



HIRA FERRO ALLOYS LIMITED

Regd. Office: Plot No. 567/B Urla Industrial Area Raipur Chhattisgarh 493221

Corp. Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur, CG492004

Web Site: www.hiraferroalloys.com, Email Id: mohit.chande@hfal.in

CIN: U27101CT1984PLC005837 Contact No.: 0771-4082000

NOTICE OF EXTRA ORDINARY GENERAL MEETING

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

NOTICE is hereby given that the next Extra-Ordinary General Meeting of the Members of Hira Ferro Alloys Limited (the "Company") will be held on Monday , March 20, 2023 at 11.30 A.M. at the Corporate office of the Company at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh -492004 to consider and transact the following business:

1. PROPOSED ISSUANCE CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL BASIS

To consider, review and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT:

- a. in accordance with the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"), in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, subject to any approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 11,00,00,000 Optionally Convertible Cumulative Redeemable Participating Preference Shares ('OCCRPPS') of the Company of face value of INR 10 each at an issue price of INR 10 per share amounting up to INR 110.00 Crores to Godawari Power and Ispat Limited (Holding Company) in one or more tranches, on a preferential basis for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate on such terms and conditions as more specifically enumerated in the explanatory statement annexed to the notice as per Rule 9 (2) of the Companies (Share Capital and Debenture) Rules, 2014.”
- b. the aforementioned offer, issue and allotment shall be made on preferential basis, as per the terms and conditions specified in the private placement offer letter.”
- c. the Board of Directors or a Committee constituted/to be constituted by the Board be and are hereby severally authorized:
 - i. to determine, vary, modify, alter any of the terms and conditions of the issue, as it may deem expedient, in its discretion, open and close the offer of OCCRPPS, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into agreements, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the securities and take all other steps and to do all such deeds and actions which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive.
 - ii. to verify, sign and execute letters, forms and other documents, make filings with the Registrar of Companies and any other statutory / regulatory authorities and do all such acts, deeds and things as may

be necessary to give effect to the above resolution.

- iii. to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

2. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, Companies Act, 2013 and all other applicable provisions of the Act, the Authorised Share Capital of the Company be increased from Rs.23,60,00,000 (Rupees Twenty Three Crores Sixty Lacs Only) to Rs.1,33,60,00,000 (Rupees One Hundred Thirty Three Crores Sixty Lacs only) by creation of additional 11,00,00,000 Preference Shares of Rs.10 (Rupees Only) each.”

3. ALTERATION IN MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** the Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorised Share Capital of the Company is Rs.1,33,60,00,000 (Rupees One Hundred Thirty Three Crores Sixty Lacs only) divided into 2,36,00,000 (Two Crores Thirty Six lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 11,00,00,000 (Eleven Crores Only) Preference Shares of Rs.10 (Rupees Ten Only) each.”

Place: Raipur
Date: 15.02.2023

By Order of the Board

Sd/-
Mohit Chande
Company Secretary
Membership No.F7144
Plot No. 567/B Urla Industrial Area
Raipur C.G. 493221

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

The following explanatory statement sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

ITEM NO. 1

The Board at its meeting held on February 7, 2023 has accorded its approval for raising funds through preferential issue of 11,00,00,000, 9% Optionally Convertible Cumulative Redeemable Participating Preference Shares (OCCRPPS) on preferential basis to Godawari Power & Ispat Limited for the purpose of reduce debt burden of the Company by repayment of loan taken from bankers for the purpose of setting up of solar power project at Chhattisgarh and your company has approached to its holding company to infuse fund by way of OCCRPPS as per mutual terms and conditions, so that the debt will be reduced by the company in an efficient manner and company will become debt free company.

As per Section 62 read with Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (“Act”), approval of shareholders by way of special resolution is required for allotment of convertible preference shares on preferential basis.

Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot aforesaid OCCRPPS in one or more tranches, on a preferential basis.

Disclosures as per Companies Act, 2013 read with relevant rules for proposed OCCRPPS to be issued:

Particular	Details
Particulars of the offer including date of passing of Board Resolution	11,00,00,000 Optionally Convertible Cumulative Redeemable Participating Preference Shares (OCCRPPS) having a face value of INR 10 per share at par. Date of passing of Board resolution: February 07, 2023
the objects of the issue	For repayment of outstanding debt mainly buyer’s credit taken for Setting up Solar Power Plant to make HFAL debt free.
Size of the issue and no. of preference shares to be issued and nominal value of Each Share	11,00,00,000 OCCRPPS of INR 10 per share at par aggregating to Rs 110 Crores.
Amount which the company intends to raise by way of such securities	INR 110.00 Crores.
kinds of securities offered	Optionally Convertible Cumulative Redeemable Participating Preference Shares (OCCRPPS)
the nature of such shares i.e. Cumulative or non -cumulative, Participating or non-participating, Convertible or non-convertible Redeemable or irredeemable	Cumulative Participating Optionally Convertible Redeemable
the manner of issue of shares	Preferential basis, Private Placement.
the price or price band at/within which the allotment is proposed	Each OCCRPPS is being issued at INR 10 at par.

