



**HIRA FERRO ALLOYS LIMITED**

Registered Office: 567B, Urla Industrial Area, Urla, Raipur, Chhattisgarh  
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh  
Contact No.: 0771-4082000 Fax: 0771-4057601 E-mail id: mohit.chande@hfal.in  
CIN: U27101CT1984PLC005837 www.hiraferroalloys.com

**NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**TO ALL THE MEMBERS OF  
HIRA FERRO ALLOYS LIMITED**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of Hira Ferro Alloys Limited, will be held on 16<sup>th</sup> September, 2022 at 03:00 PM (IST) at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh – 492001 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2022 and Profit and Loss Account of the Company for the year ended 31st March 2022 along with the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Ajay Dubey, having Director Identification Number 01073809, who retires by rotation and being eligible for re-appointment, offers himself for re-appointment;
3. To re-appoint M/s JDS & Co., having Firm Regn. No. 018400C Chartered Accountant as the Statutory Auditors of the Company for a second term of 5 consecutive years.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s JDS & Co., Chartered Accountants, having registration No. 018400C be and are hereby appointed as the Auditors of the Company for the second term for a period of five years to hold office from the conclusion of this 38th Annual General Meeting till conclusion of the 43rd Annual General Meeting to be held in the year 2027 on a remuneration to be decided mutually, by the Board of Directors of the Company and M/s JDS & Co., Chartered Accountants from time to time.”

**SPECIAL BUSINESS:**

4. To approve the appointment of Mr. Dinesh Kumar Gandhi (DIN: 01081155) as Director of the Company and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,152, 160 and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Dinesh Kumar Gandhi (DIN: 01081155), who was appointed as an

Additional Director by the Board of Directors at its meeting held on April 12, 2022 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this General Meeting as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To approve the appointment of Shri Vinod Pillai, as Whole Time (Executive) Director of the company and to consider and if thought fit, to pass the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149,152,160,196 & 197 read with Schedule V and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Vinod Pillai (DIN: 00497620), who was appointed as an Additional Director by the Board of Directors at its meeting held on April 12, 2022 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of ensuing General Meeting as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Director liable to retire by rotation and Whole Time (Executive) Director of the Company for a period of five years with effect from April 01, 2022 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Vinod Pillai, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”.

6. To approve the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March,2023 and in this regard and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March , 2023 be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

**By Order of the Board**

**Place: Raipur**  
**Date: 10.05.2022**

**Mohit Chande**  
**Company Secretary**  
**Membership No.F-7144,**  
**567B, Urla Industrial Area,**  
**Raipur, Chhattisgarh 493221**

## NOTES

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
2. The Notice of AGM is being sent only in electronic mode to those members whose, e-mail addresses are registered with the Company/ RTA or the Depository Participant(s) as on 12<sup>th</sup> August, 2022. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and shareholders as on Cut-off date i.e. 9<sup>th</sup> September, 2022, shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in **Annexure-A**.
3. CS Brajesh R. Agrawal, Practicing Company Secretary (CP No. 5649 & Membership No. F5771) BR Agrawal & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website [www.hiraferroalloys.com](http://www.hiraferroalloys.com) and on the website of NSDL within two working days from the conclusion of AGM of the Company.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.hiraferroalloys.com](http://www.hiraferroalloys.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
8. Members holding shares in physical form are requested to advise any change in their registered address, E-mail address, Contact Numbers etc., to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL), Mumbai quoting their folio number. Members holding shares in electronic form must send the advice about change in their registered address, E-mail address, Contact Number and bank particulars to their respective Depository Participant and not to the Company.
9. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself on a poll only and the proxy need not be a member of the company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

10. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
11. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
12. Members/proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the Annual general Meeting of the Company.
14. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DP ID Number.
15. The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such Investor Education and Protection Fund (IEPF) of the Central Government:

Year of Dividend	Date of Declaration	Due date for transfer to IEPF
2014-15	19.09.2015	18.10.2022
2015-16 to 2021-22	NA	NA

16. Further, the company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends which have been transferred to the credit of the Investor Education and Protection Fund of the Central Government under the provisions of section 125 of the Companies Act ,2013. The shareholders are request claim their shares and dividend transferred to IEPF through form IEPF-5 available at [www.iepf.gov.in](http://www.iepf.gov.in)
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document.
18. The format of the Register of Members prescribed by the MCA under the Act require the Company/Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details will be provided upon request to be made to RTA/the Company. Members holding shares in physical form are requested to submit the filled in form to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

19. NSDL can make available link of inspection documents in shareholders dashboard so that shareholders can inspect them during the AGM period. Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
21. Information with respect to the details of the Director seeking appointment/re-appointment is given in the additional information on Directors recommended for appointment/reappointment forming part of this notice.

