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1st August, 2018

The Listing Department National Stock Exchange of India Ltd. Exchange Plaza Plot No.C/1, G. Block Bandra-Kurla Complex Bandra (E) Mumbai-400051 Stock Symbol & Series : IMFA, EQ	The Deputy General Manager (Corporate Services) BSE Limited Floor 25, P.J. Towers Dalal Street , Fort Mumbai-400001 Stock Code : 533047
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Sub: Notice of the equity shareholders', secured creditors' and unsecured creditors' meeting of Indian Metals & Ferro Alloys Limited directed to be convened by the Hon'ble National Company Law Tribunal, Kolkata

Sir/ Madam,

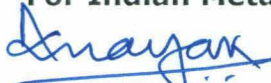
Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that pursuant to an order passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata on July 12, 2018, separate meetings of the equity shareholders, secured creditors and unsecured creditors of Indian Metals & Ferro Alloys Limited ("**Company**") will be held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India on Tuesday, September 4, 2018 at 12:30 p.m., 10:30 a.m. and 11:30 a.m. respectively for the purpose of considering, and if thought fit, approving with or without modification, the proposed scheme of amalgamation amongst Indian Metals & Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2) and Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013 read with the relevant rules.

In this connection, we are enclosing a copy of each of the notices of the equity shareholders, secured creditors and unsecured creditors respective meetings. The said notices are also available on the Company's website viz, <http://www.imfa.in/>.

This may kindly be taken on record.

Yours sincerely,

For Indian Metals & Ferro Alloys Ltd.


(A K NAYAK)

SR GENERAL MANAGER-FINANCE & ACCOUNTS

Encl: As above



INDIAN METALS AND FERRO ALLOYS LIMITED

Registered Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, India

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

CIN: L27101OR1961PLC000428

Website: www.imfa.in

E-mail: secretarial@imfa.in

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS

WHICH INCLUDES PUBLIC SHAREHOLDERS

OF

INDIAN METALS AND FERRO ALLOYS LIMITED

(convened pursuant to the order dated July 12, 2018 passed by the National Company Law Tribunal, Bench at Kolkata)

MEETING:

Day	:	Tuesday
Date	:	September 4, 2018
Time	:	12:30 p.m. (Indian Standard Time)
Venue	:	Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010

POSTAL BALLOT AND ELECTRONIC VOTING:

Start Date and Time	:	August 4, 2018 at 9:00 a.m. (Indian Standard Time)
End Date and Time	:	September 3, 2018 at 5:00 p.m. (Indian Standard Time)

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS (INCLUDING PUBLIC SHAREHOLDERS) OF
THE APPLICANT/ TRANSFEREE COMPANY**

To,

All the equity shareholders (including Public Shareholders) of Indian Metals and Ferro Alloys Limited:

Notice is hereby given that by an order dated July 12, 2018 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Kolkata ("**Tribunal**") has directed a meeting to be held of the equity shareholders of the Applicant/ Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation ("**Scheme**") among Indian Metals & Carbide Limited ("**Transferor Company No. 1**"), B. Panda and Company Private Limited ("**Transferor Company No. 2**") and Indian Metals and Ferro Alloys Limited (the "**Applicant/ Transferee Company**") and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the equity shareholders of the Applicant/ Transferee Company will be held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time), at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

***"RESOLVED THAT** pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by each of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), both dated February 15, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Cuttack ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Copies of the Scheme and of the Explanatory Statement under Section 230(3) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant/ Transferee Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India.

The Hon'ble Tribunal has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate to be the Chairman of the said meeting (“**Chairman**”) including for any adjournment or adjournments thereof. The Hon'ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting (“**Scrutinizer**”), including for any adjournment or adjournments thereof, to conduct the postal ballot and electronic voting process and voting at the venue of the meeting in a fair and transparent manner.

Take further notice that you may attend and vote at the said meeting in person or through postal ballot or through electronic voting facility or through proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Applicant/ Transferee Company located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.