basis on which the price has been arrived at along with report of the registered valuer	The issue price has been determined by the valuation done by the registered valuer.
name and address of valuer who performed valuation	Registered Valuer: CA Harminder Singh Dutta (FCA, ACS, Registered Valuer (S&FA) Reg. Number:-IBBI/RV/07/2021/13787 S/o Shri Harbhajan Singh Dutta, Behind Khemka Hospital, Jail Road, Sai Nagar, Raipur (C.G.) 492 009
relevant date with reference to which the price has been arrived at	The price of the equity shares to be issued pursuant to conversion of OCCRPPS will be determined pursuant to Rule 13(2)(h)(ii) of the Companies (Share Capital and Debentures) Rules, 2014 at the time of conversion option exercised by the OCCRPPS holder.
the class or classes of persons to whom the allotment is proposed to be made	Indian Body Corporates.
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Godawari Power and Ispat Limited (Holding Company) Promoter of the Company intends to subscribe to this offer. The directors or key managerial personnel do not intend to subscribe to the offer.
the proposed time within which the allotment shall be completed	Two months from the date of passing special resolution to be passed in EGM of HFAL to be held on 20.03.2023, however resolution/authorization valid for twelve months from the date of passing of the special resolution.
the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Godawari Power And Ispat Limited Plot No.428/2, Phase- 1 Industrial Area, Siltara Raipur Chhattisgarh - 492001. 100% of the post preferential offer capital.
the change in control, if any, in the company that would occur consequent to the preferential offer	Not applicable
the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	This is the first private placement during FY 2022-23
the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
The pre-issue & post-issue shareholding pattern of the Company:	As per Annexure A given below.
the terms of issue, including terms and rate of dividend on each share, etc.	As per Annexure B given below.
the terms of redemption, including the tenure of redemption,	As per Annexure B given below.
redemption of shares at premium and if the preference shares are convertible, the terms of conversion	As per Annexure B given below.
the manner and modes of redemption	As per Annexure B given below.
Expected dilution in equity share capital upon conversion of OCCRPPS	Since, the OCCRPPS are optionally convertible in one or more tranches and since the value of the equity shares shall be determined at the time of each conversion option is exercised by the OCCRPPS holder, it is not possible to determine dilution in equity share capital upon conversion.

Minimum Subscription	Not Applicable
Renunciation of Rights	Renunciation right not available since it is a Private Placement.
Transferability of the shares	Shall be transferable in accordance with the provisions of the Articles of Association, as amended from time to time.
Payment Terms	The entire issue price shall be paid upfront on Subscription.
Variation in terms of shares	Any variation in the terms of the OCCRPPS after allotment shall be made in accordance with applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
Fractional Shares	Fractional shares, if any, arising on conversion of OCCRPPS shall be rounded off to the next higher digit if equal to or greater than 0.5 shares. Any fraction below 0.5 shares shall be ignored.
Ranking of equity shares arising on conversion	Equity shares arising out of conversion shall rank pari passu with existing equity shares of the Company.
Manner and issue of shares and equity shares on conversion	OCCRPPS would be allotted in dematerialized form and the Equity shares arising on conversion shall also be issued in dematerialized form.
Principle terms of assets charged as securities.	Not Applicable

Annexure A

A. Pre Issue and Post Issue Shareholder Pattern of Equity Share Capital:

Sl No.	Category	Pre - Issue		Post – Issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	0	0.00	0	0.00
	Individual	0	0.00	0	0.00
	Bodies corporate	2226873	96.03	2226873	96.03
	Sub-total	2226873	96.03	2226873	96.03
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	2226873	96.03	2226873	96.03
B	Non-promoters' holding				
1	Institutional investors	0	0.00	0	0.00
2	Non-institution				
	Private Corporate bodies	42637	0.18	42637	0.18
	Directors and relatives	5	0.00	5	0.00
	Indian public	676665	2.92	676665	2.92
	Others (including NRIs)	200455	0.87	200455	0.87
	Sub-total (B)	919762	3.97	919762	3.97
	Grand Total	23188500	100.00	23188500	100.00

