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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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders of VBC Ferro Alloys Limited (CIN:L27101TG1981PLC003223) will be held on **Thursday 30<sup>th</sup> November 2023 at 3.00 P.M.(IST)** through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses:

#### SPECIAL BUSINESS:

1. TO APPROVE THE CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION 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 provision of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for changing the name of the Company from “**VBC Ferro Alloys Limited**” to “**Chrome Silicon Limited**”.

**RESOLVED FURTHER THAT** the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following:

#### **I. The Name of the Company is “Chrome Silicon Limited”**

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the name “VBC Ferro Alloys Limited” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Chrome Silicon Limited” upon approval of the same by the Central Government (Registrar of Companies).

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company;

**RESOLVED FURTHER THAT** the any Director of the Company, the Chief Financial officer and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized

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to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

## 2. APPOINTMENT OF WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, Shri PV Rao (DIN No.00149599) who was appointed as Non-Executive Director of the Company, be and is hereby appointed as Whole-Time Director of the Company for a period of 3 years commencing from 28<sup>th</sup> October 2023 to 27<sup>th</sup> October 2026 (both days inclusive) with such duties and powers as maybe delegated to him by the Board of Directors / Chairman of the Company from time to time and on the terms and conditions as to remuneration and other benefits as set out hereunder:

1. **Salary: Basic: Rs.1,00,000/- per month**

2. **Term: 3 (Three) Years**

3. **Notice period:**

A prior notice of three months is to be given in the event of resignation or termination of services of the Managing Director on either side.

4. **Minimum Remuneration:**

Where in any financial year during the currency of tenure, if the company had no profits or its profits are inadequate, remuneration may be paid in accordance with Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination & remuneration Committee of the Board) be and is hereby authorized to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Shri PV Rao within the applicable provisions of the Companies Act, 2013.



**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

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

Sd/-

Shivangi Tibrewala

Company Secretary and Compliance Officer

M.No. A-55422

Place: Hyderabad

Date: 28.10.2023

#### NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated 25 September 2023 read with circulars issued from time to time have permitted the holding of the General Meetings through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till 30 September 2024. Accordingly, this Extraordinary General Meeting is being conducted through VC/OAVM, hereinafter referred to as 'EGM'
2. In terms of section 101 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder and pursuant to said MCA circular and SEBI circular dated 7 October 2023, companies may send the notice of EGM by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website at [www.vbcfal.in](http://www.vbcfal.in), website of the stock exchanges viz., BSE Ltd. ('BSE') at <https://www.bseindia.com/> and on the website of CDSL at <https://evotingindia.com>. In this notice, the term member(s) or shareholder(s) are used interchangeably.
3. Pursuant to the said Circulars of MCA and SEBI, the facility for appointment of proxies by the members will not be available for the EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the EGM held through VC/OAVM Facility.
4. Statement pursuant to Section 102 of the Act setting out the material facts concerning Item of the Notice, is annexed hereto.
5. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Members can join the EGM in the VC/OAVM mode 30 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the EGM without restriction on account of first-come-first-served principle.



7. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the said MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.vbcfal.in, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com. The Notice of EGM is also available on the website of CDSL at www.evotingindia.com.
9. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of EGM. The relevant Registers maintained under the Act and required to be placed at the EGM will be available electronically for inspection by the members during the EGM. Members seeking to inspect such documents can send an email to vbcfalhyd@gmail.com.
10. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before 22<sup>nd</sup> November 2023 through email on vbcfalhyd@gmail.com. The same will be replied by the Company suitably.
11. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at vbcfalhyd@gmail.com or info@vccipl.com;
  - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
12. In compliance with the provisions of Section 108 of the Act read with relevant rules thereunder and Regulation 44 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Company is pleased to provide to its members, facility to exercise their right to vote at this EGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd. (CDSL). Further, the facility for voting through electronic voting system will also be made available at the EGM and members who have not already cast their vote by remote e-voting will be able to exercise their right to cast vote at the EGM.

**A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27<sup>th</sup> November, 2023 from 10.00 A.M. and ends on 29<sup>th</sup> November, 2023 at 5.00 P.M. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22<sup>nd</sup> November 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- (iii) Pursuant to the said SEBI Circular dated 9th December 2020, under Regulation 44 of the Listing Regulations, all individual shareholders holding equity shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants.

***Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode***

1. 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

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

- (i) The e-voting period begins on Monday 27<sup>th</sup> November 2023 from 09.00 a.m. (IST) and shall end on Wednesday, 29<sup>th</sup> November 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. Wednesday, 22<sup>nd</sup> November, 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 CDSL	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 to Easi / 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.
Depository	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 link 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.  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>  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>  The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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. 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.  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.



	4) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</a>
	5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.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.
	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.
	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.
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 <b>NSDL</b>	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

- (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.
- (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.



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- (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.

