



# VBC FERRO ALLOYS LIMITED

(An ISO 9001-2000 Company)



July 5, 2018

The Bombay Stock Exchange Limited  
PJ Towers, Dalal Street  
Mumbai-400 001.

Dear Sir,

**Sub: Proceedings of 36<sup>th</sup> Annual General Meeting and disclosure under regulation of 44(3) of SEBI(LODR) Regulations, 2015**

In terms of regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to bring to the notice of the Exchange that the 36<sup>th</sup> Annual General Meeting of the Company was held on Tuesday 03<sup>rd</sup> July 2018 at 11.00 A.M. at Surana Udyog Auditorium of The Federation of Telangana and 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 were duly transacted thereof and passed with requisite majority:

## Ordinary Business:

1	To consider and adopt the audited statement of profit and loss for the financial year ended on 31 March 2018 and the balance sheet as at that date
2	To ratify the appointment of appoint M/s. C.V. Ramana Rao & Co, Chartered Accountants, as auditors of the company.

## Special Business:

3	To appoint Shri R K R Gonela as an Independent Director
4	To appoint Smt. Deshrajuk Rekha as an Independent Director
5	To appoint Shri M V Ananthakrishna as a Whole-time Director
6	To Allot 1,20,00,000 Convertible warrants of face value of Rs.10/- to Promoters and others at an issue price of Rs.45/- (Including premium of Rs.35/-)



... 2  
*[Handwritten Signature]*

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Chairatabad, Hyderabad - 500 004, T.S. India.  
Tel: +91 40 23301200/1230; Fax: +91 40 23301160/61  
Mail: vbcsilicon@gmail.com/info@vbcfal.in  
Web: www.vbcfal.in. CIN: L27101TG1981PLC003223

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

**Full details are as follows:**

**Date of AGM:** Tuesday 03<sup>rd</sup> July 2018

**Book Closure:** 23.06.2018 to 03.07.2017 (both days inclusive)

**Total Number of Shareholders:** 7057

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

	Promoter & Promoter Group	Public	Total
In Person	11	76	87
By Proxy	4	174	178
<b>Total</b>	<b>15</b>	<b>250</b>	<b>265</b>

\*24 shareholders though present, did not vote and 3 shareholders voted by e-voting.


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 e-voting/ poll.

The outcome of the AGM is enclosed as annexure:1

This for your records,

Sincerely yours,  
For VBC FERRO ALLOYS LIMITED

  
M V Ananthakrishna  
Whole-Time Director



VBC FERRO ALLOYS LIMITED

Date of the AGM/EGM 03.07.2018  
 Total number of shareholders on record date  
 No. of shareholders present in the meeting either in person or through proxy: 265  
 Promoters and Promoter Group: 15  
 Public: 250  
 No. of Shareholders attended the meeting through Video Conferencing NA  
 Promoters and Promoter Group: NA  
 Public NA  
 Agenda- wise disclosure -Annexed-1 to 6

Annexure-1

Resolution required:

(Ordinary / Special) ORDINARY:To consider and adopt the audited statement of profit and loss for the financial year ended on 31 March 2018 and the balance sheet as at that date

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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1616162	1616162	100.00	1616162	0	100
Public- Institutions	E-Voting	7310	150	2.05	150	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7310	150	2.05	150	0	100
Public- Non Institutions	E-Voting	2770878	284104	10.24	247860	36244	87.24	12.76
	Poll		590492	21.31	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total		2770878	874746	31.55	838352	36244	95.86
TOTAL		4394350	2490908	56.68	2454664	36244	98.55	1.45

Resolution required: (Ordinary / Special)	ORDINARY: To ratify the appointment of appoint M/s. C.V. Ramana Rao & Co, Chartered Accountants, as auditors of the company	
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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1616162	1616162	100.00	1616162	0	100
Public- Institutions	E-Voting	7310	150	2.05	150	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7310	150	2.05	150	0	0
Public- Non Institutions	E-Voting	2770878	973120	35.12	247860	725260	25.47	74.53
	Poll		590492	21.31	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total		2770878	1563612	56.43	838352	725260	53.62
TOTAL		4394350	3179924	158.48	2454664	725260	77.19	22.81

Resolution required: (Ordinary / Special)	ORDINARY: To appoint Shri RKR Gonela as an Independent Director
Whether promoter/ promoter group are	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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1616162	1616162	100.00	1616162	0	100
Public- Institutions	E-Voting	7310	150	2.05	150	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7310	150	2.05	150	0	100
Public- Non Institutions	E-Voting	2770878	284104	10.24	247860	36244	87.24	12.76
	Poll		590492	21.31	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total		2770878	874746	31.55	838352	36244	95.86
TOTAL		4394350	2490908	56.68	2454664	36244	98.55	1.45