B. Pre Issue and Post Issue Shareholder Pattern of Preference Share Capital:

Sl No.	Category	Pre - Issue		Post – Issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	0	0	0	0
	Bodies corporate	0	0	11,00,00,000	100.00
	Sub-total	0	0	0	0
2	Foreign promoters	0	0	0	0
	Sub-Total (A)	0	0	11,00,00,000	100.00
B	Non-promoters' holding	0	0	0	0
1	Institutional investors	0	0	0	0
2	Non-institution	0	0	0	0
	Private Corporate bodies	0	0	0	0
	Directors and relatives	0	0	0	0
	Indian public	0	0	0	0
	Others (including NRIs)	0	0	0	0
	Sub-total (B)	0	0	0	0
	Grand Total	0	0	11,00,00,000	100.00

Annexure B:

Terms and Conditions on which the proposed 9% Optionally Convertible Cumulative Redeemable Participating Preference shares shall be issued.

1	Nature and type of security	9% Optionally Convertible Cumulative Redeemable Participating Preference shares
2	Issuer or Company	Hira Ferro Alloys Limited, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 567B, Urla Industrial Area, Raipur, Chhattisgarh.
3	Subscriber or Investor	To be issued to Godawari Power & Ispat Limited.
4	Issue Size	11.00 Crores OCCRPS of Rs. 10/- (Rupees Ten) each aggregating to Rs.110 Crores.
5	Purpose of the issue	For repayment of outstanding debt mainly buyer's credit taken for Setting up Solar Power Plant to make HFAL debt free
6	Authority for the issue	The Securities shall be issued in accordance with the provisions of section 42 read with sections 55 and 62 of the Companies Act, 2013 along with allied rules, Article 21 of the Articles of Association of the Company (HFAL) and approval of the Board of Directors in their meeting held on 07 th February, 2023.
7	Face Value/ Issue Price per OCCRPPS	a. The face value of each OCCRPPS shall be Rs. 10 (Rupees Ten) each. The OCCRPPS shall be issued at par of Rs. 10 (Issue Price) and shall be redeemable at par of Rs.10 (Rupees Ten) each (Maturity Price). b. The Company has obtained a valuation for the Issue Price.
8	Dividend Right and Participation Right	a. The OCCRPPS shall carry a dividend at the rate of 9%, payable based on declaration of dividends at a general meeting, subject to conditions as per applicable law. The dividends shall be cumulative. b. OCCRPPS shall have the right to participate, at the time of winding up of the Company.

9	Allotment	The Board or a Committee constituted by the Board, or persons authorized by a Board Resolution may allot the Securities within 2 months from the date of special resolution passed by the shareholders approving the issuance of the Securities.
10	Tenure	The tenure of the OCCRPPS shall be the period of 10 years from the date of allotment (Tenure).
11	Conversion option and Option Exercise Period	<p>The holder of the OCCRPPS shall have the option to convert the OCCRPPS into Equity Shares in one or more tranches at the discretion of the OCCRPPS holder.</p> <p>The option for conversion shall be available to the holder of the OCCRPPS after expiry of 3 years from the date of allotment.</p> <p>The conversion price and the number of equity shares to be allotted on conversion will be decided based on the value of each equity share, to be determined by a registered valuer at each time the conversion option exercised by the OCCRPPS holder.</p> <p>The holder of the OCCRPPS should intimate its intension for conversion of OCCRPPS into Equity Shares by a letter to the Company at least 3 months before exercising option for conversion indicating the number of OCCRPPS opted to be converted so as to enable the Company to get its Equity Shares valued.</p>
12	Relevant date	The relevant date for the purpose of pricing of the Equity Shares to be issued upon conversion of the OCCRPPS shall be the date of the meeting of the Board wherein the issuance of the equity shares is approved.
13	Redemption and Redemption Value	Where the holder of OCCRPPS does not opt for conversion as provided herein, the OCCRPPS shall be redeemed at Maturity Price (Redemption Value) on or after expiry of the Tenure. However the Company shall have the right to redeem the OCCRPPS in one or more tranches any time before the Expiry Date.
14	Dividend Right	The OCCRPPS will have priority with respect to payment of dividend at the rate of 9%p.a.
15	Other rights attached to the Securities	<p>OCCRPPS shall have the right to vote on any proposal, in a general meeting of the Company, pertaining to any of the following matters-</p> <ol style="list-style-type: none"> a) Whenever the Company decides to declare and distribute (whether out of the profits or amount lying in the reserves of the Company) dividend to the equity shareholders of the Company; b) Whenever the Company undergoes/ proposes to undergo through any corporate arrangements such as merger, amalgamation and like arrangements; or c) Disposal of any Undertaking as defined in sec. 180 (1) (a) of the Companies Act, 2013, and more specifically, any disposal of Underlying Property ; d) OCCRPPS shall carry the rights as applicable to Preference Share as per the provisions of the Companies Act, 2013 except the followings- <ol style="list-style-type: none"> i. Voting rights as provided in sub- section (2) of section 47 thereof. ii. Any further right of participation in the surplus, if any, remaining after payment of entire capital upon winding up of the Company except otherwise provided herein.
16	Transferability	The Securities shall be transferable nature.
17	Certificate	The Company shall issue OCCRPPS certificate to the Investor within a period of two months from the date of allotment in Dematerialised form.
18	Variation in terms	The terms of the Securities herein cannot be altered without the express and mutual consent of the Investor and the Issuer.

