



# VBC FERRO ALLOYS LIMITED

(An ISO 9001 - 2008 Company) - CIN L27101TG1981PLC003223



Date:06.10.2017

To

The Bombay Stock Exchange Limited

PJ Towers

Dalal Street

Mumbai-400 001.

Dear Sir,

Sub: Proceedings of 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting of the Company was held on Friday 29<sup>th</sup> September, 2017 at 3.00 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 2017 together with the reports of the board of directors and auditors' Report thereon
2. To Appointment of M/s. C.V. Ramana Rao & Co., Chartered Accountants as Independent auditors of the company for the a term of 5 years

Full details are as follows:

Date of AGM: Wednesday, 29<sup>th</sup> September 2017

Book Closure: 23.09.2017 to 29.09.2017(both days inclusive)

Total Number of shareholders:7437

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

	Promoter & Promoter Group	Public
In Person	7	33
By Proxy	8	0
Total	15	33

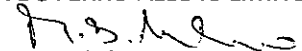
No. of Shareholders attended the meeting through Video Conferencing: No Video conference facility was made available.

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



29.09.2017

Date of the AGM/EGM  
 Total number of shareholders on record date 7437  
 No. of shareholders present in the meeting either in person or through proxy: 48  
 Promoters and Promoter Group: 15  
 Public: 33

No. of Shareholders attended the meeting through Video Conferencing NA  
 Promoters and Promoter Group: NA  
 Public: NA

Agenda- wise disclosure -Annexed-1&2

Annexure-1

Resolution required: (Ordinary / Special) **ORDINARY: To receive, consider and adopt the Audited Financial Statements for Financial Year ended 31st March 2017 including Auditors and Directors Report thereon**

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. Of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1614459	0	0	0	0	0	0
	Poll	1614459	1614459	36.74	1614459	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1614459	1614459	36.74	1614459	0	100	0
Public- Institutions	E-Voting	7310	0	0.17	0	0	0	0
	Poll	7310	0	0.17	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	7310	0	0.17	0	0	0	0
Public- Non Institutions	E-Voting	2772581	164	63.09	164	0	100	0
	Poll	2772581	101397	63.09	101397	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	0
	Total	2772581	101561	63.09	101561	0	100	0
TOTAL		4394350	1716020	100	1716020	0	100	0



Resolution required: (Ordinary / Special)	ORDINARY: Appointment of Independent Auditors	
Whether promoter/ promoter group are interested in the agenda/resolution?	NO	

Category	Mode of Voting	No. Of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes -- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1614459	0	0	0	0	0	0
	Poll	1614459	1614459	36.74	1614459	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1614459	1614459	36.74	1614459	0	100	0
Public- Institutions	E-Voting	7310	0	0.17	0	0	0	0
	Poll	7310	0	0.17	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	7310	0	0.17	0	0	0	0
Public- Non Institutions	E-Voting	2772581	164	63.09	164	0	100	0
	Poll	2772581	101397	63.09	101397	0	100	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2772581	101561	63.09	101561	0	100	0
TOTAL		4394350	1716020	100	1716020	0	100	0



**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  
35<sup>th</sup> Annual General Meeting of VBC Ferro Alloys Limited,  
6-2-913/914, Third Floor, Progressive Towers  
Khairatabad, Hyderabad-500004

Dear Sir,

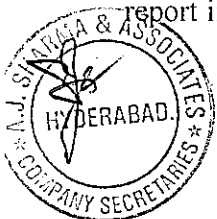
Sub: Passing of Resolutions through e-voting and Poll conducted at the 35<sup>th</sup> Annual General Meeting of VBC Ferro Alloys Limited held on Friday, the 29<sup>th</sup> September 2017 at 03.00 P.M at KLN Prasad Auditorium of The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, 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 35<sup>th</sup> AGM of the members of the Company held on Friday the 29<sup>th</sup> September 2017 at 03.00 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 26<sup>th</sup> September 2017 at 09.00 A.M to 28<sup>th</sup> September 2017 at 5.00 P.M. The e-voting was unblocked by me on 03<sup>rd</sup> October 2017 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 3<sup>rd</sup> October 2017 was issued

At the 35<sup>th</sup> 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 3<sup>rd</sup> October 2017.