Resolution required: (Ordinary / Special)	ORDINARY: To appoint Smt. Deshraj Rekha as an Independent Director
Whether promoter/ promoter group are	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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1616162	1616162	100.00	1616162	0	100	0
Public- Institutions	E-Voting	7310	150	2.05	150	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7310	150	2.05	150	0	100	0
Public- Non Institutions	E-Voting	2770878	284104	10.25	247860	36244	87.24	12.76
	Poll		590492	21.31	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total	2770878	874596	31.56	838352	36244	95.86	4.14
TOTAL		4394350	2490908	56.68	2454664	36244	98.55	1.45

Resolution required: (Ordinary / Special)	ORDINARY: To appoint Shri M.V. Anathakrishna as Whole-time Director
Whether promoter/ promoter group are	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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1616162	1616162	100.00	1616162	0	100	0
Public- Institutions	E-Voting	7310	150	2.05	150	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7310	150	2.05	150	0	0	0
Public- Non Institutions	E-Voting	2770878	624648	22.54	247860	376788	39.68	60.32
	Poll		590492	21.30	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total	2770878	1215140	43.85	838352	376788	68.99	31.01
TOTAL		4396053	2831452	64.43	2454664	376788	86.69	13.31

Resolution required: (Ordinary / Special)	SPECIAL: To Allot 1,20,00,000 Convertible warrants of face value of Rs.10/- to Promoters and others at an issue price of Rs.45/- (Including premium of Rs.35/-)
Whether promoter/ promoter group are	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	1616162	343500	21.25	343500	0	100	0
	Poll		1272662	78.75	1272662	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1616162	1616162	100.00	1616162	0	100
Public- Institutions	E-Voting	7310	150	2.05	150	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7310	150	2.05	150	0	0
Public- Non Institutions	E-Voting	2770878	1048015	37.82	247860	800155	23.65	76.35
	Poll		590492	21.30	590492	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	0
	Total		2772581	1638507	59.12	838352	800155	51.17
TOTAL		4396053	3254819	74.07	2454664	800155	75.41	24.59



**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  
36<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 36<sup>th</sup> Annual  
General Meeting of VBC Ferro Alloys Limited held on Tuesday the 3<sup>rd</sup> July 2018  
at 11.00 A.M at Surana Udyog Auditorium , The Federation of Andhra Pradesh &  
Telangana Chambers of Commerce & Industry, situated at 11-6-841, Red Hills,  
Hyderabad, Telangana - 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 36<sup>th</sup> AGM of the members of the  
Company held on Tuesday the 3<sup>rd</sup> July 2018 at 11.00 A.M at Surana Udyog  
Auditorium , The Federation of Andhra Pradesh & Telangana Chambers of  
Commerce & Industry, situated at 11-6-841, Red Hills, Hyderabad, Telangana - 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 09.00 A.M on 30<sup>th</sup> June 2018 and ending at 05.00 P.M on  
2<sup>nd</sup> July 2018.

The e-voting was unblocked by me on 03<sup>rd</sup> July 2018 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 4<sup>th</sup> July 2018 was issued



At the 36<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 5<sup>th</sup> July 2018.

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 2017-18	e-voting (1862)	6,27,754	5,91,510	94.23	36,244	5.77	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2100)</b>	<b>24,90,908</b>	<b>24,54,664</b>	<b>98.55</b>	<b>36,244</b>	<b>1.45</b>	<b>0</b>	<b>0</b>	
2.Ordinary resolution	Ratification of Appointment of Independent Auditors	e-voting (1873)	13,16,770	5,91,510	44.92	7,25,260	55.08	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2111)</b>	<b>31,79,924</b>	<b>24,54,664</b>	<b>77.19</b>	<b>7,25,260</b>	<b>22.81</b>	<b>0</b>	<b>0</b>	
3.Ordinary Resolution	Appointment of Shri R.K.R. Gonela (DIN: 00041618) as an Independent director	e-voting (1862)	6,27,754	5,91,510	94.23	36,244	5.77	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2100)</b>	<b>24,90,908</b>	<b>24,54,664</b>	<b>98.55</b>	<b>36,244</b>	<b>1.45</b>	<b>0</b>	<b>0</b>	
4.Ordinary Resolution	Appointment of Smt Deshraj Rekha (DIN: 02969023), as an Independent director	e-voting (1862)	6,27,754	5,91,510	94.23	36,244	5.77	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2100)</b>	<b>24,90,908</b>	<b>24,54,664</b>	<b>98.55</b>	<b>36,244</b>	<b>1.45</b>	<b>0</b>	<b>0</b>	
5.Ordinary resolution	Appointment of Sri M.V.Ananthkrishna as a wholtime director for a period of five years	e-voting (1868)	9,68,298	5,91,510	61.09	3,76,788	38.91	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2106)</b>	<b>28,31,452</b>	<b>24,54,664</b>	<b>86.69</b>	<b>3,76,788</b>	<b>13.31</b>	<b>0</b>	<b>0</b>	
6.Special Resolution	Preferential issue of 1,20,00,000 convertible warrants to promoters and others to be converted into equity shares within 18 months	e-voting (1875)	13,91,665	5,91,510	42.50	8,00,155	57.50	0	0	Passed with requisite majority
		Poll (238)	18,63,154	18,63,154	100	0	0	0	0	
		<b>Total (2113)</b>	<b>32,54,819</b>	<b>24,54,664</b>	<b>75.41</b>	<b>8,00,155</b>	<b>24.59</b>	<b>0</b>	<b>0</b>	