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No 2 & 3:

The authorized share capital of the Company at present is Rs.23,60,00,000 divided into 2,36,00,000 equity shares of Rs.10/- each out of which the company has already issued 2,31,88,500 shares. In order to accommodate the proposed issue of convertible preference shares to be issued on preferential basis as proposed in agenda item no.1, it is essential for the Company to enhance its Authorized Share Capital.

The Board of Directors considered the proposal and approved the proposal to increase the Authorised equity Share Capital of the Company from Rs.23,60,00,000/- to Rs. 133,60,00,000/- by creation of 11,00,00,000 preference shares of Rs.10 each, subject to approval of members of the Company in ensuing extra ordinary general meeting.

Section 94 of the Companies Act, 2013 provides inter alia that whenever it is proposed to increase the authorized capital of the Company by creation of additional shares, approval of the shareholders shall be required by passing an Ordinary Resolution. Similarly for alteration of Capital Clause of Memorandum of Association of the company, the approval of shareholders by way of Ordinary Resolutions is required pursuant to the provisions of Companies Act, 2013. Accordingly the consent of the shareholders is being sought for increasing the authorized share capital and for alteration of Memorandum of Association as stated in the resolutions in item no. 2 &3.

The board of Directors recommends approval of the resolution placed at item No 2 & 3 of the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Place: Raipur
Date: 15.02.2023

By Order of the Board
Sd/-
Mohit Chande
Company Secretary
Membership No.F7144
Plot No. 567/B Urla Industrial Area
Raipur C.G. 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, May 05, 2020 January 13, 2021 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by NSDL.
2. The Notice of EGM is being sent, in electronic mode to those members whose, e-mail addresses are registered with the Company/ RTA or the Depository Participant(s) as on 3rd February, 2023. The Notice will be sent to all other members by post to their registered address. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and shareholders as on Cut-off date i.e. 13th March, 2023, shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in **Annexure-C**.
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 and Poll during the EGM (if any) 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 EGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.hiraferroalloys.com and on the website of NSDL within two working days from the conclusion of EGM of the Company.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
7. 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.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution at the Registered Office of the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
9. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
10. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA by following due procedure.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, a copy of the Notice of this EGM is available on the website of the Company at www.hiraferroalloys.com, and the EGM Notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com.
12. Members holding shares in physical form are requested to advise any change in their registered address, E-mail address, Contact Numbers and Bank particulars etc., to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL), Mumbai quoting their folio number at rnt.helpdesk@linkintime.co.in. 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.
13. 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 DPID Number.
14. The helpline numbers regarding any query / assistance for participation in the EGM through VC/OAVM are **1800 1020 990 /1800 224 430**.
15. 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.
16. 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.
17. 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 normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Extra Ordinary General Meeting of the Company.

18. 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.
19. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
20. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EGM.
21. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

By Order of the Board

Sd/-

Mohit Chande

Company Secretary

Membership No.F7144

Plot No. 567/B Urla Industrial Area Raipur
C.G. 493221

Place: Raipur

Date: 15.02.2023

ANNEXURE-C

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Friday 17th March, 2023 at 09:00 AM** and ends on **Sunday 19th March, 2023 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. **13th March, 2023**, 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, being **13th March, 2023**.

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





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>2. 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. 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 to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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 is 101456 then user ID is 101456001***

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.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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
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 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

OTHER GENERAL INFORMATIONS

1. 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.
2. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.hiraferroalloys.com & NSDL.
3. The route map annexed to the Notice of EGM.

