



## INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)

Ragd. Office :IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010,Odisha

Email:investor-relation@imfa.in, Website :www.imfa.in

Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

### NOTICE

**NOTICE** is hereby given that the 55th Annual General Meeting (AGM) of the members of INDIAN METALS & FERRO ALLOYS LIMITED will be held at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh, Bhubaneswar – 751010, Odisha on Monday, the 17th July, 2017 at 3.00 PM to transact the following business:

#### ORDINARY BUSINESS

- 1 To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and the Auditors thereon.
- 2 To confirm the payment of Interim Dividend on equity shares and to declare Final Dividend on equity shares for the Financial Year 2016-17.
- 3 To appoint a Director in place of Mrs Paramita Mahapatra (holding DIN: 00143058) who retires by rotation and, being eligible, offers herself for re-appointment.
- 4 To appoint a Director in place of Mr Jayant Kumar Misra (holding DIN: 00146526) who retires by rotation and, being eligible, offers himself for re-appointment.
- 5 Ratification of Auditor's Appointment.

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

"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 of law, if any, and the resolution passed by the members at the 52nd Annual General Meeting of the Company, 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 57th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them."

#### SPECIAL BUSINESS

##### 6 Appointment of Dr B Panda as an Advisor

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

"RESOLVED THAT in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, consent of members be and is hereby accorded to the Board of Directors to appoint Dr B Panda, Founder & Chairman Emeritus, as an Advisor inter-alia, on the terms & conditions as detailed in the explanatory statement, annexed hereto and forming part of this notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolution."

##### 7 Ratification of Cost Auditors' Remuneration

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

"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 2017-18 on a remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand only) plus applicable taxes be and is hereby ratified."

##### 8 Payment of Commission

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

"RESOLVED THAT in partial modification of earlier resolution passed at the 53rd Annual General Meeting of the Company held on 23rd July, 2015 in respect of payment of commission to Non-Executive Independent Directors, and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the maximum limit be and is hereby increased to a sum not exceeding ₹ 1 Crore (Rupees One Crore only) for FY 2016-17 only."

By Order of the Board of Directors  
For Indian Metals & Ferro Alloys Limited

Place: Bhubaneswar  
Date : 18th May, 2017

(Prem Khandelwal)  
CFO & Company Secretary

**Notes:**

- 1 **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT 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 A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE SUPPORTED BY PROXY FORM (SENT HERewith) WHICH SHOULD BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION /AUTHORITY AS APPLICABLE.**
- 2 Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of business mentioned under item 6 to 8 is annexed hereto.
- 3 Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking appointment/re-appointment at this Annual General Meeting is given in the Annexure.
- 4 The Register of Members of the Company shall remain closed from 11th July, 2017 to 17th July, 2017 both days inclusive.
- 5 Dividend, if declared, will be paid to those Members whose names shall appear on the Register of Members as on 10th July, 2017 in respect of those Shareholders holding the shares in physical form. In respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose as on that date.
- 6 Members are requested to furnish their Bank Account details, change of address etc. to the Company in respect of shares held in physical form. If the shares are held in electronic form, then the said particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) should be furnished to their respective Depository Participants (DPs).
- 7 Members who desire to have any information/clarification as regards the audited financial statement for the year ended 31st March, 2017 are requested to write to the Company Secretary at least 7 days before the date of meeting.
- 8 Members are requested to bring their copy of the Annual Report along with attendance slip (sent herewith).
- 9 Pursuant to Sections 124 and other applicable provisions, if any, of the Companies Act, 2013 all unclaimed/unpaid dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. Members who have not yet encashed their dividend warrants for the financial years 2009-10 onwards, are requested to correspond with the Company to make their claims.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012

(IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2009-10, as on the date of the 54th Annual General Meeting (AGM) held on 26th July, 2016, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Information" on the Website of the Company viz. [www.imfa.in](http://www.imfa.in).

- 10 Electronic copy of the Notice of the 55th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 55th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 55th Annual General Meeting will also be available on the Company's website [www.imfa.in](http://www.imfa.in) for their download.
- 11 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 office hours on all working days between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 55th Annual General Meeting of the Company.
- 12 **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.**
- 13 The Board recommends Resolutions 1 to 8 above for the approval of the Members.

