



# VBC FERRO ALLOYS LIMITED

(An ISO 9001 - 2008 Company)



VBCFAL / SEC / 2023/  
The Bombay Stock Exchange Limited  
Floor 25, P J Towers  
Dalal Street, MUMBAI – 400 001.

19<sup>th</sup> June 2023

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 30<sup>th</sup> May 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 Change of Objects of the Company
- ii) Ordinary Resolution for Approval for Appointment of Shri PV Rao (DIN No.00149599) Non-Executive Non-Independent Director of the Company

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 Thursday, 22<sup>nd</sup> June, 2023  
End of e-voting: 5:00 pm on Friday, 21<sup>st</sup> July, 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

  
VVSN Murthy  
Group CS





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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 8th December, 2021 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and General Circular Nos. 20/2021 dated 8th December, 2021 and General Circular Nos. 10/2022 dated 28th 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 Company 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 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



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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 Thursday, 22<sup>nd</sup> June, 2023 and not later than 5:00 p.m. on Friday, 21<sup>st</sup> July, 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 Sunday, July 23, 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. Change of Objects of the Company**

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by adding the following as sub-clause 8 in Clause III (a) of the MoA to the main objects clause:

"To manufacture, produce, process, buy, sell, import and export of all kinds of industrial chemicals, organic chemicals, inorganic chemicals including but not limited to Sodium Dichromate, and its allied products such as Basic Chrome Sulphate; all kinds of Chemicals derivatives and compounds which are used in chemical, leather and paint Industries, electroplating, dyes, pigments, oil wells chemicals and any kind of organic, inorganic intermediates etc., and to export, self, distribute, trade or otherwise deal in the same."

"**FURTHER RESOLVED THAT** the Board of Directors of the Company (the "**Board**" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are





hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

## 2. Induction of Director

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 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder Shri PV Rao (DIN No.00149599) who has been appointed as an Additional Director w.e.f. 30<sup>th</sup> May 2023 and who ceases to hold office at the commencement of ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 be and is hereby appointed as a Non- Executive Director of the Company retiring by rotation.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

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

Place: Hyderabad

Date: 30-05-2023

Sd/-

**M.V. ANANTHAKRISHNA**

Whole-Time Director

DIN No. 00897536

### 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. 2.
2. General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21 /2021, 2/2022 and 10/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 14th December 2021, 5th May 2022 and 28th 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 12th May 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated 13th May 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th 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., Friday, 16<sup>th</sup> June, 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 Thursday, 22 June 2023 from 09.00 a.m. (IST) and shall end on Friday, 21 July 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, 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 "AURUM", Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032, , 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., Friday, 21<sup>st</sup> July, 2023.

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

- (i) The e-voting period begins on Thursday, 22<sup>ND</sup> June 2023 from 09.00 a.m. (IST) and shall end on Friday, 21 July 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. Friday, 16<sup>th</sup> June, 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>





Individual Shareholders holding securities in demat mode with NSDL Depository	<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 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>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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.



Individual Shareholders holding securities in Demat mode with NSDL	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
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(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.





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- (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; [vbcfalhyd@gmail.com](mailto:vbcfalhyd@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.



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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, 25th Floor, Marathon Futorex, 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 on contact at toll free no. 1800 22 55 33

### **EXPLANATORY STATEMENT**

Explanatory Statement for Resolutions mentioned under Item Nos. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

#### **Item No. 1:**

It is to bring to the kind notice of the Members that your Company is carrying the business of manufacturing of Ferro Alloys, which is a power intensive business. Therefore, the entire profitability has been depending upon the power tariff fixed by the Power Distribution Companies. Due to this reason, your Company is not in a position to achieve its business objectives and adequate profitability.

After exploring various alternatives to improve the profitability of the Company, your Directors is of view that manufacture of Chemicals in particular Sodium Dichromate is one of the areas which gives reasonable return on investments. Sodium Dichromate is used to produce other substances or derivatives like basic chromium, sulphate, potassium dichromate, chromic acid etc. Chrome compounds are used widely in oil drilling needs, metal treatments, wood preservatives, production of dyes, organic chemicals, and leather tanning industry, colour pigments, ceramic dyeing and other industrial usages. Therefore, it is proposed to amend the objects clause of the Company:

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on 30<sup>th</sup> May 2023 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot.

The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company by adding sub-clause 8 in Clause III (a) of the MoA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members. The existing Object Clause of the MoA is available for inspection by the Members on the Company's website.

#### **Item No. 2:**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors in their meeting held on 30<sup>th</sup> May 2023 appointed Shri PV Rao (DIN No.00149599) as an Additional Director in the category of Non-Executive-Non- Independent effective from 30<sup>th</sup> May 2023.



In terms of the provisions of Section 161 of the Act, Shri PV Rao holds the office till the date of ensuing Annual General Meeting.

Notices under the provisions of Section 160 of the Act have been received from members signifying their intention to propose the candidature of Shri PV Rao as Director of the Company. Shri PV Rao is not related to any other Director and Key Managerial Personnel of the Company. A brief profile of the Shri PV Rao is given below:

Paladugu Venkateswara Rao aged about 61 years. He did B.E (Mechanical) from Bangalore University. After completion of his Engineering, he started a Chemical Manufacturing unit namely Akhaskara Organics P Ltd in the year 1986. Thereafter he associated with Vishnu Chemicals Limited as one of the Promoter Director and thereafter he designated as Technical Director up to 1995. M/s. Vishnu Chemicals Limited is the largest manufacturer of Sodium Dichromate and its derivatives. He was involved from the construction to operations of the plant including designing, procurement of the machinery, commissioning of the plant.

Thereafter, he was acted as Managing Director of Vishnu Biotech P Ltd from 1996-2000 and Technical Director in Key Stone Industries Ltd from 1998-2002. He has turnaround the Key Stone Industries Ltd from Sick Industry to profit making Company. Thereafter he was associated with Construction Companies. Presently he is providing consultancy services to the Chemical Industries.

The other disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 are provided in Annexure to this Notice. In the opinion of the Board, Shri PV Rao meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as a Director.

The Board of Directors, therefore, recommend the resolution as set out in item No. 2 of this Notice for approval of the shareholders by way of an ordinary resolution. Except Shri PV Rao, none of the Directors/ Key Managerial Personnel of the Company/ their respective relatives is in any way concerned or interested, financially or otherwise, in this Resolution.

Place: Hyderabad  
Date: 30-05-2023

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

Sd/-  
**M.V. ANANTHAKRISHNA**  
Whole-Time Director  
DIN No. 00897536





**Additional information as required under SS -2 notified under Section 118 (10) of the Companies Act, 2013**

Name of the Director	PV Rao
Category	Non-Executive Non-Independent Director
DIN	00149599
Date of Birth	01.01.1962
Age	61 Years
Nationality	Indian
Date of Appointment	30.05.2023
Qualification	BE (Mechanical)
Occupation	Professional
Nature of expertise in specific functional areas	Over 35 years' working experience in Chemical Manufacturing units and Construction industries as Whole-Time Director or Managing Director or Senior Management Position
Terms and conditions	Appointment is subject to retires by rotation.
Remuneration sought to be paid	Except sitting fee no remuneration will be paid
Remuneration last drawn by such person	NA
Relationship with Directors	None
Directorships In other companies as on	Nil
Chairman/Member of the committee of the Board of Directors	Nil
Shareholding including shareholding as a beneficial owner	Nil
Number of Meetings of the Board attended during the year	1
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	1
Names of listed entities from which the person has resigned in the past three years	NA
In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA