

MINUTES OF THE 54TH ANNUAL GENERAL MEETING OF INDIAN METALS & FERRO ALLOYS LIMITED HELD ON TUESDAY, THE 26TH JULY 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT IMFA BUILDING, BHUBANESWAR-751010, ODISHA FROM 11.00 AM TO 11.45 AM.

DIRECTORS PRESENT:

1. Mr Subhrakant Panda, Managing Director
2. Mrs Paramita Mahapatra
3. Mr J K Misra, Director(Corporate) & COO
4. Mr C R Ray, Whole-time Director
5. Major R N Misra (Retd)
6. Mr N R Mohanty
7. Mr S P Mathur
8. General Shankar Roychowdhury (Retd)
9. Mr Bijoy Kumar Das

OTHERS PRESENT:

1. Mr Anand Kumar Jhunjunwala, Partner, Haribhakti & Co. LLP, Chartered Accountants
2. Mr Jyotirmoy Mishra, Partner, Sunita Mohanty & Associates, Practicing Company Secretaries
3. Mr Prem Khandelwal, CFO & Company Secretary

In all there were 40 shareholders in person present at the meeting.

The meeting commenced with welcome address by Mr Prem Khandelwal, CFO & Company Secretary. He announced that the statutory registers / documents as required under the provisions of the Companies Act, 2013 have been kept open at the meeting place and there are no proxy registered with the Company.

CHAIRMAN

Dr B Panda, Executive Chairman has authorised Major R N Misra (Retd) to preside over the meeting in his absence and accordingly Major Misra took the Chair. Major Misra after ascertaining that necessary quorum was present, called the meeting to order. He then addressed the members as follows:

Ladies & Gentlemen,

It gives me great pleasure in welcoming all of you to the 54th Annual General Meeting of your Company. The Annual Report for the year ended 31st March 2016 has been circulated so, with your permission, I shall take it as read.

Review of Performance

The year under review had been a challenging one:

- Revenue from operations declined by 9.93% to Rs 1211.30 crores as compared to Rs 1344.79 crores of the previous year; EBITDA fell by 51% to Rs 129.59 crores (previous year Rs 262.90 crores) resulting in a net loss of Rs 54.76 crores.
- Foreign exchange earnings stood at Rs 1034.03 crores for the year under review as against Rs 1032.47 crores in the previous year.



- Production of ferro chrome declined by 7.97% to 188,849 tonnes as compared to 205,203 tonnes in the previous year. Similarly, power generation declined by 6.12% to 857.99 million units while chrome ore raising was also lower by 13.20% at 359,468 tonnes.

Outlook

Price of ferro chrome had come down substantially in the last quarter of FY16 - in fact, dipping below cash cost of production of most producers - but has since recovered as the situation was unsustainable. However, the recovery is likely to be bumpy and dependent upon the traction of stimulus measures undertaken by China, outlook for the South African Rand and overall growth in the major economies of the world. It is likely that inefficient capacities will be driven out which is healthy over the long term while demand too will go up with improvement in macro economic conditions worldwide; however, we have to brace ourselves for '2 steps forward, 1 step backward' over the next 18-24 months or so.

While a significant portion of our ferro chrome output is currently exported, we are well poised to cater to domestic demand which is expected to increase as stainless consumption rises in tandem with GDP growth. In this context, we welcome the move of the Government of India to re-impose export duty on chrome ore which was removed in the Union Budget. India has less than 1% of the world's chrome ore reserves and it is essential to preserve it for domestic value addition especially given the focus on 'Make in India'.

Captive Coal Block

Subsequent to the cancellation of the captive coal block pursuant to the judgement of the Hon'ble Supreme Court, Utkal Coal Limited (an SPV of the Company) had filed separate writ petitions before Hon'ble Delhi High Court challenging the basis of valuation of compensation and the restrictive interpretation of mine infrastructure. Judgement has been reserved and we are hopeful of a positive outcome.

Indonesian Coal Block

International arbitration has been initiated seeking compensation from the Government of Indonesia under the Bilateral Investment Treaty. This is at a preliminary stage with arbitrators having been appointed and hearings will commence after procedural matters are settled.

Corporate Social Responsibility

Your Company's approach to social responsibility extends well beyond business and financial considerations. The Bansidhar & Ila Panda Foundation has been set up to create economic and social opportunities for those at the bottom of the pyramid and particularly aims to create awareness among women and children about health, sanitation and education. Of course, our activities under the aegis of the Indian Metals Public Charitable Trust such as promoting literature and sports also continues. A state of the art Industrial Training Centre set up in Sukinda, Jajpur District at a cost of Rs 12 crores is going to start this year adding to our skill development initiatives.

Human Resources & Industrial Relations

The dedication and commitment of our people has been a key strength. We continue to focus on improving the skill set and knowledge base of our team through Learning & Development initiatives with a particular focus on Health, Safety & Environment.

I am also happy to inform you that industrial relations at the Company's manufacturing / operational complexes located at different sites remained cordial during



Resolution as given in the Notice of the 54 th Annual General Meeting	Particulars of votes cast							Result Declared
		Electronic Voting		Poll		Voting Result		
		Nos.(A)	%	Nos.(B)	%	Nos. (A + (B))	%	
Ordinary Business								
ITEM NO.1: ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT INCLUDING CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016 TOGETHER WITH REPORTS OF THE DIRECTORS AND AUDITORS "RESOLVED THAT the audited financial statement including consolidated financial statement of the Company for the year ended 31 st March 2016 together with the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted."	Votes cast in favour	6773496	100	13660655	100	20434151	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
ITEM NO.2: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR BAIJAYANT PANDA (HOLDING DIN: 00297862) AS DIRECTOR "RESOLVED THAT Mr Baijayant Panda (holding DIN: 00297862) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."	Votes cast in favour	6542948	100	316516	100	6859464	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
ITEM NO.3: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR CHITTA RANJAN RAY (HOLDING DIN: 00241059) AS DIRECTOR AS DIRECTOR "RESOLVED THAT Mr Chitta Ranjan Ray (holding DIN: 00241059) who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company."	Votes cast in favour	6773487	100	13660609	100	20434096	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
ITEM NO.4: ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF HARIBHAKTI & CO. LLP, CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and other applicable provisions, if any, and the resolution passed by the members at the 52 nd Annual General Meeting of the Company held on 22 nd July 2014, the appointment of M/s Haribhakti & Co LLP, Chartered Accountants (Firm Registration No.103523W) as Auditors of the Company to hold office till the conclusion of the 57 th Annual General Meeting of the Company to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them."	Votes cast in favour	6773496	100	13660655	100	20434151	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
Special Business								
ITEM NO.5: ORDINARY RESOLUTION FOR APPOINTMENT OF MR STEFAN GEORG AMREIN (HOLDING DIN: 06996186) AS A DIRECTOR OF THE COMPANY "RESOLVED THAT Mr Stefan Georg Amrein, (holding DIN: 06996186), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th January, 2016 under Section 161(1) of the Companies Act, 2013, read with Article 91 of the Articles of Association	Votes cast in favour	2929228	100	13660655	100	16589883	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	



of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."								
<p>ITEM NO.6: ORDINARY RESOLUTION FOR APPOINTMENT OF MR BIJOY KUMAR DAS (HOLDING DIN: 00179886) AS AN INDEPENDENT DIRECTOR OF THE COMPANY</p> <p>"RESOLVED that Mr Bijoy Kumar Das, (holding DIN: 00179886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th February, 2016 under Section 161(1) of the Companies Act, 2013, read with Article 91 of the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, to hold office for five consecutive years upto 8th February, 2021."</p>	<p>Votes cast in favour</p> <p>Votes cast against</p> <p>Invalid Votes</p>	<p>6773487</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>13660655</p> <p>-</p> <p>13</p>	<p>100</p> <p>-</p> <p>-</p>	<p>20434142</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>Approved unanimously.</p>
<p>ITEM NO.7: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR DEBABRATA BANDYOPADHYAY (HOLDING DIN:00144440) AS AN INDEPENDENT DIRECTOR OF THE COMPANY</p> <p>"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Debabrata Bandyopadhyay (holding DIN.00144440), Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 2(Two) years from the conclusion of 54th Annual General Meeting."</p>	<p>Votes cast in favour</p> <p>Votes cast against</p> <p>Invalid Votes</p>	<p>6773487</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>13660655</p> <p>-</p> <p>13</p>	<p>100</p> <p>-</p> <p>-</p>	<p>20434142</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>Approved unanimously.</p>
<p>ITEM NO.8: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR NALINI RANJAN MOHANTY (HOLDING DIN: 00237732) AS AN INDEPENDENT DIRECTOR</p> <p>"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Nalini Ranjan</p>	<p>Votes cast in favour</p> <p>Votes cast against</p> <p>Invalid Votes</p>	<p>6773487</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>13660655</p> <p>-</p> <p>13</p>	<p>100</p> <p>-</p> <p>-</p>	<p>20434142</p> <p>-</p> <p>-</p>	<p>100</p> <p>-</p> <p>-</p>	<p>Approved unanimously.</p>



Mohanty (holding DIN.00237732), Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(Five) years from the conclusion of 54 th Annual General Meeting."								
ITEM NO.9: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MAJOR RABI NARAYAN MISRA (RETD) (HOLDING DIN: 00146138) AS AN INDEPENDENT DIRECTOR "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Major Rabi Narayan Misra (Retd) (holding DIN.00146138), Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(Five) years from the conclusion of 54 th Annual General Meeting."	Votes cast in favour	6773487	100	13660655	100	20434142	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
ITEM NO.10: ORDINARY RESOLUTION FOR RATIFICATION OF COST AUDITOR'S REMUNERATION "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s S S Sonthalia & Co. as Cost Auditor of the Company for FY 2016-17 on a remuneration of Rs 55,000/- (Rupees fifty five thousand only) plus service tax be and is hereby ratified."	Votes cast in favour	6773496	100	13660655	100	20434151	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	-	-	13	-	-	-	
ITEM NO.11: ORDINARY RESOLUTION FOR AUTHORITY TO THE BOARD OF DIRECTORS FOR MAKING CONTRIBUTION TO CHARITABLE AND OTHER FUNDS, ETC. "RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, authority be and is hereby given to the Board of Directors of the Company to contribute to bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities in terms of Section 135 read with Schedule VII and related Rules framed thereto upto Rs 8,00,00,000/- (Rupees eight crore only) during the financial year 2016-17 notwithstanding that such amount in the financial year may exceed five percent of the average net profits for the three preceding financial years of the Company."	Votes cast in favour	6542957	100	316516	100	6859473	100	Approved unanimously.
	Votes cast against	-	-	-	-	-	-	
	Invalid Votes	230539	-	13	-	-	-	

For Indian Metals & Ferro Alloys Ltd.

CHAIRMAN

(Prem Khandeival)
CFO & Company Secretary