**By Order of the Board**

**Place: Raipur  
Date: 10.05.2022**

**Mohit Chande  
Company Secretary  
Membership No.F-7144  
567B,Urla Industrial Area,  
Raipur, (C.G.) 493221**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

Pursuant to the provisions of Sec. 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 statutory auditors shall be appointed at the Annual General Meeting (AGM) to hold office from the conclusion of 38<sup>th</sup> AGM until the conclusion of the 43<sup>rd</sup> Annual General meeting to be held in the year 2027.

M/s JDS & Co. Chartered Accountants were appointed as Statutory Auditor in the AGM held on 25<sup>th</sup> September, 2017. The Statutory Auditors first tenure, as per provisions of the section 139 of the Act, shall be expiring on conclusion of AGM i.e, AGM for the year 2021-22 Therefore, the existing Statutory Auditor of the Company can be re-appointed for second term for a period of five years.

The Audit Committee has considered the qualifications and experience of the proposed auditors M/s JDS & Co. and has recommended their re-appointment as Statutory Auditors of the Company for second term for a period of five years. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s JDS & Co., Chartered Accountants, as statutory auditors. Written consent of the proposed auditors together with a certificate certifying that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 have been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

**ITEM NO. 4:**

Shri Dinesh Kumar Gandhi (DIN: 01081155), aged 59 years is a fellow member of the Institute of Chartered Accountants of India (ICAI) and Institute of Company Secretaries of India (ICSI), he brings to the table his 25 years of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.

The Board of Directors upon recommendation of Nomination and Remuneration Committee, and pursuant to Section 149 & 152 of the Companies Act, 2013, at its meeting held on April 12, 2022, appointed Shri Dinesh Kumar Gandhi as an Additional Director (Non Executive) of the Company with effect from April 12, 2022. Under Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri Dinesh Kumar Gandhi holds office only up-to the date of the General Meeting of the Company and he shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. The Board recommends the resolution set forth in Item No. 4 of the notice for your approval as an Ordinary resolution.

Details related to the appointment as a Director as specified in SS-2 is provided in Annexure to the notice.

#### **ITEM NO. 5:**

Shri Vinod Pillai, (DIN: 00497620) aged 54 years, is a commerce graduate having two decades of experience in Sales, Administration, Liasoning, Logistics and has played a vital role in commissioning of new projects of Hira Group of Industries.

Upon recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 12<sup>th</sup> April, 2022 have approved the proposal for his appointment as Additional and Whole-time Director of the company with effect from 01<sup>st</sup> April, 2022 for a period of 5 (Five) years i.e. upto 31<sup>st</sup> March, 2027 pursuant to the provisions of Section 196 & 197 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013 subject to the approval of Shareholders of the Company.

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 12<sup>th</sup> April, 2022 has also decided to pay the remuneration payable to Shri Vinod Pillai as Whole time (Executive) Director of the Company, pursuant to the provisions of Section 196 & 197 Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

**Salary:** Gross Salary in the scale of Rs.2,25,000 to Rs.3,50,000 per month with effect from April 01, 2022.

**Perquisites:** He shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

**Overall Limit:** Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

**Minimum Remuneration:** Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives,

bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

The proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

**The following additional information as required by Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

- i. Nature of Industry:  
The Company is engaged in generation of electricity and manufacturing of Ferro Alloys.
- ii. Date or expected date of commencement of commercial production:  
The Company was incorporated on 31<sup>st</sup> December, 1984 and started commercial operations on 09<sup>th</sup> October, 1990.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- iv. Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2022:

Particulars	Rs. in crores
Gross Turnover & Other Income	593.21
Net profit as per Statement of Profit & Loss (After Tax)	113.49
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	158.49
Net Worth	510.70

- v. Foreign investments or collaborators, if any: Not Applicable.

**II. Information about the appointee:**

**Shri Vinod Pillai, Whole time (Executive) Director**

- i. Background details: Refer profile Section as stated above.
- ii. Past remuneration during the financial year ended 31<sup>st</sup> March, 2022: Not Applicable.
- iii. Recognition or awards: None
- iv. Job Profile and his suitability:  
Mr. Vinod Pillai, aged 54 years, is a commerce graduate, having two decades of experience in Sales, Administration, Liaison, Logistics, and has played a vital role in commissioning of new projects of Hira Group of Industries, he is the most suitable person for the position of Whole time (Executive) Director.
- v. Remuneration proposed: As per details given in Explanatory Statement
- vi. 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 with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Vinod



Pillai, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Whole time (Executive) Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

### III. Other Information:

- I. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.113.49 crores during the year ended 31st March, 2022.
- II. Steps taken or proposed to be taken for improvement: Not applicable.
- III. Expected increase in productivity and profits in measurable terms: Not applicable

### IV. Disclosures:

Mr. Vinod Pillai satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act. Brief resume of Mr. Vinod Pillai, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and annexed to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Vinod Pillai himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 05 of the notice for your approval as Special resolution.

