



VBC FERRO ALLOYS LIMITED

(An ISO 9001 - 2008 Company) - CIN L27101TG1981PLC003223



Date:04.10.2015

To

The Bombay Stock Exchange Limited

PJ Towers

Dalal Street

Mumbai-400 001.

Dear Sir,

Sub: Proceedings of 33rd Annual General Meeting and disclosure under clause 35A of the Listing Agreement-reg

We wish to bring to the notice of the Exchange that the 33rd Annual General Meeting of the Company was held on Wednesday, 30th 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.

The following resolutions mentioned in the notice convening the said meeting was duly transacted thereat and passed with requisite majority:

Ordinary Business:

1. To receive, consider and adopt, the audited Financial Statements of the Company for the financial year ended on 31 March 2015 together with the reports of the board of directors and 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. To ratify the re-appoint of M/s. Brahmayya & Co, Chartered Accountants (ICAI Reg. No. 000513S) , as auditors of the company for the FY 2015-16

Special Business:

4. Re- appointment of Shri M.S. Lakshman Rao, as Managing Director of the company for a further period of Two years
5. Appointment of Dr. (Mrs.) B. Kinnera Murthy as an independent director for a period of five years.

Full details are as follows:

Date of AGM: Wednesday, 30th September, 2015

Book Closure: 23.09.2015 to 30.09.2015(both days inclusive)

Total Number of shareholders:7790

No. of shareholders present in the meeting either in person or through proxy:

	Promoter & Promoter Group	Public
In Person	8	25
By Proxy	7	0
Total	15	25

No. of Shareholders attended the meeting through Video Conferencing: No Video conference facility was made available.

The items in the notice of the AGM have been transacted through the e-voting/poll. The outcome of the AGM is enclosed as annexure:1

This for your records,

Yours sincerely,

VBC FERRO ALLOYS LIMITED

M.S. Lakshman Rao

Managing Director

FORM NO MGT-13

Report of Scrutinizer(s)

Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules 2014

To
The Chairman,

33rd Annual General Meeting of the Equity Shareholders of VBC Ferro Alloys Limited
held on Wednesday the 30th September 2015 at 02.30 P.M at KLN Prasad Auditorium of
The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red
Hills, Hyderabad-500 004.

Dear Sir,

I, A.J.Sharma, Company Secretary in Practice, appointed as scrutinizer(s) for the purpose
of the Poll taken on the below mentioned resolution(s) at the 33rd Annual General
Meeting of the equity shareholders of VBC Ferro Alloys Limited held on Wednesday the
30th September 2015 at 02.30 P.M at KLN Prasad Auditorium of The Federation of
Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-
500 004, submit my report as under

1. After the time fixed for closing of the Poll by the Chairman, the Ballot Box kept for
polling was locked in my presence with due identification mark placed by me
2. The locked ballot boxes were subsequently opened in my presence and poll papers
were diligently scrutinized. The Poll papers were reconciled with the records
maintained by the Company/Registrar and Transfer agents of the Company and the
authorizations/Proxies lodged with the Company
3. The Poll papers which were incomplete and /or which were otherwise found
defective have been treated as invalid and kept separately
4. The result of the Poll is as under



(A) AS AN ORDINARY RESOLUTION- ITEM NO 1

Adoption of Audited Statement of Profit and Loss, Cash Flow statement Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015

(i) Voted in favor of the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1697008	100

(ii) Voted against the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(B) AS AN ORDINARY RESOLUTION- ITEM NO 2

To appoint a director in place of Sri Pramod Kumar Thatte who retires by rotation and being eligible offers himself for re-appointment

(i)Voted in favor of the Resolution

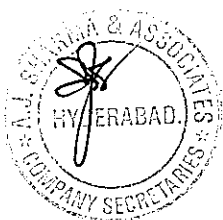
Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1697008	100

(ii) Voted against the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(C) AS AN ORDINARY RESOLUTION- ITEM NO 3

Ratification of Auditors' appointment

(i) Voted in favor of the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1697008	100

(ii) Voted against the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(D) AS AN ORDINARY RESOLUTION- ITEM NO 4

Re- appointment of Shri M.S. Lakshman Rao, as Managing Director of the company for a further period of Two years

(i) Voted in favor of the Resolution

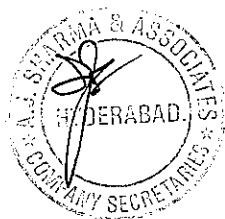
Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
12	1185239	100

(ii) Voted against the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
6	511769	-



(E) **AS AN ORDINARY RESOLUTION- ITEM NO 5**

Appointment of Dr. (Mrs.) B. Kinnera Murthy as an independent director for a period of five years

(i) Voted in favor of the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1697008	100

(ii) Voted against the Resolution

Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

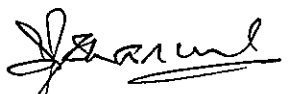
(iii) Invalid Votes

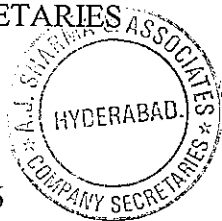
Number of members present and voting(in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The Poll papers and all other relevant records were sealed and handed over to the Managing Director for safe keeping.