**ANNEXURE TO NOTICE**

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

**Item No. 6**

Dr B Panda is the Founder Promoter of the Company and is on the Board since inception. He has expressed his desire to step down as Director and consequently from the position of Executive Chairman w.e.f 18th May, 2017.

The Board of Directors in their meeting held on 18th May, 2017 discussed the matter at length and considering his valuable contribution in making the Company as one of the globally recognised and leading ferro alloy Company of India, unanimously decided to request Dr Panda to continue till the conclusion of this Annual General Meeting (AGM). Thereafter to designate him as Founder & Chairman Emeritus and also appoint him as an Advisor to guide the Company in future course of action to which he agreed.

In terms of Section 188 of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at a monthly remuneration exceeding ₹ 2.50 lakhs is subject to prior approval of the members. The Audit Committee at its meeting held on 18th May, 2017, has approved the proposal for appointment of Dr B Panda as an Advisor of the Company and the same has also been discussed and approved by the Board in its meeting held on 18th May, 2017 which is subject to the approval of the members.

The Board recommends the same to the members for their approval by means of an Ordinary Resolution.

**Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:-**

(a)	Name of the Related Party	Dr Banshidhar Panda
(b)	Name of the Director or Key Managerial Personnel who is related, if any:	Mr Baijayant Panda, Vice-Chairman Mr Subhrakant Panda, Managing Director Mrs Paramita Mahapatra, Director
(c)	Nature of Relationship	Mr Baijayant Panda and Mr Subhrakant Panda are the sons and Mrs Paramita Mahapatra is daughter of Dr B Panda and forms a part of the promoter group
(d)	<p><b>Nature, material terms, monetary value of the contract or arrangement:-</b>  <b>Nature of the Arrangement</b> Dr B Panda's appointment as "Advisor" shall be in the capacity of an independent consultant and not an agent or employee of the Company. Dr B Panda shall advise/ suggest the Board/Company Management on:</p> <p>a) Matters of Corporate Strategy, new business opportunities.  b) Company policies/initiatives  c) Representing and/or creating strong linkages for the Company on various trade and industry bodies, govt. and semi govt. organizations and other to promote Company's business.  d) Building the Company's image and brand equity.  e) Advise the Company's Board in any other areas that the Board/ Company Management may seek from time to time.</p> <p><b>Material Terms</b>  The appointment, if approved by members, shall be effective from conclusion of this 55th Annual General Meeting initially for a period of 5 years, renewable by the Board from time to time. The appointment can be terminated by either party by giving a 6 months prior notice in writing to other party.</p> <p><b>Monetary Terms</b></p> <ol style="list-style-type: none"> <li>1. Payment of Fee/ Remuneration: ₹ 1,65,00,000/- (Rupees One Crore Sixty Five Lac Only) per annum (subject to statutory deductions and applicable taxes).</li> <li>2. Perquisites and Allowances: For housing &amp; maintenance, medical insurance etc. not exceeding ₹ 35,00,000/- (Rupees Thirty Five Lac Only) per annum (subject to statutory deductions and applicable taxes).</li> <li>3. Reimbursements: All the expenses incurred on travelling, boarding, lodging etc. while performing advisory services for and on behalf of the Company shall be reimbursed on actual basis.</li> <li>4. Facilities: Dr B Panda shall be provided requisite office facilities, chauffeur driven car and communication facilities to effectively perform his official duties for the Company.</li> </ol>	
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.

Mr Baijayant Panda, Mr Subhrakant Panda and Mrs Paramita Mahapatra, being relatives of Dr B Panda are concerned and interested in this item. None of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in this resolution, except to the extent of their respective shareholding in the Company, if any.

**Item No. 7**

The Board of Directors of the Company at their Meeting held on 18th May, 2017 have appointed M/s S. S. Sonthalia & Co. as Cost Auditor of the Company for FY 2017-18 on a remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand only) plus applicable taxes. In terms of Section 148(3) of the Companies Act, 2013 the remuneration has to be ratified by the members. It is, therefore, necessary for the members to pass an Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act, 2013 as set out at Item No.7 of the Notice.

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.7.