All the Six Resolutions contained in the notice of the 36<sup>th</sup> AGM are passed with requisite majority.

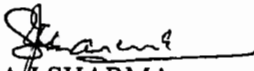
I am maintaining the Registers received from the Registrars and share transfer agents, CDSL the service provider both electronically and manual in respect of the casting of votes by e-voting and Poll at the venue of AGM by the shareholders of the Company and all other relevant records and documents and 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 36<sup>th</sup> Annual General Meeting

Thanking you,  
Yours faithfully

Place: Hyderabad  
Date: 05.07.2018



For A. J SHARMA & ASSOCIATES  
COMPANY SECRETARIES

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

**CS A.J. SHARMA & ASSOCIATES**

COMPANY SECRETARIES

Cell : 98490 00744  
5-8-352, No 17, 1st Floor, Raghava  
Ratna Towers, Chirag Ali Lane, Abids,  
Hyderabad-500 001.  
E-mail : ajsharma7@rediffmail.com

**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,

36<sup>th</sup> Annual General Meeting of the Equity Shareholders of VBC Ferro Alloys Limited  
held on Tuesday the 3<sup>rd</sup> July 2018 at 11.00 A.M at Surana Udyog Auditorium , The  
Federation of Andhra Pradesh & Telangana Chambers of Commerce & Industry, situated  
at 11-6-841, Red Hills, Hyderabad, Telangana - 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 36<sup>th</sup> Annual  
General Meeting of the equity shareholders of VBC Ferro Alloys Limited held on  
Tuesday the 3<sup>rd</sup> July 2018 at 11.00 A.M at Surana Udyog Auditorium , The Federation of  
Andhra Pradesh & Telangana Chambers of Commerce & Industry, situated at 11-6-841,  
Red Hills, Hyderabad, Telangana - 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 Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the notes attached thereto along with the report of Auditors and Directors thereon

**(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
238	18,63,154	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 ratify the appointment of M/s. C.V. Ramana Rao & Co, Chartered Accountants, Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board

**(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
238	18,63,154	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**

Appointment of Shri R.K.R. Gonela (DIN: 00041618) as an Independent director for a period of five consecutive years from 16.12.2017 to the conclusion of Annual General Meeting to be held in the calendar year 2022 or 15.12.2022 whichever is earlier

**(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
238	18,63,154	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**

Appointment of Smt Deshraj Rekha (DIN: 02969023), as an Independent director for a period of five consecutive years from 16.12.2017 to the conclusion of Annual General Meeting to be held in the calendar year 2022 or 15.12.2022 whichever is earlier

**(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
238	18,63,154	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



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

Appointment of Sri M.V.Ananthkrishna as a wholetime director for a period of five years with effect from 7<sup>th</sup> April 2018 to 6<sup>th</sup> April 2023 on the terms and conditions as contained in the notice of 36<sup>th</sup> AGM

**(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
238	18,63,154	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

**(F) AS A SPECIAL RESOLUTION- ITEM NO 6**

Preferential issue of 1,20,00,000 convertible warrants to promoters and others to be converted into equity shares within 18 months from the date of allotment in compliance with the provisions of Companies Act 2013, SEBI (LODR) Regulations 2015 and SEBI (ICDR) Regulations 2009 and other applicable provisions and approvals as may be required.

**(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
238	18,63,154	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

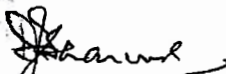
**(iii) Invalid Votes**

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  
FOE-2120, CP-2176

Place: Hyderabad  
Date: 05.07.2018



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

The Chairman  
VBC Ferro Alloys Limited,  
Hyderabad

36<sup>th</sup> Annual General Meeting of the Equity Shareholders of VBC Ferro Alloys Limited held on Tuesday the 3<sup>rd</sup> July 2018 at 11.00 A.M at Surana Udyog Auditorium , The Federation of Andhra Pradesh & Telangana Chambers of Commerce & Industry, situated at 11-6-841, Red Hills, Hyderabad, Telangana - 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 1<sup>st</sup> June 2018 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 six items of business transacted in the 36<sup>th</sup> Annual General Meeting held on Tuesday the 3<sup>rd</sup> July 2018.