Thanking you,
Yours faithfully

For A.J.SHARMA & ASSOCIATES
COMPANY SECRETARIES


A.J.SHARMA
FCE-2120, CP-2176



Place: Hyderabad
Date: 01.10.2015

**SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR
VBC FERROALLOYS LIMITED**

The Chairman
VBC Ferro Alloys Limited,
Hyderabad

33rd Annual General Meeting of the equity shareholders of VBC Ferro Alloys Limited to be held on Wednesday the 30th September 2015 at 02.30 P.M at KLN Prasad Auditorium of The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500 004

Sub: Passing of Resolutions through e-voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules 2014

The Board of Directors of VBC Ferro Alloys Limited passed a resolution at their meeting held on 12th August 2015 appointing me as scrutinizer for the e-voting process to be conducted in a fair and transparent manner in terms of clause (ix) sub rule (3) of Rule 20 of the Companies (Management and Administration) Rules 2014. I am well versed with the concept of e-voting system as required under the aforesaid rules as also the SEBI Circular issued in this regard dated 17th April 2014.

The Company has provided the facility to exercise the vote by electronic means through e-voting services provided by Central Depository Services (India) Limited. The service provider had provided a system for recording the votes cast by the shareholders electronically on all the five items of business sought to be transacted in the 33rd Annual General Meeting to be held on Wednesday the 30th September 2015.

The Company's Registrars and Transfer Agents M/s Venture Capital & Corporate Investments Private Limited with whom the Company has entered into a tripartite agreement for the e-voting along with CDSL has sent the notices of the AGM to all the shareholders within the stipulated time The notice was containing the detailed procedure as to casting of votes by the shareholders as provided in Rule 20 of the Companies (Management and Administration) Rules 2014. The e-voting facility was kept open for three days commencing from 09.00 A.M on 27th September 2015 and ending at 05.00 P.M on 29th September 2015.

At the end of the voting the voting portal of the service provider was blocked and on 30th September 2015 the votes cast through e-voting was duly unblocked by me in presence of two witnesses who are not in the employment of the Company as required under clause 3(xi) of Rule 20.



There after the details containing the list of shareholders who voted “for” or “against” were downloaded from the e-voting web site and the report of e-voting was compiled, the details of which are as under.

E-VOTING DETAILS

Number of shareholders participated in e-voting 11

Aggregate Number of votes of participating members 3461

E-VOTING RESULT

Resolution No1 (Ordinary Resolution): Passed with requisite majority

Subject matter: Adoption of Audited Statement of Profit and Loss, Cash Flow statement Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015.

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	11	3461	100%
Voted against	0	0	0
Total	11	3461	100%
Invalid Votes	0	0	0

Resolution No 2 (Ordinary Resolution): Passed with requisite majority

Subject matter: To appoint a director in place of Sri Pramod Kumar Thatte who retires by rotation and being eligible offers himself for re-appointment

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	11	3461	100%
Voted against	0	0	0
Total	11	3461	100%
Invalid Votes	0	0	0



Resolution No 3 (Ordinary Resolution): Passed with requisite majority

Subject matter: Ratification of Auditors' appointment

	No of members voted through e- voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	11	3461	100%
Voted against	0	0	0
Total	11	3461	100%
Invalid Votes	0	0	0

Resolution No 4 (Ordinary Resolution): Passed with requisite majority

Subject matter: Re- appointment of Shri M.S. Lakshman Rao, as Managing Director of the company for a further period of Two years.

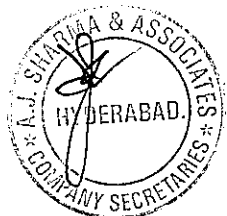
	No of members voted through e- voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	11	3461	100%
Voted against	0	0	0
Total	11	3461	100%
Invalid Votes	0	0	0

Resolution No 5 (Ordinary Resolution): Passed with requisite majority

Subject matter: Appointment of Dr. (Mrs.) B. Kinnera Murthy as an independent director for a period of five years

	No of members voted through e- voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	11	3461	100%
Voted against	0	0	0
Total	11	3461	100%
Invalid Votes	0	0	0

All the resolutions stand passed with the requisite majority under the e-voting

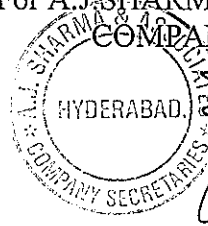


The Registers and other relevant records and documents relating to the electronic voting shall remain in our custody until the chairman considers, approves and signs the minutes of the Annual General Meeting and thereafter will be handed over to the Company.