**Item No.8**

The shareholders at the 53rd AGM held on 23rd July, 2015 had approved the payment of commission @ 0.5% of the net profits of the Company per annum subject to a maximum of ₹ 50,00,000/- per annum to Non-Executive Independent Directors to be paid and distributed equally amongst Non-Executive Independent Directors for a period of three financial years with effect from 1st April, 2015.

In view of exceptional performance of the Company for FY 2016-17, Board of Directors in their meeting held on 18th May, 2017 have recommended to increase the maximum limit of commission to ₹ 1 Crore (Rupees One Crore only) for the Financial Year 2016-17 only subject to shareholders approval by way of special resolution.

Except Mr D Bandyopadhyay, Mr N R Mohanty, Major R N Misra (Retd), Mr S P Mathur, General Shankar Roychowdhury (Retd), Mr S Nautiyal and Mr B K Das, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution.

The Board recommends the Special Resolution as set out in Item No.8 for approval of the members.

By Order of the Board of Directors  
For Indian Metals & Ferro Alloys Limited

Place: Bhubaneswar  
Date : 18th May, 2017

**(Prem Khandelwal)**  
CFO & Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT  
AT THE ANNUAL GENERAL MEETING**

<b>1. Mrs Paramita Mahapatra (holding DIN: 00143058)</b>	
Father's Name	Dr Bansidhar Panda
Date of Birth	19th January, 1965
Nationality	Indian
Date of Appointment	27th May, 1985
Qualifications	Post Graduate in Personnel Management & Industrial Relations from Utkal University with a Gold Medal
Expertise in specific functional areas	Vast and rich experience in the field of human resources, ferro alloys and corporate management.
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1 Goal Oriented Advisory &amp; Legal Services Pvt. Ltd</li> <li>2 B. Panda &amp; Company Pvt. Ltd</li> <li>3 Paramita Realtor Pvt. Ltd</li> <li>4 Odisha Television Ltd</li> <li>5 UMSL Ltd</li> <li>6 Utkal Housing &amp; Infrastructure Development Ltd</li> <li>7 Utkal Green Energy Ltd</li> <li>8 Barunei Farm &amp; Nature Resorts Pvt. Ltd</li> <li>9 Starone Projects Pvt. Ltd</li> <li>10 Commercial City Center Pvt. Ltd</li> <li>11 Utkal Real Estate Pvt Ltd</li> <li>12 Orissa Coal &amp; Services Pvt. Ltd</li> <li>13 BP Developers Pvt. Ltd</li> <li>14 Barabati Realtors Pvt. Ltd</li> <li>15 W H Brady &amp; Company Ltd</li> </ol>
Member of Committees of the Board	<ol style="list-style-type: none"> <li>1 Stakeholders Relationship Committee</li> <li>2 Corporate Social Responsibility Committee</li> </ol>
Member of Committees in other Companies	Remuneration Committee of Odisha Television Ltd.
Shares held in the Company	218015
Relationships between Directors inter-se	Daughter of Dr B Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda
<b>2. Mr Jayant Kumar Misra (holding DIN: 00146526)</b>	
Father's Name	Mr Baidyanath Misra
Date of Birth	1st October, 1956
Nationality	Indian
Date of Appointment	28th October, 2006
Qualifications	Degree in Electrical Engineering from erstwhile University of Roorkee (presently IIT Roorkee) and MEP from IIM, Ahmedabad.
Expertise in specific functional areas	Vast and rich experience in the field of ferro alloys, mining, power and corporate management
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1 Utkal Coal Ltd</li> <li>2 Utkal Power Ltd</li> <li>3 IMFA Alloys Finlease Ltd</li> </ol>
Member of Committees of the Board	<ol style="list-style-type: none"> <li>1 Stakeholders Relationship Committee</li> <li>2 Corporate Social Responsibility Committee</li> <li>3 Finance Committee</li> <li>4 Allotment Committee</li> <li>5 Immovable Property Disposal Committee</li> </ol>
Member of Committees in other Companies	Member of Working Committee and Allotment Committee of Utkal Coal Limited
Shares held in the Company	100
Relationships between Directors inter-se	None



## INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)

Ragd. Office :IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010,Odisha

Email:investor-relation@imfa.in, Website :www.imfa.in

Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

### NAME AND ADDRESS OF THE MEMBER

I/we hereby record my/our presence at the **55th Annual General Meeting** of the Company held on Monday, 17th July, 2017 at 3 P.M. at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh, Bhubaneswar – 751010, Odisha.

