



INDIAN METALS AND FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)

Registered 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 56th 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 Tuesday, the 17th July, 2018 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 2018 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 2017-18.
- 3 To appoint a Director in place of Mr Baijayant Panda (holding DIN: 00297862) who retires by rotation and, being eligible, offers himself for re-appointment.
- 4 To appoint a Director in place of Mr Stefan Georg Amrein (holding DIN: 06996186) who retires by rotation and, being eligible, offers himself for re-appointment.
- 5 Ratification of Auditors' 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/W100048) 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 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, Cost Accountants as Cost Auditor of the Company for FY 2018-19 on a remuneration of ₹ 70,000/- (Rupees Seventy thousand only) plus applicable taxes be and is hereby ratified.”

7 Payment of Commission for FY 2017-18

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 ₹ 75,00,000/- (Rupees Seventy five lakh only) for FY 2017-18 only.”

8 Payment of Commission for FY 2018-19 to 2020-21

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, a sum not exceeding 0.5% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 subject to a maximum of ₹ 50,00,000/- (Rupees fifty lakh only) be paid to and distributed equally amongst the Non Executive Independent Directors of the Company as commission and such payments shall be made out of the profits of the Company of each year for a period of three years commencing from 1st April, 2018.”

By Order of the Board of Directors

For Indian Metals & Ferro Alloys Limited

sd/-

Place: Bhubaneswar

(Prem Khandelwal)

Date : 21st May, 2018

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 the forthcoming Annual General Meeting is given in the Annexure.
- 4 The Register of Members of the Company shall remain closed from 11th July 2018 to 17th July, 2018 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, 2018 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, 2018 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 Section 124 and other applicable provisions, if any, of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules, 2016 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. Further as per the rules, the shares of the Company in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Government of India. Accordingly, the Company has transferred 146225 shares to the IEPF Authority as per the Rules. The details of the shares transferred are provided in the web site of the Company www.imfa.in. Shareholders may note that the shares/dividend transferred to IEPF can be claimed by making an application to the Authority in Form IEPF 5 (to be filed online) at the following link <http://iepf.gov.in/IEPFA/refund.html>. Members who have not yet encashed their dividend warrants for the financial years 2010-11 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 2010-11, as on the date of the 55th Annual General Meeting (AGM) held on 17th July 2017, on the website of the IEPF viz. www.iepf.gov.in and under "Investor Information" on the website of the Company viz. www.imfa.in.

- 10 Electronic copy of the Notice of the 56th 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 56th 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 56th Annual General Meeting will also be available on the Company's website 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 56th 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

The Board of Directors of the Company at their Meeting held on 21st May, 2018 have appointed M/s M/s S.S. Sonthalia & Co, Cost Accountants as Cost Auditor of the Company for FY 2018-19 on a remuneration of ₹ 70,000/- (Rupees Seventy 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.6 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.6.

The Board recommends the Ordinary Resolution as set out in item No.6 for approval of members.

Item No.7

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 good performance of the Company for FY 2017-18, Board of Directors in their meeting held on 21st May, 2018 have recommended to increase the maximum limit of commission to ₹ 75,00,000/- (Rupees Seventy five lakh only) for the Financial Year 2017-18 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 resolution set out in Item No.7.

The Board recommends the Special Resolution as set out in Item No.7 for approval of the members.

Item No. 8

The Board of Directors in their meeting held on 21st May 2018 have approved the payment of commission to Independent Directors @ 0.5% of the net profits of the Company calculated under the provisions of Sections 198 of the Companies Act, 2013 subject to a maximum of ₹ 50,00,000/- (Rupees fifty lakh only) per annum for a period of three financial years commencing from 1st April, 2018.

Section 197 of the Companies Act, 2013 provides that a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by Special Resolution, authorizes such payment.

Except Mr D Bandyopadhyay, Mr N R Mohanty, Major(Retd) R N Misra, Mr S P Mathur, General(Retd) Shankar Roychowdhury, 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 resolution set out in Item No.8.

