director

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1 to Item No. 4.



2. General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21 /2021, 2/2022 and 10/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022, respectively, issued by the Ministry of Corporate Affairs and relevant provisions of Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Circular No. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated 12<sup>th</sup> May 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023, issued by SEBI, (the “MCA /SEBI Circulars ”), this Notice along with the instructions regarding e- voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Saturday, 25<sup>th</sup> February, 2023. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off date will be considered for the purpose of e-voting. Members may note that this Notice also will be available on the Company’s website, [www.vbcfal.in](http://www.vbcfal.in) and on the website of Central Depository Services (India) Ltd. (“CDSL”), [www.evotingindia.com](http://www.evotingindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting only. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on Monday, 27<sup>th</sup> February 2023 from 09.00 a.m. (IST) and shall end on Tuesday, March 28, 2023 at 05:00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company (“the Board”), have appointed Shri A.J. Sharma, (Membership No.F2120), Practicing Company Secretary as the Scrutinizer, for conducting the said Postal Ballot through remote e-voting process in a fair and transparent manner.
5. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to [vbcfalhyd@gmail.com](mailto:vbcfalhyd@gmail.com).
6. The Notice has also been placed on Company’s website: [www.vbcfal.in](http://www.vbcfal.in) and CDSL’s e-voting website i.e., [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of stock exchange i.e., [www.bseindia.com](http://www.bseindia.com).
7. In case the shareholder has not registered his/her/their email addresses with the Company / its RTA / Depositories and or not updated the Bank Account mandate for receipt of dividend, in the following instructions to be followed:  
Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holding with the Company’s RTA, Venture Capital and Corporate Investments Private Limited at 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana, Email: [info@vccipl.com](mailto:info@vccipl.com)
8. A Member cannot exercise his vote by proxy on Postal Ballot through remote e-voting.
9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e., Tuesday, March 28, 2023.




**THE INSTRUCTIONS FOR E-VOTING IS AS UNDER:**

- (i) The e-voting period begins on Monday, 27<sup>th</sup> February 2023 from 09.00 a.m. (IST) and ends on Tuesday, March 28, 2023 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, 25<sup>th</sup> February, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of share-holders  | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>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 URL for users to login toEasi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |



|   |   |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>                          | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>3) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) If the user is not registered for IDeAS e-Services, option to register or is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>6) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>7) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>  |

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

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

| Login type   | Helpdesk details   |
|--|--|
| <p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.</p> |
| <p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30</p>           |

**(i) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.





- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

1) If you are a first-time user follow the steps given below:

|          |  |
|----------|--|
| PAN      | <p><b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b></p> <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>   |

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <VBC Ferro Alloys Limited> on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

**(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued infavour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ybcfahyd@gmail.com](mailto:ybcfahyd@gmail.com). if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting Depository

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or [send an email to helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [call](tel:1800225533) on contact at toll free no. 1800 22 55 33





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**EXPLANATORY STATEMENT**

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 4 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”)

**Item No. 1:**

Your Company is associated with several Bodies Corporates by way of its investment in their Equity Share Capital and management and/or by having regular dealing in the course of its Business. By virtue of such association, the Company is sometimes called upon to assist these bodies corporate by way of giving loans/advances/guarantees/investments in Share Capital or providing securities in connection with the loans made by such other persons to such bodies corporate.

Your Company, as a promoter, has invested to the extent of about 10% in the equity capital of Orissa Power Consortium Limited (OPCL). Indian Renewable Energy Development Agency Limited (IREDA) has sanctioned term loans of Rs.110 Crores to Orissa Power Consortium Limited and IREDA stipulated a condition that VBC Ferro Alloys Limited has to provide Corporate Guarantee of Rs.110 Crores in favour of IREDA and to pledge equity share capital held in OPCL in favour of IREDA.

Your Directors commend the Resolution at item No.1 as Special Resolution for its approval by the members of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives except Shri M. Siddartha and Shri I. Narsing Rao as Directors of OPCL are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

**Item No. 2:**

Your Company is associated with several Bodies Corporates by way of its investment in their Equity Share Capital and management and/or by having regular dealing in the course of its Business. By virtue of such association, the Company is sometimes called upon to assist these bodies corporate by way of giving loans/advances/guarantees/investments in Share Capital or providing securities in connection with the loans made by such other persons to such bodies corporate.