Details related to the appointment as a Director as specified in SS-2 is provided in Annexure to the notice.

### **ITEM NO.6**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditor having Firm Registration No.000506 to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2023 at a remuneration of Rs. 55,000 ( P.Y.Rs.50,000/-).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

**By Order of the Board**

**Place: Raipur**  
**Date: 10.05.2022**

**Mohit Chande**  
**Company Secretary**  
**Membership No.F-7144,**  
**567B,Urla Industrial Area,**  
**Raipur, (C.G.) 493221**

**Particulars of Directors seeking appointment/reappointment/ Retiring by Rotation at the ensuing Annual General Meeting (In Pursuance of regulation Secretarial Standard on General Meetings(“SS-2”), issued by the Institute of Company Secretaries of India):**

<b>Name</b>	<b>Mr. Ajay Dubey</b>	<b>Mr. Dinesh Kumar Gandhi</b>	<b>Mr. Vinod Pillai</b>
<b>Age</b>	59Years	59 years	54 years
<b>Qualification</b>	Post Graduate in Commerce (M. Com)	Qualified Chartered Accountant and Company Secretary	Commerce Graduate
<b>Experience in specific functional area</b>	Operations/Maintenance Ferro Alloys plant and Administration.	In the areas of accounts, finance, project planning and financing.	Sales, General Administration, Liaisoning and Logistics.
<b>Date of Appointment on the Board of the Co.</b>	26.09.2019	12.04.2022	01.04.2022
<b>Terms and conditions of appointment or re-appointment</b>	Since he is a Non-Executive Director, no terms of appointment were fixed.	Since he is a Non-Executive Director, no terms of appointment were fixed.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting dated 10.05.2022 read with explanatory statement thereto.
<b>Remuneration last drawn (including sitting fees for FY2021-22,if any)</b>	NIL	Not Applicable	Not Applicable
<b>Remuneration proposed to be paid</b>	NIL	NIL	In slab of Rs. 2,25,000 to Rs.3,50,000 per month along with other perquisites.

<b>Nature of expertise in specific functional areas</b>	Over two decades of experience in Plant Operations/Maintenance and Administration.	Over 25 years of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
<b>Name(s) of other Listed entities in which the person holds the</b>	None	Godawari Power And Ispat Limited	Godawari Power And Ispat Limited
<b>*Chairman/Member of the Committee of the Board of Directors of the Company</b>	None	None	None
<b>*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.</b>	Hira Infra-Tek Limited a) Audit Committee - Member b) Nomination and Remuneration Committee - Member	Godawari Power and Ispat Limited Stakeholder Relationship Committee - Member	1. Godawari Power and Ispat Limited Member –Corporate Social Responsibility Committee 2. Hira Infra-Tek Limited a) Audit Committee - Member b) Nomination and Remuneration Committee - Member
<b>No. of Shares held by the Directors</b>	NIL	NIL	NIL
<b>Relationship with Directors inter-se</b>	None	None	None
<b>No. of Board Meetings held/ attended during the FY 2021-22.</b>	4/5	Not Applicable	Not Applicable

## ANNEXURE-A

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **13<sup>th</sup> September, 2022 at 09:00 A.M.** and ends on **15<sup>th</sup> September, 2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **9<sup>th</sup> September, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. 9<sup>th</sup> September, 2022.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system, which are mentioned below:*





#### Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

The e-Voting facility provided by 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. If you are already registered for <b>NSDL IDeAS facility</b>, 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. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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. A new screen will open. You will have</li></ol>

	<p>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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN of the Company, then user ID is EVEN001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporategovernance03@gmail.com](mailto:corporategovernance03@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go



through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE :**

1. In case shares are held in physical mode please provide 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 [mohit.chande@hfal.in](mailto:mohit.chande@hfal.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [mohit.chande@hfal.in](mailto:mohit.chande@hfal.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. The e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**OTHER GENERAL INFORMATIONS**

1. The Route Map is not annexed in this Notice.
2. The Scrutinizer shall within astipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
3. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website [www.hiraferroalloys.com](http://www.hiraferroalloys.com) and on the website of NSDL within 48 hours from the conclusion of AGM of the Company.

