



INDIAN METALS & FERRO ALLOYS LIMITED

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

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

CIN: L27101OR1961PLC000428

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) that the resolution(s) in respect of the special business, as appended herein below are proposed to be passed by the members of Indian Metals and Ferro Alloys Limited (the “**Company**”) as Special Resolution through Postal Ballot.

Members consent is requested for the proposal contained in the resolution appended below. The Explanatory Statement under Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof along with a Postal Ballot Form (the “**Form**”) is also appended herewith.

Members are requested to carefully read the instructions printed on the Form and return the duly completed Form, in original, in the enclosed self-addressed envelope, so as to reach the Scrutinizer on or before close of business hours on 30th June, 2017, the last date for the receipt of the completed Forms.

Special Business:

ITEM NO. 1: ALTERATION OF OBJECT CLAUSE AND ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.

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 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), consent of the members of of the Company be and is hereby accorded for effecting the alteration of existing Clause III of the Memorandum of Association of the Company by inserting following new sub clauses 45, 46, 47 and 48 after sub-clause 44 of the Memorandum of Association:

- 45 To purchase, acquire or take on lease land for establishment of hotels, holiday resorts, villas, lodgings, stalls, garages, summerhouses, chateaus, castles, inns, hostels, road houses, motels, taverns, rest houses, guest houses.
- 46 To sell, serve & to distribute & to manage & market the manufacture of selling, serving & distribution of comestible, eatables. Victuals, meat, bread, bread stuffs, soft drinks, aerated waters, beverages, both natural & artificial fresh & canned vegetables & meats, fresh & canned fruits & to manufacture, grow, produce, develop, process (including canning, cold storage, deep freezing de-hydration, baking, drying, bottling & packing) of all types of vegetables, fruits, meat, fish, spices & condiments & all types of food stuffs & human consumables.
- 47 To carry on the business of travel agents, hirers of motor & other vehicles, caterers for public amusements, hair dressers, perfumes, chemists, proprietors of clubs, bath, dressing rooms, laundries, reading rooms, writing rooms, newspaper & smoking room, libraries, places of amusements, recreation, sports, entertainment & instruction of all kinds, departmental stores, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office, proprietors, insurance agents and to run of taxies, buses, mini buses, trucks and conveyances of all kinds to transport passengers, goods, commodities, livestocks, merchandise and to act as transporters, forwarding and transporting agents, stevedore, carmen, what fingers, cargo superintendents, package handlers, carting contractors and Money Changers to provide services that may be necessary for the achievement of the aforesaid objects.

48 To produce bio-fuels, biomass, ethanol and other products on land, water or in special chambers and to undertake activities relating to manufacture, refining, treatment, extraction, reduction, distillation, blending, purification, pumping, storage, transporting, using, undertake Research and Development activities, market, distribute, buy, sale, import, export, exchange, trade and generally deal in any kind of bio-fuels, biomass, ethanol and other products, by products, waste, residue etc. and to establish, acquire and maintain laboratories, pilot plants, manufacturing and other works relating to bio-fuels, biomass, ethanol and other products either only for such purposes or as an independent business and for the purpose to purchase or otherwise acquire, plant, grow, cultivate, Jatropha, Ratanjot, Sugarcane, Corn, Pongamia, rice bran, oilcakes and seeds, nuts, deoiled bran or any other plants, crops as a farm forestry, nursery or otherwise.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), consent of the members of of the Company be and is hereby accorded to alter the existing Memorandum of Association of the Company, by replacing it with the new set of Memorandum of Association in accordance with Table 'A' of Schedule I of the Companies Act, 2013 and that the new set of Memorandum of Association be and is hereby approved and adopted as the Memorandum of Association of the Company in exclusion and in substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby severally authorised to obtain necessary registrations, approvals, consents, permissions and sanctions, if any, of the Registrar of Companies, Cuttack, Odisha, and/or any other appropriate authority(ies) and accept such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members.”

By Order of the Board of Directors
For **INDIAN METALS & FERRO ALLOYS LIMITED**

Sd/-
(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

Place: Bhubaneswar
Date: 18th May, 2017

Notes:

1. The Notice is being sent to all the members, whose names would appear in the Register of Members/Records of Depositories as on the cut-off date fixed for the purpose, i.e 19th May, 2017.
2. The Company has appointed Mr. Sourjya Prakash Mohapatra, a Practicing Chartered Accountant as Scrutinizer for the purpose of this Postal Ballot Process. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 30th June, 2017. **Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.**
3. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days between 11.00 AM and 1.00 PM up to the last date of receiving the Postal Ballot Form.
4. In compliance with the applicable rules for postal ballot and Clause Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer remote e-voting facility as an alternate, for all the Members of the Company. For this purpose, the

Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional.

