



**NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of VBC Ferro Alloys Limited will be held on 30<sup>th</sup> September, 2015 at 2.30 P.M. at K.L.N. Prasad Auditorium of The Federation of Andhra Pradesh Chambers of Commerce & Industry, situated at 11-6-841, Red Hills, Hyderabad - 500 004, to consider the following:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for Financial Year ended 31<sup>st</sup> March, 2015 together the reports of Directors and the Auditors Report thereon.
2. To appoint a Director in place of Shri Pramod Kumar Thatte who retires by rotation and being eligible offer himself for re-appointment.

**3. Ratification of Auditors' Appointment:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed there under as amended from time to time, the Company hereby ratifies the appointment of M/s Brahmayya & Co., (Regn. No.000513S) Chartered Accountants, Vijayawada as the Statutory Auditors of the Company, made at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company, to hold office from the conclusion of this meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting to be held in the year 2016 on such remuneration as may be determined by the Board of Directors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals as may be necessary, Shri M.S. Lakshman Rao, Managing Director of the company, whose term of office will be upto 31<sup>st</sup> October, 2015 be and is hereby re-appointed as Managing Director of the Company for a further period of 2 ( Two ) years w.e.f. 1<sup>st</sup> November, 2015 to 31<sup>st</sup> October, 2017 (both days inclusive) without any remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all necessary steps as may be required to give effect to the above resolution."

5. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr.(Mrs.) B. Kinnera Murthy (DIN: 01878144), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years effective from 30<sup>th</sup> September, 2015, whose office is not liable to retire by rotation."

By Order of the Board  
for VBC Ferro Alloys Limited  
Sd/-

M.S. Lakshman Rao  
Managing Director

Place : Hyderabad  
Date : 12.08.2015

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of Members, Attendance Slip is annexed to this Notice. Members / Proxies / Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and submit the same at the venue of the Annual General Meeting.
3. Copies of Annual Report will not be distributed at the venue of the Annual General Meeting and therefore, Members are requested to bring their copies of the Annual Report, which are mailed by the Company to them at their registered addresses.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Pursuant to provisions of the Companies Act, 2013 and applicable provisions of the Listing Agreement, Register of Members and Share Transfer Books of the Company will be closed from 23.09.2015 to 30.09.2015 (Both days inclusive), for the purpose of Annual General Meeting.
6. Members who wish to seek any further information / clarification at the meeting, on the annual accounts of the Company are requested to send their queries at least one week in advance from the date of the Meeting to the Managing Director at the Registered Office of the Company.
7. Members are requested to quote Folio No. / DP ID and Client ID in all correspondence and intimate any change in their address to the Company's Share Transfer Agents promptly.
8. Members who have multiple folios in identical names or joint holding in the same order are requested to intimate the Company's Registrars and Share Transfer Agents about the Ledger Folios of such holdings to enable them to consolidate all such shareholdings into a single folio.
9. Members are requested to avail the facility of converting their physical shareholdings into electronic mode of holding for their own convenience coupled with increased flexibility in dealing with such shares.
10. The dividend, if remaining unclaimed for 7 years from the date of declaration are required to be transferred by the Company to Investor Education and Protection Fund (IEPF).

For the financial year 2002-03, 2003-04, 2004-05, 2005-06 and 2006-07 the Company has transferred the unclaimed dividend to IEPF and filed necessary forms with Registrar of Companies, Telangana and A.P. Members who wish to claim dividends of past years, which remain unclaimed, are requested to correspond with Registrars & Share Transfer Agents of the Company.

11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
12. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications



13. Voting through electronic means;

a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

b. The instructions for e-voting are as under:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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 voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:
  - \* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the Folio Number in the PAN field. Eg. If your name is Ramesh Kumar with Folio Number 1 then enter RA00000001 in the PAN field.
  - # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 27.09.2015 (9.00 a.m.) and ends on 29.09.2015 (6.00 p.m). 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) of 22.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The e-voting period commences on 27<sup>th</sup> September 2015 (9:00 am) and ends on 29<sup>th</sup> September, 2015 (6:00 pm).

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) of 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22<sup>nd</sup> September, 2015.

