



INDIAN METALS & FERRO ALLOYS LIMITED

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

Phone : +91 674 2611000, 2580100; Fax: +91 674 2580020, 2580145

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") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolutions 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 **27th March, 2019** the last date for the receipt of the completed Forms.

Special Business:

1. RE-APPOINTMENT OF MR SUDHIR PRAKASH MATHUR (DIN:00173775) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr Sudhir Prakash Mathur (DIN:00173775) as an Independent Director of the Company for second term of 5(Five) consecutive years with effect from 1st April, 2019 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. RE-APPOINTMENT OF GENERAL SHANKAR ROYCHOWDHURY(RETD.) (DIN:01921688) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment of General Shankar Roychowdhury (Retd.) (DIN:01921688) as an Independent Director of the Company for second term of 2 (Two) consecutive years with effect from 1st April, 2019 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. APPROVAL FOR CONTINUATION OF MAJOR RABINARAYAN MISRA(RETD.) (DIN 00146138) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded to Major Rabinarayan Misra(Retd.) (DIN 00146138), Non-Executive and Independent Director of the Company, who has already attained the age of 75 (seventy five) years to continue as an Independent Director of the Company till the expiry of his existing term i.e. upto 25th July, 2021."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. APPROVAL FOR CONTINUATION OF MR NALINI RANJAN MOHANTY (DIN 00237732) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded to Mr Nalini Ranjan Mohanty (DIN 00237732), Non-Executive and Independent Director of the Company, who will attain the age of 75 (seventy five) years on 8th November, 2019 to continue as an Independent Director of the Company till the expiry of his existing term i.e. upto 25th July, 2021.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

Place: New Delhi
Date: 12th February, 2019

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. 15th February, 2019.
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 27th March, 2019. **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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and Secretarial Standard-2, 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 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.

(B) In case a member receives physical copy of the Notice of Postal ballot (for members whose 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

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

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. 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.
4. Any person, who acquires shares of the Company and became member of the Company after dispatch of the notice of Postal Ballot and holding shares as of the cut-off date i.e. 15th February, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor-relation@imfa.in.
5. 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.
6. **The remote e-voting period commences on 26th February, 2019 (9.00 a.m. IST) and ends on 27th March, 2019 (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.**
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. 15th February, 2019.
8. 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.
9. 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.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :

Item No.1 & 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12th February, 2019 re-appointed Mr Sudhir Prakash Mathur (DIN:00173775) and General Shankar Roychowdhury(Retd.) (DIN:01921688) as Independent Directors for second term of 5 (Five) years and 2 (Two) years respectively with effect from 1st April 2019.

Since Mr Sudhir Prakash Mathur will attain the age of 75 (seventy five) years on 12th October, 2021 and General Shankar Roychowdhury (Retd.) has already attained the age of 75 (seventy five) years, in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the above appointment requires a special resolution with justification thereof in the explanatory statement annexed to the Notice of such appointment.

The Board of Directors is of the opinion that Mr Sudhir Prakash Mathur (DIN:00173775) and General Shankar Roychowdhury (Retd.) (DIN:01921688) are persons of integrity; possess relevant expertise and vast experience and also fulfil the conditions specified in the Companies Act, 2013, rules made thereunder and Listing Regulations for appointment as Independent Directors and also are independent of the management. Their association as non-executive Independent Directors will be beneficial and in the best interest of the Company. Copy of draft letters of appointment setting out the terms and conditions would be available for inspection without any fee at the Registered Office of the Company during normal business hours on any working day.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Secretarial Standards on general meetings SS-2 of ICSI are appended in this Notice as Annexure.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at Item No. 1 & 2 of this Notice for approval of the Members of the Company.

Except Mr Sudhir Prakash Mathur and General Shankar Roychowdhury(Retd.),(the appointees) none of the Directors and Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution set out at Item No. 1 and 2 respectively.

Item No.3 & 4

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 (seventy five) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Major Rabinarayan Misra(Retd.) (DIN 00146138) who has already attained the age of 75 (seventy five) years and Mr Nalini Ranjan Mohanty (DIN 00237732) who will attain the age of 75 (seventy five) years on 8th November, 2019, were appointed as Non-Executive Independent Directors of the Company at the 54th Annual General Meeting held on 26th July 2016 to hold office upto 25th July, 2021.