**By Order of the Board**

**Place: Raipur  
Date: 10.05.2022**

**Mohit Chande  
Company Secretary  
Membership No.F-7144,  
567B,UrlaIndustrialArea,  
Raipur, (C.G.) 493221**



**HIRA FERRO ALLOYS LIMITED**

Registered Office: 567B, Urla Industrial Area, Urla, Raipur, Chhattisgarh  
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh  
CIN: U27101CT1984PLC005837 www.hiraferroalloys.com

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member(s) holding.....shares of the above named company, hereby appoint:

(1)Name.....Address.....  
Email Id:.....Signature.....or failing him/her;

(2)Name.....Address.....  
Email Id:.....Signature.....or failing him/her;

(3)Name.....Address.....  
Email Id:.....Signature.....or failing him/her;

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the company, to be held on the Friday the 16<sup>th</sup> day of September, 2022 at 03.00 PM at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

SI No.	Resolutions	Optional*	
		For	Against
1	Consider and adopt: Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and Auditors		
2	Re-appointment of Shri Ajay Dubey, who retires by rotation		
3	Re-appointment of Statutory Auditors		
4	Appointment of Shri Dinesh Kumar Gandhi as Director		
5	Appointment of Shri Vinod Pillai as Whole Time Director and fixation of his remuneration		
6	Approval of Remuneration of the Cost auditors		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1/- Revenue Stamp
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**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**HIRA FERRO ALLOYS LIMITED**

Registered Office: 567B, Urla Industrial Area, Urla, Raipur, Chhattisgarh  
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh  
CIN: U27101CT1984PLC005837 www.hiraferroalloys.com

**Attendance Slip**

<b>Registered Folio / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder</b>	

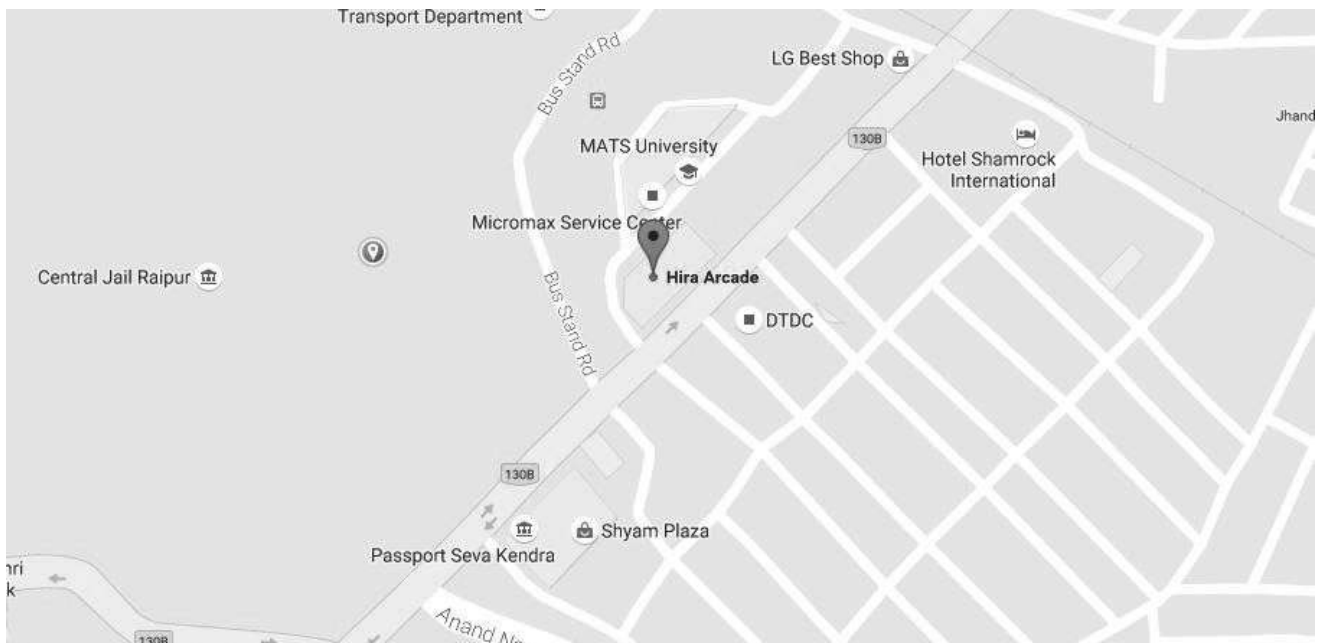
1. I, hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company of the Company held on Friday 16<sup>th</sup> September, 2022 at 03.00 PM at the Corporate office of the Company at 2<sup>nd</sup> Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur – 492001.
2. Signature of Shareholder/Proxy Present:.....
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.
4. Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.



**HIRA FERRO ALLOYS LIMITED**

### **Venue of the Meeting**

Second Floor, Hira Arcade, Near New Bus Stand,  
Pandri, Raipur, Chhattisgarh-492001





**HIRA FERRO ALLOYS**

**HIRA FERRO ALLOYS LIMITED**

CIN: U27101CT1984PLC005837

Registered Office and Works: 567B, 568 & 553B, Urla Industrial Complex, Raipur - 493221, Chhattisgarh, India

**P:** +91 771 4082450-51, **F:** +91 771 4082452

Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh, India

**P:** +91 771 4082000, **F:** +91 771 4057601

[www.hiraferroalloys.com](http://www.hiraferroalloys.com)