

# FACOR STEELS LIMITED

Registered Office: 46 A&B, MIDC Industrial Estate, Hingna Road, Nagpur, (Maharashtra)

Tel: +91 07104-235701-05; Fax:+91 07104-235709; E-mail: info@facorsteel.com;

CIN: L27100MH2004PLC146283

## POSTAL BALLOT NOTICE

Notice is hereby given that, pursuant to section 110 of the Companies Act, 2013 (the "Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules"), Facor Steels Limited (the "Company") is seeking consent of its Members for the special businesses to be transacted through Postal Ballot which includes voting by electronic means for the following items:

### Item No. 1

**Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking Resolution as a Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to sell / dispose off either in one lot or in tranches over a period of time, the Company's investment in 884,485 equity share of ` 10/- each amounting to ` 8,844,850/- (Rupees Eighty Eight Lacs Forty Four Thousand Eight Hundred and Fifty only) and 2,454,133 0.01% Class A Redeemable Preference Shares of ` 10/- each amounting to ` 24,541,330/- (Rupees Two Crores Forty Five Lacs Forty One Thousand Three Hundred and Thirty only) held in Sai Wardha Power Limited (Formerly Wardha Power Company Limited) on such terms & conditions as may be decided by the board of directors of the company.

**FURTHER RESOLVED THAT** Board of Directors be and is hereby authorized to sign and execute required documents and to do all such things, deeds, acts necessary for the

purpose of selling/disposing of the aforesaid investment of the Company.

**FURTHER RESOLVED THAT** any Director of the Company be and is hereby authorized to do all such acts, things and deeds, including filing of necessary e-forms with Registrar of Company for the purpose of giving effect to the aforesaid resolution."

By order of the Board  
For **Facor Steels Limited**

**Vinod Saraf**  
Managing Director  
DIN:00012034

Place: Nagpur

Date : 5<sup>th</sup> August, 2015

### **Registered Office:**

46- A & B, MIDC Ind. Estate,  
Hingna Road, Nagpur 440028

### **NOTES:**

1. The Explanatory Statement as required under section 102 of the Act, is annexed hereto.
2. The Board vide its Resolution passed on 5th August, 2015 has appointed Mr. Pradeep S. Channe FCS No. 6265, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in fair and transparent manner.
3. The Postal Ballot Notice, together with the documents accompanying the same, is being sent to all the Members by email/ registered post whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent 7<sup>th</sup> August, 2015,, at their respective registered/ last known address.
4. The Notice will be displayed on the website of the Company [www.facorsteel.com](http://www.facorsteel.com)
5. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the

postal ballot form from the Company's website [www.facorsteel.com](http://www.facorsteel.com) or seek duplicate postal ballot form from the Company

6. Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, signifying your assent, dissent so as to reach the scrutinizer within a period of 30 days for the date of dispatch of the notice, i.e. before the closing hours of 3<sup>rd</sup> October, 2015.
7. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
8. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and/or furnished to NSDL/ CDSL.) In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
9. In compliance with provisions of Clause 35B of the equity Listing Agreement, as stated hereinabove, the Company is pleased to offer e-voting facility to its Members holding equity shares as on 21<sup>st</sup> September, 2015 (being the cut-off date), to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting.
10. The instructions for e-voting are as under:
  - (i) The voting period begins on 5th September, 2015 at 9.00 a.m. and ends on 4th October, 2015 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**
  - (iii) Click on "Shareholders" tab.
  - (iv) Now, select the electronic voting sequence number

(EVSN) 150819031 along with "FACOR STEELS LIMITED" from the drop down menu and click on "SUBMIT"

- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 filed as mentioned in instruction (vi).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN no.150819031for Facor Steels Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 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 in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21<sup>st</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
11. Members have the option to vote either through e-voting or through physical postal ballot form. If a Shareholder has opted for evoting, then he/she should not vote by physical postal ballot form also and vice-versa. However, in case Members cast their vote both via physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
  12. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on 5th October, 2015.
  13. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
  14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to

have been passed, if approved by the requisite majority.

15. The results, together with the Scrutinizer's report, will on the website of the Company [www.facorsteel.com](http://www.facorsteel.com) within two (2) days of passing of resolution and communicated to BSE Limited.

By order of the Board  
For **Facor Steels Limited**

**Vinod Saraf**  
Managing Director  
DIN:00012034

Place: Nagpur

Date : 5<sup>th</sup> August, 2015

**Registered Office:**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

Considering the present financial condition and business environment, the company is contemplating to dispose off certain surplus investments. The Board of Directors may in its exercise require selling investments held by the company in Sai Wardha Power Limited.

Pursuant to the provisions of Section 180 (1) (a) of the Companies Act 2013, the Board of Directors can sale investments held by the company in Sai Wardha Power Limited only with the prior permission of the members of the company by special resolution. Section 110 of the Companies Act, 2013 read along with Companies (Management and Administration)

Rules, 2014 requires that consent of the shareholders of the company be accorded as a special resolution by way of postal ballot.

The company is holding investment in the form of Equity Shares of 8,84,485 Equity Shares of Rs.10/- each amounting to Rs.88,44,850/- (Rupees Eighty Eight Lacs Forty Four Thousand Eight Hundred Fifty Only) and 24,54,133 of 0.01% Clause A Redeemable Preference Shares of Rs.10/- each amounting to Rs.2,45,41,330/- (Rupees Two Crores Forty Five Lacs, Forty One Thousand Three Hundred Thirty Only). The resolution empowers the Board of Directors to sale the shares either in one lot or in tranches over a period of time on such terms and conditions as may be decided by the Board of Directors of the company.

The Board recommends the resolution set out on Item No. 1 for approval of members as a special resolution through postal ballot.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding as members.

By order of the Board  
For **Facor Steels Limited**

**Vinod Saraf**  
Managing Director  
DIN:00012034

Place: Nagpur

Date : 5<sup>th</sup> August, 2015

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