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

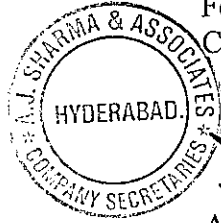
Item No of AGM Notice	Subject matter of resolution	Method of voting &(valid no voted)	No of valid votes	Votes in favor of resolution		Votes against the resolution		Invalid Votes		RESULT
				No	%	No	%	No	%	
1.Ordinary resolution	Adoption of accounts for 2016-17	e-voting (7)	164	164	100	-	-	-	0	Passed with requisite majority
		Poll (28)	17,15,856	17,51,856						
		Total (35)	17,16,020	17,16,020						
2.Ordinary resolution	Appointment of Independent Auditors	e-voting (7)	164	164	100	-	-	-	0	Passed with requisite majority
		Poll (28)	17,15,856	17,51,856						
		Total (35)	17,16,020	17,16,020						

All the Two Resolutions contained in the notice of the 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting

Thanking you,  
Yours faithfully

For A. J SHARMA & ASSOCIATES  
COMPANY SECRETARIES



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

Place: Hyderabad  
Date: 03.10.2017

**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,

35<sup>th</sup> Annual General Meeting of the Equity Shareholders of VBC Ferro Alloys Limited  
held on Friday the 29<sup>th</sup> September 2017 at 03.00 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 35<sup>th</sup> Annual  
General Meeting of the equity shareholders of VBC Ferro Alloys Limited held on Friday  
the 29<sup>th</sup> September 2017 at 03.00 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, 2017

(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
28	1715856	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**

Appointment of Independent Auditors

(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
28	1715856	100

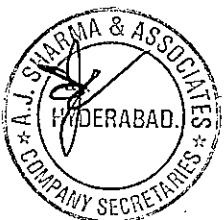
(ii) **Voted against the Resolution**

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

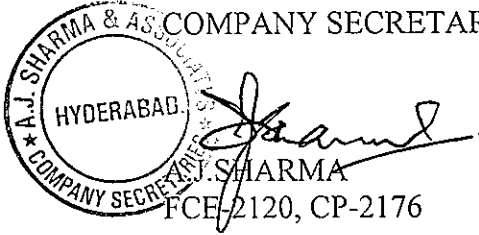
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed



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



Place: Hyderabad  
Date: 03.10.2017



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

The Chairman  
VBC Ferro Alloys Limited,  
Hyderabad

35<sup>th</sup> Annual General Meeting of the equity shareholders of VBC Ferro Alloys Limited held on Friday the 29<sup>th</sup> September 2017 at 03.00 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 14<sup>th</sup> August 2017 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 17<sup>th</sup> 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 two items of business sought to be transacted in the 35<sup>th</sup> Annual General Meeting to be held on Friday the 29<sup>th</sup> September 2017.

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 the shareholders. 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 26<sup>th</sup> September 2017 and ending at 05.00 P.M on 28<sup>th</sup> September 2017.

At the end of the voting the voting portal of the service provider was blocked and on 03<sup>rd</sup> October 2017 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 7 (7 folios)**

**Aggregate Number of votes of participating members 164**

#### 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, 2017.

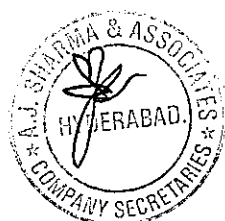
	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	7	164	100%
Voted against	0	0	0
Total	7	164	100%
Invalid Votes	0	0	0

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

Subject matter: Appointment of Independent Auditors:

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	7	164	100%
Voted against	0	0	0
Total	7	164	100%
Invalid Votes	0	0	0

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

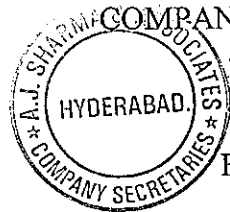
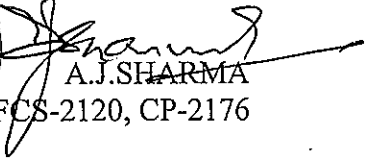


The Registers and other relevant records and documents relating to the electronic voting shall remain in our custody until the chairman considers, approves and signs the minutes of the Annual General Meeting and thereafter will be handed over to the Company.

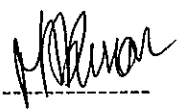
Thanking You,  
Yours faithfully

Place: Hyderabad  
Date: 03<sup>rd</sup> October 2017

For A.J.SHARMA & ASSOCIATES  
COMPANY SECRETARIES

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

1. Witness  
Name: M.S.Kumar

Signature 

2. Witness  
Name: P. Mohan

Signature 