HIRA FERRO ALLOYS LIMITED

AN ISO 9001:2008 ISO 14001:2004 OHSAS 18001:2007 COMPANY

Regd. Office & Works : 567-B, 568 & 553-B, Urla Industrial Complex, Raipur (C.G.), India - 492 003
Ph :+91-771-4082450-51, Fax : 4082452, 2323466, E-mail : admin@hiraferro.com

Ferro Alloys Power Fly Ash Bricks Wind Energy

Ref: HFAL/BSE-MPSE/2013/1070 Date: 26.11.2013

To

1. **The Bombay Stock Exchange Limited,** 1st Floor, Rotunda Building, Dalal Street, MUMBAI
   Fax: 022-22723121/1278/1557/3354/3577, E-mail: corp.relations@bseindia.com

2. **The Madhya Pradesh Stock Exchange Limited,** Palika Plaza Phase II, 201, II Floor,
   M.T.H. Compound, INDORE – 452001, Fax. 0731-2432849 Email: listing@mpseindia.in

Dear Sirs,

Sub: Seeking approval of Members by way of Postal Ballot under section 192A of the Companies Act, 1956 & Rules made thereunder.

This has reference to our letter dated 09.11.2013, vide which we have been informed that the the Board of Directors has decided to obtain approval of members of the company by way of Special Resolution through the process of the Postal Ballot, pursuant to the provisions of Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013, respectively for according its consent to the company to borrow monies in excess of paid up capital and free reserves subject to a maximum of Rs. 500.00 Crores and for creation of charge on the properties of the Company for securing the loans taken from time to time.

The voting on resolutions shall be done through physical postal ballot form only. The Company has completed the dispatch of notice on 25.11.2013 and the notice have been sent to all the Members, whose names were appearing on the Register of Members /List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 08.11.2013. The Voting Rights shall be reckoned as on cut off date 08.11.2013. The voting commenced on 26.11.2013 and voting will end on 26.12.2013.

Pursuant to clause 31 of Listing Agreement, we are enclosing herewith the copy of the Notice for Postal Ballot and Postal Ballot Form.

Hira Ferro Alloys Limited
Raipur (C.G.)

The calendar of events for conducting postal ballot is as follows:

Sl No.	*Particulars*	*Date*
1.	Date of consideration of the matter in the Board meeting	09.11.2013
2.	Date of appointment of scrutinizer.	09.11.2013
3.	Date of Board resolution authorising Managing Director/Directors and Executive officer to be responsible for the entire poll process	09.11.2013
4.	Filing of intimation of the Board resolution and calendar of event for conducting postal ballot to the registrar of companies.	(on or before 16.11.2013)
5.	Date of completion of dispatch of notice along with postal ballot forms etc.	25.11.2013
6.	Publication of notice in newspaper for postal ballot process	26.11.2013
7.	Last date for receiving postal ballot paper by scrutinizers.	26.12.2013
8.	Preparation of Scrutinizer's report and submission of the same to the Chairman/MD/WTD/CS by the Scrutinizer	(on or before 31.12.2013)
9.	Date of declaration of results of the postal ballot to be announced by the Chairman or any other Directors authorized.	03.01.2014
10.	Result to be displayed on the Notice Board and released to the press	(on or before 04.01.2014)
11.	Date of returning the ballot papers, register required to be maintained by the scrutinizer under rule 5(*e*) of the companies (Passing of the Resolution by Postal Ballot) Rules, 2011.	As Early as Possible
12.	File resolution along with form no.23 under Companies Act, 1956 or any other form as may be notified under Companies Act, 2013 with the Registrar of Companies.	Within 30 Days from the date of Declaration
13.	Date of signing of the minutes book by the chairman in which the result ballot is recorded.	Within 30days from the date of Declaration
14.	Send copy of the minutes of the Postal Ballot to Stock Exchanges	Immediately after signing of minutes

This is for your information and record please.