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 Futurex, 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

**OTHER INSTRUCTIONS:**

1. (i) If you have any queries or issues regarding attending EGM & 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.
2. (ii) All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.
3. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 22<sup>nd</sup> November 2023 may follow the same instructions as mentioned above for remote e-Voting.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 22<sup>nd</sup> November 2023 and a person who is not a member as on the cut-off date should treat the Notice for information purposes only.
5. The Company has appointed Shri A.J. Sarma (Certificate of Practice No.-2176), Company Secretary in practice as Scrutinizer and to scrutinize the voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.
6. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
7. Members of the Company under the category of Institutional Investors are encouraged to attend the EGM and vote.
8. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.vbcfal.in](http://www.vbcfal.in) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

**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 and also proposes to enter into manufacturing of Chemicals by using Chrome Ore as Major raw material. Therefore, it is proposed to Change the name of the Company from VBC Ferro Alloys Limited to Chrome Silicon Limited by getting the following advantages:

**Alignment with Business Activities:**

The new name, "Chrome Silicon Limited," accurately reflects the core business activities and products manufactured by the company, which include Ferro Silicon and Chrome. This alignment helps in better branding and market positioning.



- a) **Clarity and Transparency:**  
The new name provides greater clarity and transparency to stakeholders, including customers, investors, and regulatory authorities, about the nature of the company's operations.
- b) **Rebranding for Growth:**  
A name change can serve as a strategic rebranding effort, signaling the company's growth, diversification, and commitment to new product lines. It can attract new investors and partners interested in these sectors.
- c) **Market Recognition:**  
A name change can help the company gain recognition in the market for its expanded product offerings, making it easier for customers and suppliers to identify the company as a source for Ferro Silicon and Chrome products.
- d) **Competitive Advantage:**  
A relevant and clear name can provide a competitive advantage by differentiating the company from competitors. It can also help in positioning the company as a leader in the Ferro Silicon and Chrome industries.
- e) **Simplification:** A more concise and descriptive name simplifies communication, both internally and externally, reducing the need for lengthy explanations and ensuring that the company's activities are easily understood.
- f) **Long-Term Viability:**  
The new name should be chosen with a long-term perspective in mind, ensuring that it remains relevant and appropriate as the company continues to grow and evolve.
- g) **Marketing and Branding Opportunities:**  
The name change offers marketing and branding opportunities to promote the company's new identity, strengthening its position in the industry.

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**") for change of Name of the Company. The Board of Directors, on 28<sup>th</sup> October has approved the aforesaid alteration in the Name Clause of the MoA of the Company, subject to the approval of the Members of the Company at their ensuing Extra Ordinary General Meeting of the Company.

The special resolution passed by members shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect change of name of the Company and to issue fresh certificate of incorporation.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

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.

**Item No. 2:**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors in their meeting held on 28<sup>th</sup> October 2023 appointed Shri PV Rao (DIN No.00149599) as Whole-Time Director for a period of Three Years effective from 28<sup>th</sup> October 2023.

Shri P.V. 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 the Director of your Company effective from 30<sup>th</sup> May 2023.

Considering his background and experience, the Board is of the opinion that appointment and presence of Shri P.V. Rao on the Board as the Whole-Time Director and Chief Executive Officer will be desirable, beneficial and in the best interest of the Company.

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 Whole-Time Director.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Shri P.V. Rao as the Whole-Time Director and Chief Executive Officer of the Company.

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.

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

Sd/-

Shivangi Tibrewala  
Company Secretary and Compliance Officer  
M.No. A-55422

Place: Hyderabad  
Date: 28.10.2023



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

<b>Name of the Director</b>	Shri 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	For a period of Three Years
Remuneration sought to be paid	Rs.1,00,000/- per month and other perquisites mentioned in the notice of EGM
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	3
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




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**GENERAL INFORMATION ABOUT THE APPOINTMENT OF THE WHOLE-TIME DIRECTOR IN LINE WITH SCHEDULE V OF THE COMPANIES ACT, 2013**

1. Nature of industry:  
Manufacturing of Ferro Alloys
2. Date or expected date of commencement of commercial production:  
Company is in the business of manufacturing and marketing of Ferro alloys from 1982.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
- Not applicable -

4. Financial Performance based on given indicators: (Rs. Lakhs)

PARTICULARS	Current Year 2022-23	Previous Year 2021-23
Gross Revenue from operations	17566.53	9246.87
Profit/(Loss) Before Interest, Depreciation & Tax (PBIDT)	784.99	677.18
Finance Charges	6.51	11.67
Profit/(Loss) before Depreciation and Tax(PBDT)	778.48	665.51
Depreciation	712.20	642.97
Profit/(Loss) Before Tax(PBT)	66.28	22.54

5. Export performance and net foreign exchange collaborations:  
- Not applicable –
6. Foreign investments or collaborators, if any:  
- Not applicable –

**II. INFORMATION ABOUT THE APPOINTEE:**

- **Back ground details:**

Shri P.V. 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.

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2. Past remuneration:  
He is extending consultancy services to the Industries
3. Recognition or awards: No
4. Job Profile and his suitability:  
Has overall experience of more than 40 years in the Chemical and other industries.
5. Remuneration proposed:  
Rs. 1,00,000/- P.M.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The proposed remuneration is below the norms being practiced in Comparable Industries for such an experienced person.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: No

**III. OTHER INFORMATION:**

1. Expected increase in productivity and profits in measureable terms.  
The Company is exploring possibilities to diversify its business into Chemical and to increase the profitability of the existing business.

**IV. DISCLOSURES:**

This remuneration package of Managing Director has been included in the notice of Extra Ordinary General Meeting for information of shareholders of the Company.