M/s Krishna Power Utilities Ltd has availed term loans of Rs. 300 Crores from Financial Institutions and Banks for establishing a 60 MW Coal based Power Plant at Wadapalli, Miryalaguda, Nalgonda District in the State of Telangana. KPUL completed 95% of erection works for power plant and could not complete the balance works.

Due to non-service of loans, the Creditor has filed a petition u/s 7 of IBC Code 2016 before Hon'ble National Company Law Tribunal, Hyderabad. Resolution plan has been submitted by the Resolution Applicant for making payment of Rs.50 Crores as full and final settlement of all the liabilities and to revive the Company by way of infusing additional equity and loans funds.

The new promoters of M/s Krishna Power Utilities Ltd., requested VBC Ferro Alloys Limited to participate in equity contribution for its plant as a Captive user and is willing to supply electricity to VBC Ferro Alloys Limited at Competitive rate as the Resolution Applicant / new management acquired the said KPUL at a competitive rate.

Besides the above said Captive Power Plant, Krishna Power Utilities Limited proposes to set up a Ferro Alloys Complex besides the power plant to utilize the balance power produced from its 60 MW

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Power Plant. Public hearing for getting pollution permission for Krishna Power Utilities Limited has been successfully completed for Ferro Alloys Production and awaiting final permission from Ministry of Environment and Forest, New Delhi.

Board of Directors of VBC Ferro Alloys Limited thought that investment in Krishna Power Limited will be giving immense benefit to the Company for not only getting captive power at cheaper rate but also indirectly increasing its Ferro Alloys Capacity.

The Banks/Financial Institutions may stipulate a conditions for providing guarantee or securities by the VBC Ferro Alloys Limited for the loans to be availed by M/s Krishna Power Utilities Limited.

Therefore, your Directors seek your approval to provide the following by way of Special Resolution:

- i) Pledge- Equity shareholdings of the Company in Krishna Power Utilities Limited up to Rs. 50 crores (Rupees Fifty Crores only)
- ii) Collateral Security by way of extending Mortgage of Fixed assets of the Company up to the value of Rs. 150 crores (Rupees One Hundred and Fifty crores only) and
- ii) Corporate guarantee up to Rs. 350 crores (Rupees Three Hundred Fifty Crores only).

Your Directors commend the Resolution at item No.2 as Special Resolution for its approval by the members of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives except Shri M. Siddartha as Director of KPUL are concerned or interested in the Resolution mentioned at item No. 2 of the Notice.

### **3. Authorisation under Section 186 of the Companies Act, 2013:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.500 Crores in addition to the guarantees to be extended for the loans availed by Orissa Power Consortium Limited (OPCL) and Krishna Power Utilities Limited (KPUL) as proposed in this Notice as item no. 1 & 2.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at item no.3 to be passed as Special Resolution.





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**4. Approval for giving Loan or Guarantee or Providing Security in connection with Loan availed by any of the Company's Subsidiary(ies) or Associate or Joint Venture of the Company or Any Other Person specified under Section 185 of the Companies Act, 2013.**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

You are kindly aware that your Company is investing its surplus funds in M/s Orissa Power Consortium Limited (OPCL) and M/s Krishna Power Utilities Limited (KPUL). Shri M. Siddartha is interested as Director as well as member in KPUL and OPCL. Shri I. Narsing Rao is interested, as a Director in OPCL. Further to this your Company is proposing to issue Guarantees/securities/mortgage/pledge of the Company's properties for the loans availed by OPCL and KPUL as per the Item No.1 and 2 of this Notice.

Further to the above, the Board of Directors is of the view that the Company may be required to invest surplus funds, if available in Subsidiary/Joint Venture/Associate Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) or other body corporate(s) or any other person in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans raised by its subsidiary company(ies) or other body corporate(s) or other person in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholders of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 4 for approval of the members of the Company by way of passing a Special Resolution.

The Board recommends the resolution at Item no.4 to be passed as Special Resolution

Except Shri M. Siddartha and Shri I. Narsing Rao, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 4 of the accompanying notice.

Place: Hyderabad  
Date: 14-02-2023

By Order of the Board of Directors  
**For VBC Ferro Alloys Limited**

Sd/-  
M.V. ANANTHAKRISHNA  
Whole-Time Director