Thanking you,

Yours faithfully,

For **HIRA FERRO ALLOYS LIMITED**

MOHITC CHANDE

COMPANY SECRETARY

Encl: As above

Hira Ferro Alloys Limited * Raipur (C.G.) *

HIRA FERRO ALLOYS LIMITED

Registered Office and Works: Plot No. 567B, Urla Industrial Area, Raipur - 493221, Chhattisgarh,
Corporate office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh,

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

Sub: Passing of resolution by Postal Ballot.

Dear Member(s),

The Shareholders of the company passed an ordinary resolution under section 293 (1) (d) of the Companies Act, 1956 by way of postal ballot on 12th July, 2010 enabling the company to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company subject to a maximum of Rs.500.00 Crores.

Similarly the Shareholders of the company passed an ordinary resolution under section 293 (1) (a) of the Companies Act, 1956 by way of postal ballot on 12th July, 2010 enabling the company to create charge/mortgage/hypothecate on the properties of the Company for securing funds raised by the Company.

Now, as per the provisions of clause (c) of sub-section (1) of section 180 of Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company shall not borrow any sum or sums of money in excess of the aggregate of the paid up share capital and free reserve of the Company unless the same is authorized by the shareholders of the company by way of **Special Resolution**.

Similarly as per the provisions of clause (a) of sub-section (1) of section 180 of Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company shall not create charge/mortgage/hypothecate the properties of the Company unless the same is authorized by the shareholders of the company by way of **Special Resolution.**

Hence, the Special Resolutions as set out at Item No.1 & 2 below are intended to be passed.

We are sending the proposed resolutions and the explanatory statements thereto along with a Postal Ballot form for your consideration. The Company has appointed Mrs. Tanveer Kour Tuteja, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read the instructions printed on the Postal Ballot form and return the same duly completed, in the enclosed postage pre-paid self addressed envelope so as to reach the Scrutinizer on or before 26th December 2013.

The Scrutinizer shall submit her report to the Chairman of the Company/Managing Director / Whole-time Director or any other person as may be authorized by the Board of Directors after completion of the scrutiny and the results of the postal ballot will be announced on 03rd January 2014 at 10:30 AM at the Corporate office of the Company at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (Chhattisgarh) and through a press release.

By order of the Board
For, Hira Ferro Alloys Limited

Sd/-
Mohit Chande
Company Secretary

Place : Raipur
Date : 09.11.2013

Item No. 1: To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the shareholders by way of postal ballot on 12th July, 2010 consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) Memorandum and Articles of Association of the Company and any other law/rules for the time being in force and subject to such other consents, permissions and sanctions, (if any) the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) any sum or sums of money borrowed or to be borrowed or any other credit facilities availed / to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board, notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.500.00 Crore (Rupees Five Hundred Crore Only) or equivalent amount in any other foreign currency together with interest or other costs, charges, expenses and other money payable thereon over and above the paid up capital of the Company and its free reserves."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Item No. 2: To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby granted, in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of Companies Act, 1956 (if any), to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible

Hira Ferro Alloys Limited
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debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013 and applicable provisions of Companies Act, 1956 (if any), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s) /agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board thereof and the lender(s)/ agent(s)/trustee(s) etc.."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By Order of the Board
For Hira Ferro Alloys Limited

Place: Raipur
Date: 09.11.2013

Sd-
Mohit Chande
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of Companies Act 2013 and 192A of the Companies Act, 1956, setting out all the material facts and reasons for the proposed Special Resolution is annexed hereto.

2. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 8th November, 2013.

3. As required by Rule 3C of the Companies (passing of the resolution by Postal Ballot) Rules 2011, details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Chhattisgarh.

4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the company between 11:00 A.M. to 5:00 P.M. on any working day except public holidays from the 9th November, 2013 to upto the last date for voting under postal ballot (i.e.26th December, 2013) and shall also be available at the date of declaration of result of the postal ballot.