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 30<sup>th</sup> June 2018 and ending at 05.00 P.M on 2<sup>nd</sup> July 2018.

At the end of the voting the voting portal of the service provider was blocked and on 03<sup>rd</sup> July 2018 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 1875 folios**  
**Aggregate Number of votes of participating members 13,91,665**

#### **e-VOTING RESULT**

#### **Resolution No 1 (Ordinary Resolution): Passed with requisite majority**

Subject matter: Adoption of Audited Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the notes attached thereto along with the report of Auditors and Directors thereon

	No of members voted through e- voting	No of votes cast by them	% of total number of valid votes cast
<b>Voted in favor of</b>	<b>1847</b>	<b>5,91,510</b>	<b>94.23</b>
<b>Voted against</b>	<b>15</b>	<b>36,244</b>	<b>5.77</b>
<b>Total</b>	<b>1862</b>	<b>6,27,754</b>	<b>100</b>
<b>Invalid Votes</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### **Resolution No 2 (Ordinary Resolution): NOT PASSED**

Subject matter: To ratify the appointment of M/s. C.V. Ramana Rao & Co, Chartered Accountants, Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board

	No of members voted through e- voting	No of votes cast by them	% of total number of valid votes cast
<b>Voted in favor of</b>	<b>1847</b>	<b>5,91,510</b>	<b>44.92</b>
<b>Voted against</b>	<b>26</b>	<b>7,25,260</b>	<b>55.08</b>
<b>Total</b>	<b>1873</b>	<b>13,16,770</b>	<b>100</b>
<b>Invalid Votes</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

Subject matter: Appointment of Shri R.K.R. Gonela (DIN: 00041618) as an Independent director for a period of five consecutive years from 16.12.2017 to the conclusion of Annual General Meeting to be held in the calendar year 2022 or 15.12.2022 whichever is earlier

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
<b>Voted in favor of</b>	1847	5,91,510	94.23
<b>Voted against</b>	15	36,244	5.77
<b>Total</b>	1862	6,27,754	100
<b>Invalid Votes</b>	0	0	0

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

Subject matter: Appointment of Smt Deshrajju Rekha (DIN: 02969023), as an Independent director for a period of five consecutive years from 16.12.2017 to the conclusion of Annual General Meeting to be held in the calendar year 2022 or 15.12.2022 whichever is earlier

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
<b>Voted in favor of</b>	1847	5,91,510	94.23
<b>Voted against</b>	15	36,244	5.77
<b>Total</b>	1862	6,27,754	100
<b>Invalid Votes</b>	0	0	0



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

Subject matter: Appointment of Sri M.V.Ananthkrishna as a wholetime director for a period of five years with effect from 7<sup>th</sup> April 2018 to 6<sup>th</sup> April 2023 on the terms and conditions as contained in the notice of 36<sup>th</sup> AGM

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	1847	5,91,510	61.09
Voted against	21	3,76,788	38.91
Total	1868	9,68,298	100
Invalid Votes	0	0	0

**Resolution No 6 (Special Resolution): NOT PASSED**

Subject matter: Preferential issue of 1,20,00,000 convertible warrants to promoters and others to be converted into equity shares within 18 months from the date of allotment in compliance with the provisions of Companies Act 2013, SEBI (LODR) Regulations 2015 and SEBI (ICDR) Regulations 2009 and other applicable provisions and approvals as may be required.

	No of members voted through e-voting	No of votes cast by them	% of total number of valid votes cast
Voted in favor of	1847	5,91,510	42.50
Voted against	28	8,00,155	57.50
Total	1875	13,91,665	100
Invalid Votes	0	0	0

Resolutions No's 1,3,4,5 stand passed with the requisite majority under the e-voting

Resolution No's 2 and 6 are not passed under the e-voting

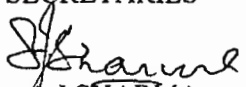


The Registers and other relevant records and documents relating to the electronic voting shall remain in our custody until the chairman considers, approves and signs the minutes of the Annual General Meeting and thereafter will be handed over to the Company.

Thanking You,  
Yours faithfully

Place: Hyderabad  
Date: 04<sup>th</sup> July 2018

For A.J.SHARMA & ASSOCIATES  
COMPANY SECRETARIES

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

1. Witness  
Name: ROHIT KUMAR

Signature 

2. Witness  
Name: Lingam Goud .A.

Signature 