The Board of Directors is of the opinion that Major Rabinarayan Misra (Retd.) (DIN 00146138) and Mr Nalini Ranjan Mohanty (DIN 00237732) are persons of integrity; possess relevant expertise and vast experience. Their association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Secretarial Standards on general meetings SS-2 of ICSI are appended in this Notice as Annexure .

The Board of Directors accordingly recommends the Special Resolutions as mentioned at Item No. 3 & 4 of this Notice for approval of the Members of the Company.

Except Maj R N Misra and Mr N R Mohanty (the appointees) none of the Directors and Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the resolution set out at Item No. 3 and 4 respectively.

By Order of the Board of Directors

For INDIAN METALS & FERRO ALLOYS LIMITED

Sd/-

**(PREM KHANDLWAL)
CFO & COMPANY SECRETARY**

Place: New Delhi
Date: 12th February, 2019

INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARD ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

1	Mr. Sudhir Prakash Mathur (DIN: 00173775)	
	Father's Name	Late Jaswant Sahai
	Date of Birth, Nationality	12 th October, 1946, Indian
	Qualifications	B.Com., Chartered Accountant
	Expertise in specific functional areas	Vast and rich experience in accounts, corporate laws, finance, ferro alloys, mining, power and corporate management.
	Directorships held in other Companies	1. Orissa Media Ventures Private Limited 2. Utkal Coal Limited
	Member of Committees of the Board	1. Audit Committee
	Member of Committees in other Companies	Member Audit Committee and Nomination and Remuneration Committee of Utkal Coal Limited
	Key Terms and conditions of re-appointment and remuneration proposed to be paid	The re-appointment is for a term of 5 (five) years commencing from April 01, 2019 as set out in resolution at Item no. 1 of this Notice. The Appointee shall receive sitting fees (presently ₹ 10,000 for each Board Meeting and ₹ 5,000 for each Committee Meeting attended by him). The commission of Independent Directors is decided by the Board of Directors as per the resolution at Item no. 8 passed by the shareholders at the 56 th Annual General Meeting held on July 17, 2018.
	(i) Date of first appointment on Board (ii) Last drawn remuneration (iii) Number of Board Meeting attended during the year	(i) 28 th October 2006 (ii) ₹ 14,29,285/- during FY 2017-18 (iii) 5(Five) Board Meetings attended during FY18-19.
	Shares held in the Company	NIL
	Relationships between Directors inter-se, Manager and other Key Managerial Personnel	None
	Performance Evaluation Report	Good
2	General Shankar Roychowdhury (Retd.) (DIN: 01921688)	
	Father's Name	Late Sunil Chandra Roychowdhury
	Date of Birth, Nationality	6 th September, 1937, Indian
	Qualifications	Graduate of National Defence Academy, Indian Military Academy, Defence Services Staff College, Army War College, National Defence College and also Doctorate D. Litt. (Honoris CAVSA).
	Expertise in specific functional areas	Former Chief of Army Staff, Indian Army, former Member of Parliament, Rajya Sabha. Vast and rich experience in the field of , ferro alloys, mining, power and corporate management.
	Directorships held in other Companies	1. Calcutta Promotions
	Member of Committees of the Board	NIL
	Member of Committees in other Companies	NIL