\*Applicable for Investors holding shares in electronic form.

\_\_\_\_\_  
Member's/Proxy's Signature



## INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)

Ragd.Ofnce :IMFA Building, Bomikhal Rasulgarh, Bhubaneswar-751010,Odisha

Email:investor-relation@imfa.in, Website :www.imfa.in

Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

### PROXY FROM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No./\*Client Id: .....

\*DP Id: .....

1/We being the member(s) of ..... shares of the above named Company hereby appoint:

(1)Name : ..... Address: .....

E-mail Id: ..... Signature: .....,or failing him;

(2)Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him;

(3)Name: ..... Address: .....

E-mail Id: ..... Signature: .....as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Monday, 17th July, 2017 at 3.00 PM at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh Bhubaneswar – 751010, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional**	
	For	Against
<b>Ordinary Business</b>		
1 Adoption of Financial Statements, Report of Directors and Auditors for the year ended 31st March, 2017		
2 To confirm the payment of Interim dividend & Declaration of Final dividend for the FY 2016-17		
3 Re-appointment of Mrs Paramita Mahapatra (holding DIN: 00143058) who retires by rotation		
4 Re-appointment of Mr Jayant Kumar Misra (holding DIN: 00146526), who retires by rotation.		
5 Ratification of Auditor's Appointment.		
<b>Special Business</b>		
6 Appointment of Dr B Panda as an Advisor.		
7 Ratification of Cost Auditors' Remuneration.		
8 Payment of Commission to Non-Executive Directors		

Signed this ..... day of ..... 2017

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re 0.15

\*Applicable for investors holding shares in electronic form.

- 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.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 55th Annual General Meeting.
- \*\* It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above before submission..



## INDIAN METALS & FERRO ALLOYS LIMITED

Regd. Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751 010, Odisha

Phone : +91 674 3051000, 2580100; Fax: +91 674 2580020, 2580145

Email: mail@imfa.in; Website: www.imfa.in

CIN: L271P01OR1961PLC000428

Folio No./ DP Id./ Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

### Sub: Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 55th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the vote by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL). The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9.00 AM (IST) on 14th July, 2017

End of remote e-voting : Upto 5.00PM (IST) on 16th July, 2017

The cut-off date (record date) for the purpose of remote e-voting is 10th July, 2017

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 18th May, 2017 for the 55th Annual General Meeting scheduled to be held on 17th July, 2017 which is sent herewith for reference. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means. The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.imfa.in](http://www.imfa.in).

Yours faithfully,  
For Indian Metals & Ferro Alloys Limited

Bhubaneswar  
18th May, 2017

**Prem Khandelwal**  
CFO & Company Secretary

**INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:**

1 (A) In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):

- (i) Open e-mail and open PDF file viz; "IMFA e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

*Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "IMFA e-Voting.pdf".*

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Indian Metals & Ferro Alloys Limited
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sourjya\\_biswajit@yahoo.com](mailto:sourjya_biswajit@yahoo.com) with a copy marked to [evoting@qnsdl.co.in](mailto:evoting@qnsdl.co.in).

(B) In case a member receives physical copy of the Notice of AGM (for members whose an email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- (i) Initial password and User Id as provided overleaf
- (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) above to cast vote.

2 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). or call on toll free no: 1800-222-990

3 If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

*Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*

*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*

*In case shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No)*

- 4 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 5 The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 6 The remote e-voting period commences on 14th July, 2017 (9.00am) and ends on 16th July, 2017 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th July, 2017, may cast their vote electronically. The remote e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 7 The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 10th July, 2017.
- 8 The Board of Directors have appointed **Sourjya Prakash Mohapatra, (Membership No 052805) a Practicing Chartered Accountant as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner
- 9 Any person, who acquires shares of the Company and became member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 10th July, 2017, may obtain the login ID and password by sending a request at [evoting@qnsdl.co.in](mailto:evoting@qnsdl.co.in) or [investorrelation@imfa.in](mailto:investorrelation@imfa.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990
- 10 A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 11 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 12 The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 13 The Results shall be declared on or after the 55th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.imfa.in](http://www.imfa.in) and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the BSE Limited and NSE Limited.