Place: Raipur
Date: 15.02.2023

By Order of the Board
Sd/-
Mohit Chande
Company Secretary
Membership No.F7144
Plot No. 567/B Urla Industrial Area
Raipur C.G. 493221



HIRA FERRO ALLOYS LIMITED
Regd. Office & Works: Plot No. 567/B Urla Industrial Area Raipur C.G. 493221
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492004, Chhattisgarh
Web Site: www.hiraferroalloys.com, Email Id: mohit.chande@hfal.in
CIN: U27101CT1984PLC005837 Contact No.: 0771-4082000

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 Extra Ordinary General Meeting of the Company, to be held on Monday, 20th March, 2023 at 11:30 AM at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492004 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:

SN	Resolutions	Optional*	
		For	Against
1.	Proposed Issuance Cumulative Compulsorily Convertible Preference Shares On Preferential Basis		
2.	Increase In Authorised Capital Of The Company		
3.	Alteration In Memorandum Of Association		

Signed this..... day of..... 2023

Signature of shareholder
Signature of Proxy holder(s)

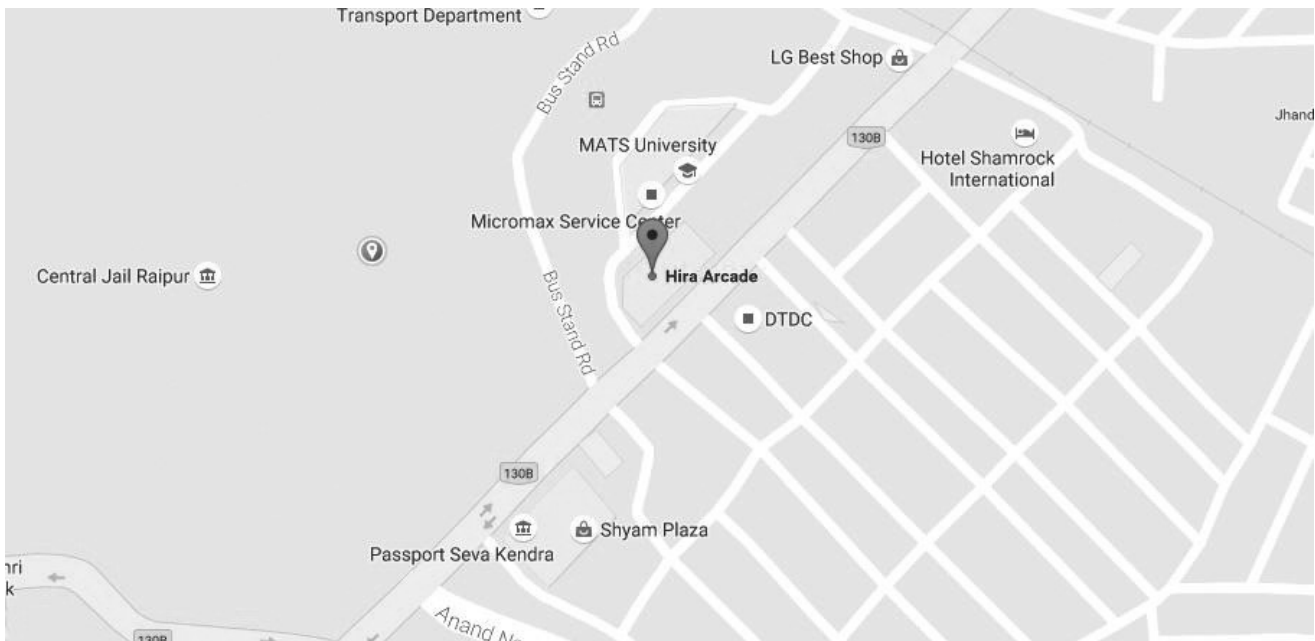
Affix Re 1/- Revenue Stamp

Notes:

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.

Venue of the Meeting

Hira Ferro Alloys Limited, Conference Room, Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh-492004.





HIRA FERRO ALLOYS LIMITED

Regd. Office & Works: Plot No. 567/B Urla Industrial Area Raipur C.G. 493221
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur C.G. 492004,

Web Site: www.hiraferroalloys.com, Email Id: mohit.chande@hfal.in

CIN: U27101CT1984PLC005837 Contact No.: 0771-4082000

Attendance Slip

Registered Folio / DP ID & Client ID	
Name and address of the Shareholder	

1. I, hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 20th March, 2023 at 11:30 AM at the Corporate Office of the Company at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh – 492004.
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.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

EVENT NUMBER	USER ID	PASSWORD
123474		

Note: Please read the instructions given in the Notes to the Notice of Extra Ordinary General Meeting dated 15.02.2023. The E-voting period starts from 09:00 AM on Friday, the 17th day of March, 2023 and ends at 05:00 PM on Sunday, the 19th day of March, 2023. The e-voting module shall be disabled by NSDL for voting thereafter.