Take further notice that in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (“**SEBI Circular**”), the Applicant/ Transferee Company has provided the facility of voting through postal ballot and electronic voting so as to enable the equity shareholders (including the Public Shareholders (*as defined in the Notes below*)), to consider and approve the proposed Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant/ Transferee Company to the proposed Scheme shall be carried out through: (a) postal ballot; (b) electronic voting facility; and (c) ballot paper/ poll at the venue of the meeting to be held on Tuesday, September 4, 2018.

This notice convening the meeting along with the requisite documents is placed on the website of the Applicant/ Transferee Company viz. www.imfa.in and is being sent to Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited.

Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon'ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the proposed Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon'ble National Company Law Tribunal, Bench at Cuttack.

A copy of the explanatory statement under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the proposed Scheme and the other enclosures as indicated in the index are enclosed.

Dev Dhar Nagpal

**(Practicing Chartered Accountant)
Chairman appointed for the meeting**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

Notes:

1. Only registered equity shareholders of the Applicant/ Transferee Company are entitled to attend and vote either in person or through postal ballot or through electronic voting facility or through proxy (a proxy need not be an equity shareholder of the Applicant/ Transferee Company) or in the case of a body corporate, by a representative authorized under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Applicant/ Transferee Company. The authorized representative of a body corporate which is a registered equity shareholder of the Applicant/ Transferee Company may attend and vote at the meeting of the equity shareholders of the Applicant/ Transferee Company provided a copy of the resolution of the Board or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the equity shareholders of the Applicant/ Transferee Company, duly certified to be a true copy by a director, the manager, the secretary or other authorized officer of such body corporate, is deposited at the registered office of the Applicant/ Transferee Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Applicant/ Transferee Company.
2. As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Applicant/ Transferee Company carrying voting rights. Equity shareholders holding more than 10% (ten percent) of the total share capital of the Applicant/ Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.
3. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.
4. All alterations made in the form of proxy should be signed/initialed.
5. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant/ Transferee Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant/ Transferee Company.
6. Hon'ble Tribunal by its said Order has directed that a meeting of the equity shareholders of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time) for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through postal ballot or through electronic voting facility or through proxy.
7. In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular, the Applicant/ Transferee Company has provided the facility of voting by postal ballot and electronic voting so as to enable the equity shareholders (including Public Shareholders), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant/ Transferee Company to the Scheme shall be carried out through: (a) Postal Ballot; (b) electronic voting facility; and (c) ballot paper/ poll at the venue of the meeting to be held on Tuesday, September 4, 2018.
8. As directed in the Order, the quorum of the meeting of the equity shareholders of the Applicant/ Transferee Company shall be 30 (thirty) equity shareholders of the Applicant/ Transferee Company, present in person or through proxy.
9. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
10. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.
11. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the register of members of the Applicant/ Transferee Company/ list of beneficial owners as

received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) in respect of such joint holding, will be entitled to vote.

12. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant/ Transferee Company between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
13. Equity shareholders (including Public Shareholders) holding equity shares as on July 20, 2018, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
14. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by registered post or by hand or by courier service or electronically by e-mail to those equity shareholders who have registered their e-mail ids with the Applicant/ Transferee Company/ registrar and share transfer agents/ NSDL/ CDSL, whose names appear in the register of members/ list of beneficial owners as received from NSDL/ CDSL as on July 20, 2018. The Notice will also be displayed on the website of the Applicant/ Transferee Company www.imfa.in and on the website of NSDL: www.voting.nsd.com.
15. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/ CDSL as on the cut-off date i.e. July 20, 2018 shall not be entitled to avail the facility of electronic voting or voting through postal ballot or voting at the venue of the meeting to be held on Tuesday, September 4, 2018. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders (including Public Shareholders) as on July 20, 2018. Persons who are not equity shareholders of the Applicant/ Transferee Company as on the cut-off date i.e. July 20, 2018 should treat this notice for information purposes only.
16. The voting by the equity shareholders (including Public Shareholders) through the postal ballot or electronic voting shall close at 5:00 p.m. (Indian Standard Time) on September 3, 2018.
17. The notice convening the meeting will be published through advertisement in (i) Business Standard (in the English language – Odisha Edition); and (ii) Pragativadi (in Oriya language daily – Odisha Edition).
18. SEBI Circular, *inter alia*, provides that approval of the Public Shareholders of the Applicant/ Transferee Company to the Scheme shall be obtained by way of voting through postal ballot and electronic voting. Since, the Applicant/ Transferee Company is seeking the approval of its equity shareholders (including Public Shareholders) to the Scheme by way of voting through postal ballot and electronic voting, no separate procedure for voting through postal ballot and electronic voting would be required to be carried out by the Applicant/ Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (including Public Shareholders) of the Applicant/ Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Applicant/ Transferee Company. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly. In terms of SEBI Circular, the Applicant/ Transferee Company has provided the facility of voting by postal ballot and electronic voting to its Public Shareholders.