Mr. A.J.Sharma, Practicing Company Secretary (Membership No. 2120) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of thee-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared in the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vbcindia.com](http://www.vbcindia.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

- 14. As required under Clause 49 of the Listing Agreements with Stock Exchanges, brief particulars of Director(s) to be appointed are provided in the explanatory statement annexed to this notice of AGM.



## VBC FERRO ALLOYS LIMITED

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### EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

#### **Item No.4- Re-appointment of Shri M. S. Lakshman Rao as Managing Director of the Company:**

The present term of office of Shri M.S. Lakshman Rao as the Managing Director of the Company will be up to 31<sup>st</sup> October, 2015.

Shri M.S. Lakshman Rao is an Engineering graduate with over two and half decades of experience and was reappointed as the Managing Director of the Company with effect from 1<sup>st</sup> November, 2010 for a period of 5 years and his term will expire on 31<sup>st</sup> October, 2015

Keeping in view his experience and expertise, it is proposed to re-appoint him for a further period of 2 years with effect from 1<sup>st</sup> November, 2015

The Nomination and Remuneration Committee of the Board of Directors of the Company recommended the proposed re-appointment of Shri M.S. Lakshman Rao without remuneration due to losses incurred by the Company.

Your Directors commend the Resolution at item No.4 as an Ordinary Resolution for its approval by the members of the Company.

Save and Except above, none of the Directors/ Key Managerial Personnel of the Company/their respective relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

#### **Item No.5- Appointment of Dr. B. Kinnera Murthy as an Independent Director of the Company:**

Dr. (Mrs.) B. Kinnera Murthy was appointed as an Additional, Non-Executive Director, in the category of an Independent Director with effect from March 31, 2015 to hold office upto the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013.

Dr. (Mrs.) Murthy is a Strategy Consultant, Director on Corporate Boards and Academic Governing Councils and Founder Trustee of a Woman Support NGO, after her superannuation from The Administrative Staff College of India in 2012, where she held the posts of Dean and Professor, Strategic Management.

She has a Doctorate in Corporate Strategy from University of Poona, MBA from Osmania University and BSc from BITS, Pilani. She was trained in Industrial Management at RVB, the Netherlands and in Strategic Management from APO Japan. She was a Queen Elizabeth Fellow University of Oxford and Distinguished Visiting Fellow, Texas A & M University. She is involved with women entrepreneurial organizations as an advisor. She provides consultancy and advisory support to leading organisations in India in the areas of Strategic Visioning and Organisation Building, Governance, Mentoring, Restructuring, Corporate Social Responsibility, Marketing Strategy and Capacity Building.

Dr. (Mrs.) B. Kinnera Murthy was on the Board of State Trading Corporation of India Limited as an Independent Director till April 2014. Currently Dr. (Mrs.) B Kinnera Murthy is on the Boards of Indian Immunologicals Limited, Unichem Laboratories Limited and VBC Industries Limited. She is a member of Nomination and Remuneration and Corporate Social Responsibility Committees of Indian Immunologicals Limited and CSR Committee of Unichem Laboratories Ltd.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. (Mrs.) Murthy, is proposed to be appointed as an Independent Director of the Company, to hold office for a term of 5(Five) years. A notice has been received from a Member proposing Dr. (Mrs.) B. Kinnera Murthy as a candidate for the office of Director of the Company along with deposit of the requisite amount.

In the opinion of the Board, Dr. (Mrs.) Murthy fulfills condition specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter for appointment of Dr. (Mrs.) Murthy, as an Independent Director, setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company on any working day, (Monday to Saturday), during the business hours of the Company upto the date of the Meeting.



The Board considers that her appointment as an Independent Director would be of immense benefit to the Company and it desirable to avail services of Dr. (Mrs.) B. Kinnera Murthy as an Independent Director of the Company.

Dr. (Mrs.) Murthy does not hold any shares in the Company and is not related to any other Director of the Company. Save and Except above, none of the Directors/ Key Managerial Personnel of the Company/their respective relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board  
for VBC Ferro Alloys Limited

Sd/-  
M.S. Lakshman Rao  
Managing Director

Place : Hyderabad  
Date : 12.08.2015