The instructions for Members for e-voting are as under:

(a) In case of Members receiving e-mail from NSDL:

- (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 member – Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password 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 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 Members (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 sourjya_biswajit@yahoo.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:

- (i) Initial password along with user ID and EVEN is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com / or contact Ms Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, "A Wing", Trade World, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at E-mail : pallavid@nsdl.co.in, Tel.No.022 – 2499 4545 / 1800 – 222 – 990.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password 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.

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).

- (e) 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. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nSDL.com or seek duplicate Postal Ballot Form from the Registered Office of the Company, fill in the details and send the same to the Scrutinizer.
6. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. **The remote e-voting period commences on 1st June, 2017 (9.30 a.m. IST) and ends on 30th June, 2017 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, shall not be allowed to change subsequently.**
8. The voting rights of member shall be in proportion to their shares held in the paid-up share capital of the Company as on the cut-off date i.e. 19th May, 2017.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company is planning to enter into new businesses viz Tourism and production of Ethanol which is not there in the object clause of the Memorandum of Association ("MOA") of the Company at present. Hence it is proposed to alter the existing Clause III of the MOA by inserting new sub-clauses 45,46,47 and 48 after sub-clause 44 of the Memorandum of Association of the Company.

Further the existing MOA of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA with the new MOA in line with the new Companies Act, 2013.

The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would be available for inspection by the members at the Registered Office of the Company on all working days up to 30th June, 2017 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through postal ballot.

The Board of Directors in their meeting held on 18th May, 2017 have accorded their approval for alteration of MOA and recommended the same for approval of the Shareholders by passing Special Resolution at Item no.1 through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

By Order of the Board of Directors
For **INDIAN METALS & FERRO ALLOYS LIMITED**

Sd/-
(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

Place: Bhubaneswar
Date: 18th May, 2017



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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No. _____

1. Name(s) of member(s)/ Beneficial holder(s) (including Joint holders, if any) (In Block Letters) :
2. Registered address of the sole/first-named member/Beneficial holder(s) :
3. Registered Folio No./DP ID No. & Client ID No.* :
* (Applicable to Members holding share(s) in dematerialised form)
4. No. of Share(s) held :
5. I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed through postal ballot for the business stated in the Notice dated 18th May, 2017 by sending my/our assent or dissent to the said resolution(s), by placing a tick (√) mark at the appropriate box below:

Sl. No.	Description	Number of Shares for which votes cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for alteration of object clause of Memorandum of Association (MOA) of the Company and adoption of new set of MOA as per provisions of the Companies Act, 2013.			

Place :

Date :

(Signature of the member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- Notes :**
1. Please read the instructions carefully, mentioned overleaf, before exercising the vote through this form or remote e-voting.
 2. Please note that the last date for receipt of postal ballot by the Scrutinizer is 30th June, 2017.

INSTRUCTIONS

1. Members desiring to exercise their vote by postal ballot may complete this form in all respects and send it (in original) to the Scrutinizer in the accompanying self-addressed business reply envelope in such a manner, so as to reach the Scrutinizer on or before 30th June, 2017. The postage shall be borne and paid by the Company. Incomplete/unsigned forms shall be rejected. A proxy shall not exercise the Postal Ballot.
2. **Voting period commences on and from 1st June, 2017 and ends on 30th June, 2017.**
3. The form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. In case of shares held by bodies corporate, Postal Ballot Form signed in the representative capacity must be accompanied by a certified copy of the Board resolution / other authority / power of attorney or other relevant supporting documents, otherwise the same may be liable for rejection.
4. Assent or dissent to the proposed special resolutions may be reckoned by placing a tick mark (√) in the appropriate column. The form bearing tick marks (√) both the columns will render the Form invalid.
5. The members may request for a duplicate Form, if so required. However, the duly completed duplicate Form should reach the Scrutinizer not later than the date as set forth in item No.1 above.
6. The Company has appointed Mr Sourjya Prakash Mohapatra, a Practicing Chartered Accountant as Scrutinizer for the purpose of this Postal Ballot Process. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 30th June, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
7. The Scrutinizer's decision on the validity of this postal ballot shall be final.
8. Upon receipt of Scrutinizer's report, the result of this Postal Ballot shall be announced by the Chairman/ Managing Director/Whole-time Director/Company Secretary of the Company or in their absence by any other person, so authorised by the Chairman on 1st July, 2017 at 5.00 pm. at the Registered Office of the Company at IMFA Building, Bomikhal, P.O. Rasulgarh, Bhubaneswar, Odisha and displayed along with the Scrutinizer's Report on the Company's website www.imfa.in and also on the website of NSDL and by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of results shall be deemed to be the date of passing the said resolution.
9. Members are requested not to send any other paper along with the Postal Ballot form. They are requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
10. The Company is pleased to offer remote e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.