Thanking You,
Yours faithfully

Place: Hyderabad
Date: 1st October 2015

For A.J.SHARMA & ASSOCIATES
COMPANY SECRETARIES


A.J.SHARMA
FCS-2120, CP-2176

1. Witness
Name: G. KAMAL KISHORE

Signature 

2. Witness
Name: E. SUBBARAO

Signature 

**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL
VBC FERRO ALLOYS LIMITED**

(Pursuant to section 108 /109 of the Companies Act, 2013 and Rule 20/21 of the
Companies (Management and Administration) Rules 2014

The Chairman

33rd Annual General Meeting of VBC Ferro Alloys Limited,
6-2-913/914, Third Floor, Progressive Towers
Khairatabad, Hyderabad-500004

Dear Sir,

Sub: Passing of Resolutions through e-voting and Poll conducted at the 33rd Annual General Meeting of VBC Ferro Alloys Limited held on Wednesday, the 30th September 2015 at 02.30 P.M at KLN Prasad Auditorium of The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500 004.

I A.J. Sharma, Company Secretary in Practice was appointed as Scrutinizer by

- i) The Board of Directors of VBC Ferro Alloys Limited for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in pursuance of section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014 on the resolutions referred to in this report
- ii) The Chairman of the Annual General Meeting on poll under the provisions of section 109 of the Companies Act, 2013 read with Rule 21(2) of the rules on the resolutions contained in the Notice of the 33rd AGM of the members of the Company held on Tuesday, the 30th September 2015 at 02.30 P.M at KLN Prasad Auditorium of The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500 004

The Company has appointed Central Depository Services (India) Limited (CDSL) as the service Provider for extending the facility of e-voting to the members and the voting was kept open for three days from 27th September 2015 at 09.00 A.M to 29th September 2015 at 5.00 P.M. The e-voting was unblocked by me on 30th September 2015 in the presence of two witnesses who are not in the employment of the Company and a scrutinizer's report for the e-voting dated 1st October 2015 was issued

At the 33rd Annual General Meeting the Chairman called for Poll to facilitate the members who could not participate in the e-voting to record their votes on all the resolutions contained in the Notice calling the AGM. I have issued a separate scrutinizer report in Form MGT-13 dated 1st October 2015.



I now submit my consolidated report of the e-voting together with that of the Poll as under

Item No of AGM Notice	Subject matter of resolution	Method of voting &(valid no voted)	No of valid votes	Votes in favor of resolution		Votes against the resolution		Invalid Votes		RESULT
				No	%	No	%	No	%	
1.Ordinary resolution	Adoption of accounts for 2014-15	e-voting (11) Poll (18) Total (29)	3461 16,97,008 17,00,469	3461 16,97,008 17,00,469	100	-	-	-	0	Passed with requisite majority
2.Ordinary resolution	To appoint a director in place of Sri Pramod Kumar Thatte who retires by rotation and offers himself for re-appointment	e-voting (11) Poll (18) Total (29)	3461 16,97,008 17,00,469	3461 16,97,008 17,00,469	100	-	-	-	0	Passed with requisite majority
3.Ordinary resolution	Ratification of Auditors' appointment	e-voting (11) Poll (18) Total (29)	3461 16,97,008 17,00,469	3461 16,97,008 17,00,469	100	-	-	-	0	Passed with requisite majority
4.Ordinary resolution	Re- appointment of Shri M.S. Lakshman Rao, as Managing Director for a further period of Two years	e-voting (11) Poll (12) Total (23)	3461 11,85,239 11,88,700	3461 11,85,239 11,88,700	100	-	-	5,11,769	-	Passed with requisite majority
5.Ordinary resolution	Appointment of Dr. B. Kinnera Murthy as an independent director for five years	e-voting (11) Poll (18) Total (29)	3461 16,97,008 17,00,469	3461 16,97,008 17,00,469	100	-	-	-	0	Passed with requisite majority

All the Five Resolutions contained in the notice of the 33rd AGM are passed with requisite majority.

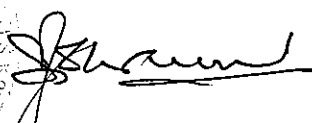
I am maintaining the Registers received from the Registrars and share transfer agents, CDSL the service provider both electronically and manual in respect of the casting of votes by e-voting and Poll at the venue of AGM by the shareholders of the Company and all other relevant records and documents and are in my safe custody and the same will be handed over to the Company after the chairman considers, approves and signs the minutes of the aforesaid 33rd Annual General Meeting

Thanking you,
Yours faithfully

For A. J SHARMA & ASSOCIATES
COMPANY SECRETARIES

Place: Hyderabad
Date: 01.10.2015




A.J.SHARMA
FCS-2120, CP-2176