	Key Terms and conditions of re-appointment and remuneration proposed to be paid	The re-appointment is for a term of 2 (Two) years commencing from April 01, 2019 as set out in resolution at Item no. 2 of this Notice. The Appointee shall receive sitting fees (presently ₹ 10,000 for each Board Meeting and ₹ 5,000 for each Committee Meeting attended by him). The commission of Independent Directors is decided by the Board of Directors as per the resolution at Item no. 8 passed by the shareholders at the 56 th Annual General Meeting held on July 17, 2018.
	(i) Date of first appointment on Board (ii) Last drawn remuneration (iii) Number of Board Meeting attended during the year	(i) 21 st January 2008 (ii) ₹13,59,285/- during FY 2017-18 . (iii) 2(Two) Board Meetings attended during FY18-19 .
	Shares held in the Company	NIL
	Relationships between Directors inter-se, Manager and other Key Managerial Personnel	None
	Performance Evaluation Report	Good
3.	Major Rabinarayan Misra (Retd) (DIN.00146138)	
	Father's Name	Late Lingaraj Misra
	Date of Birth, Nationality	14 th March 1938, Indian
	Qualifications	He holds a degree in Engineering (First Class) from the College of Military Engineering, Pune. He has also obtained an MBA Degree (First Class with distinction) from the University of Pune. He is a Fellow Member of the Institution of Engineers India as well as a certified Chartered Engineer.
	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 Utkal Coal Limited
	Member of Committees of the Board	1 Audit Committee
		2 Nomination and Remuneration Committee
	Member of Committees in other Companies	1 Chairman of Audit Committee and Nomination and Remuneration Committee of Utkal Coal Limited.
	Key Terms and conditions of re-appointment and remuneration proposed to be paid	As per the resolution at item No 3 of this Notice read with explanatory statement.
	(i)Date of first appointment on Board (ii)Last drawn remuneration (iii) Number of Board Meeting attended during the year	(i) 30 th September 1993 (ii) ₹ 14,24,285/- during FY 2017-18 (iii) 4(Four) Board Meetings attended during FY18-19.
	Shares held in the Company	NIL
	Relationships between Directors inter-se,Manager and other Key Managerial Personnel	None
4.	Mr Nalini Ranjan Mohanty (DIN.00237732)	
	Father's Name	Mr Gaurang Chandra Mohanty
	Date of Birth, Nationality	08 th November 1944, Indian
	Qualifications	Mr Mohanty was University Topper in Mechanical Engineering from the Regional Engineering College, Rourkela (Now NIT Rourkela)

Expertise in specific functional areas	He retired as the Chairman of Hindustan Aeronautics Ltd (HAL) after a successful career spanning 3 decades. To recognise his outstanding contribution in aviation, he was bestowed with various awards, such as the outstanding Chief Executive Award, Indira Gandhi Sadbhavana Award, Rashtriya Ratan Award, Visveswarya Samman and so on. In 2004 the Govt of India awarded him with Padma Shri. He is having Vast and rich experience in the field of ferro alloys, mining and Corporate Management.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Dynamatic Technologies Limited 2. JKM Ferrotech Limited 3. JKM Erla Automotive Limited
Member of Committees of the Board	Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
Member of Committees in other Companies	<ol style="list-style-type: none"> 1 Nomination & Remuneration Committee, Technology & Strategy Development Committee, Audit & Risk Management Committee and Member & Chairman of Stakeholders Relationship Committee of Dynamatic Technologies Limited. 2 Nomination & Remuneration Committee and Audit Committee of JKM Ferrotech Limited.
Key Terms and conditions of re-appointment and remuneration proposed to be paid	As per the resolution at item No. 4 of this Notice read with explanatory statement.
(i)Date of first appointment on Board(ii) Last drawn remuneration (iii) Number of Board Meeting attended during the year	<ol style="list-style-type: none"> (i) 07th January 2005 (ii) ₹ 14,39,285/- during FY 2017-18 (iii) 4 (Four) Board Meetings attended during FY18-19.
Shares held in the Company	Nil
Relationships between Directors inter-se, Manager and other Key Managerial Personnel	None



INDIAN METALS & FERRO ALLOYS LIMITED

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

Phone : +91 674 2611000, 2580100; **Fax:** +91 674 2580020, 2580145

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

CIN: L27101OR1961PLC000428

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 Equity 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 12th February, 2019 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 re-appointment of Mr Sudhir Prakash Mathur (DIN:00173775) as an Independent Director of the Company.			
2.	Special Resolution for re-appointment of General Shankar Roychowdhury (Retd.) (DIN: 01921688) as an Independent Director of the Company.			
3.	Special Resolution for approval for continuation of Major Rabinarayan Misra (Retd.) (DIN: 00146138) as an Independent Director.			
4.	Special Resolution for approval for continuation of Mr Nalini Ranjan Mohanty (DIN:00237732) as an Independent Director.			

Place :

Date :

(Signature of the member)

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 **27th March, 2019**.

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 **27th March, 2019**. 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 26th February, 2019 and ends on 27th March, 2019.**
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, (Membership No.052805), 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 27th March, 2019. 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 Managing Director/Director (Corporate) & COO/Whole-time Director/Company Secretary of the Company or in their absence by any other person, so authorised by the Managing Director latest by 5.00 PM (IST) on 29th March, 2019 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 resolution(s) if passed by requisite majority, shall be deemed to have been passed on the last date specified i.e 27th March,2019 for receipt of duly completed Postal Ballot Forms or e- voting.
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.