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

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

sd/-

Place: Bhubaneswar

Date : 21st May, 2018

(Prem Khandelwal)

CFO & Company Secretary

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

1. Mr Bajjayant Panda (DIN.00297862)	
Father's Name	Dr Bansidhar Panda
Date of Birth	12th January 1964
Nationality	Indian
Date of Appointment	26th February 1986
Qualifications	Majored with a degree in Scientific & Technical Communication from Michigan Technological University in 1985.
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	1. Indian Metals and Carbide Limited 2. B. Panda and Company Private Limited 3. Panda Investments Private Limited 4. Metro Skynet Ltd 5. Keda Enterprises Private Limited
Member of Committees of the Board	NIL
Member of Committees in other Companies	NIL
Shares held in the Company	217539
Relationships between Directors inter-se	Brother of Mrs Paramita Mahapatra and Mr Subhrakant Panda.
2. Mr Stefan Georg Amrein (DIN: 06996186)	
Father's Name	Mr Alexius Markus Amrein
Date of Birth	3rd January, 1974
Nationality	Switzerland
Date of Appointment	7th January, 2016
Qualifications	He was graduated from Commercial School in Switzerland.
Expertise in specific functional areas	He has held several important assignments and handled several responsibilities such as internal payment and trouble shooting, function in mid-office operations, assistance to portfolio managers, operations for the fund industry in Credit Suisse/Credit Suisse First Boston, Credit Suisse Asset Management and Royal Bank of Canada.
Directorships held in other Companies	1 Amrein Tech Holding AG 2 Matti Engineering AG 3 Matti Technology AG 4 Litec Aktiengesellschaft
Member of Committees of the Board	NIL
Member of Committees in other Companies	NIL
Shares held in the Company	NIL
Relationships between Directors inter-se	None



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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*	
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Folio No.	
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Client Id*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER

I/we hereby record my/our presence at the **56th Annual General Meeting** of the Company held on Tuesday, 17th July, 2018 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





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PROXY FORM

[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-mailld:.....

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

*DP Id:.....

I/We being the member(s) of

shares of the above named Company hereby appoint:

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

E-mailld:.....Signature:.....,or failing him;(2)Name:.....

Address:

E-mailld:.....Signature:....., or failing him;

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

E-mailld:.....Signature:.....as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Tuesday, 17th July, 2018 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:

Resolution No	RESOLUTIONS	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements, Report of Directors, and Auditors for the year ended 31st March 2018		
2	Confirmation of the payment of Interim Dividend & declaration of Final Dividend for FY 17-18		
3	Re-appointment of Mr Bajjayant Panda (holding DIN: 00297862) who retires by rotation		
4	Re-appointment of Mr Stefan Georg Amrein (holding DIN: 06996186), who retires by rotation.		
5	Ratification of Auditor's Appointment.		
Special Business			
6	Ratification of Cost Auditors' Remuneration		
7	Payment of Commission for FY 2017-18		
8	Payment of Commission for FY 2018-19 to 2020-21		

Signed this.....day of 2018

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.

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 For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 56th Annual General Meeting.

3 ** 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.

4 Please complete all details including details of member(s) in above before submission.



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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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 56th 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 2018
End of remote e-voting	Up to 5.00 PM (IST) on 16th July 2018

The cut-off date (record date) for the purpose of remote e-voting is 10th July 2018

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 21st May 2018 for the 56th Annual General Meeting scheduled to be held on 17th July, 2018 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.

Yours faithfully,

For Indian Metals & Ferro Alloys Limited

Place: Bhubaneswar

Date: 21st May 2018

Prem Khandelwal

CFO & Company Secretary

Instructions and other information relating to e-voting are as under:

A. In case member receives Notice through E-mail (for members whose E-mail IDs are registered with the Company / Depository Participants):

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 sourjya_biswajit@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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.: 1800-222-990 or send a request at evoting@nsdl.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 1 and 2 above to cast your vote.

Other Instructions/information

1. 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.
2. 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).
3. 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.
4. The remote e-voting period commences on 14th July, 2018 (9.00 am) and ends on 16th July, 2018 (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, 2018, 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.
5. 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, 2018.
6. The Board of Directors have appointed Mr 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
7. 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, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor-relation@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 or contact NSDL at the following toll free no.: 1800-222-990
8. 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.
9. 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.
10. 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.
11. The Results shall be declared on or after the 56th 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 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 National Stock Exchange of India Limited.