5. The voting on resolutions shall be done through Physical Postal Ballot Form only.

6. Members are requested to carefully read the instructions printed overleaf on the Postal Ballot for before exercising their vote

ANNEXURE TO NOTICE:

Explanatory Statement
[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 1 & 2

The Shareholders of the company passed an ordinary resolution under section 293(1)(d) of the Companies Act, 1956 by way of postal ballot on 12th July, 2010 enabling the company to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company subject to a maximum of Rs.500.00 crores.

Similarly the Shareholders of the company passed an ordinary resolution under section 293(1)(a) of the Companies Act, 1956 by way of postal ballot on 12th July, 2010 enabling the company to create charge/mortgage/hypothecate on the properties of the Company for securing funds raised by the Company.

Now, as per the provisions of clause (c) of sub-section (1) of section 180 of Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company shall not borrow any sum or sums of money in excess of the aggregate of the paid up share capital and free reserve of the Company unless the same is authorized by the shareholders of the company by way of **Special Resolution**.

Similarly as per the provisions of clause (a) of sub-section (1) of section 180 of Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company shall not create charge/mortgage/hypothecate the properties of the Company unless the same is authorized by the shareholders of the company by way of **Special Resolution.**

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the Shareholders voting by postal ballot.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 and applicable provisions of Companies Act 2013.

Your Directors commend the resolution for your approval. None of the Directors and Key Managerial Persons of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolutions set out in Item No. 1 and 2 above.

By Order of the Board
For Hira Ferro Alloys Limited

Place: Raipur
Date: 09.11.2013



Sd/-
Mohit Chande
Company Secretary

HIRA
GROWING STRONGER TOGETHER

HIRA FERRO ALLOYS LIMITED

Registered Office: Plot No. 567B, Urla Industrial Area, Raipur - 493221, Chhattisgarh,
Corporate office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh,

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

(1) Name & Registered Address of the sole/first named Member/ Beneficial Owner :

(2) Name(s) of the joint holder(s) (if any) :

(3) Registered Folio No.
DP ID No. / Client ID No.* :
(*Applicable to Investors holding shares in demat form)

(4) Number of Shares held :

(5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated 9th November, 2013 of the Company by conveying/sending my/our assent or dissent to the said Special Resolutions by placing tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
(1)	Special Resolution under Section 180 (1) (c) of the Companies Act, 2013, authorizing the Board/Committee of Directors to borrow any sum or sums of money in excess of Paid up share capital and Free Reserve subject to maximum of Rs 500.00 Crores.			
(2)	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, authorizing the Board/ Committee of Directors to create/extend charge /mortgage/hypothecation on moveable and immovable properties of the Company both present and future, subject to limit as may be specified /extended from time to time by the Company under section 180 (1) (c) of the Companies Act, 2013.			

Place:
Date:

E mail ID: _____
Contact No._____

Signature of the Member

NOTE: PLEASE READ CAREFULLY THE INSTRUCTION PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

Hira Ferro Alloys Limited
Raipur (C.G.)

INSTRUCTIONS

1. A Member (s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form.

2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member.

4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.

5. In case where shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization to vote on the postal ballot along with the postal ballot form. Where the form has been signed by a representative of the President of India or of a Government of a State, a certified copy of the nomination should accompany the postal ballot form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.

6. Incomplete and unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours before 5.00 P.M on 26th December 2013 at Mrs. Tanveer Kour Tuteja, Practicing Company Secretary Scrutinizer, C/o M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078. Any postal ballot form received after this date will be treated as 'invalid' as if the reply from the member has not been received.

7. The voting on resolutions shall be done through Physical Postal Ballot Form only and Members who have not received postal ballot forms may apply to the RTA/Company and obtain a duplicate thereof. The Postal ballot shall not be exercised by a Proxy.

8. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

10. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.

11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