Hon’ble Tribunal, by its Order, has, *inter alia*, held that since the Applicant/ Transferee Company is directed to convene a meeting of its equity shareholders (including Public Shareholders), and the voting in respect of the equity shareholders (including Public Shareholders), is through postal ballot and electronic voting, the same is in sufficient compliance of SEBI Circular.

19. In accordance with the provisions of Sections 230 - 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth (75%) in value of the equity shareholders of the Applicant/ Transferee Company, voting in person or by proxy or by postal ballot or electronic voting, agree to the Scheme.
20. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through postal ballot or electronic voting) in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.

21. The Applicant/ Transferee Company has engaged the services of NSDL for facilitating electronic voting for the said meeting to be held on September 4, 2018. Equity shareholders desiring to exercise their vote by using electronic voting facility are requested to follow the instructions mentioned in Note 35 below.
22. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Equity shareholders, voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant/ Transferee Company's website www.imfa.in or seek duplicate postal ballot form from the Applicant/ Transferee Company.
23. Equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. (Indian Standard Time) on or before September 3, 2018. Postal ballot form, if sent by courier or by registered post/speed post at the expense of an equity shareholder will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the equity shareholders has not been received.
24. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the Scrutinizer.
25. The vote on postal ballot cannot be exercised through proxy.
26. There will be only 1 (one) postal ballot form for every registered folio/ client ID irrespective of the number of joint equity shareholders.
27. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Applicant/ Transferee Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("**PoA**") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant/ Transferee Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
28. Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant has been appointed as the Scrutinizer for the meeting by the Hon'ble Tribunal *vide* its Order dated July 12, 2018 to conduct the postal ballot and electronic voting process and voting at the venue of the meeting in a fair and transparent manner.
29. The Chairman, at the meeting of equity shareholders, at the end of discussion on the proposed resolution 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 meeting of equity shareholders but have not cast their votes by availing the postal ballot or the remote e-voting facility.
30. The Scrutinizer shall after conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote electronic voting in the presence of at least two witnesses not in the employment of the Applicant/ Transferee Company and shall make, not later than 1 (one) day of the conclusion of the meeting of equity shareholders, 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.
31. The Scrutinizer shall submit, not later than 1 (one) day of the conclusion of the meeting of equity shareholders, his combined report to the Chairman after completion of the scrutiny of the votes cast by the equity shareholders (including Public Shareholders) of the Applicant/ Transferee Company through: (i) electronic voting process, (ii) postal ballot, and (iii) in the physical meeting at the venue of the meeting. The Scrutinizer will also submit a separate report with regard to the result of the postal ballot and electronic voting in respect of Public Shareholders. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of votes cast through (i) electronic voting process, (ii) postal ballot, and (iii) votes casted in physical meeting at the venue of the meeting including the separate results of the postal ballot and electronic voting exercised by the Public Shareholders will be announced by the Chairman or a person authorized by him in writing latest by 11:00 a.m. (Indian Standard Time) on September 6, 2018 at the registered office of the Applicant/ Transferee Company. The results, together with the Scrutinizer's reports, will be displayed at the registered office of the Applicant/

Transferee Company, on the website of the Applicant/ Transferee Company www.imfa.in and on the website of NSDL, www.evoting.nsdl.com, besides being communicated to BSE and NSE.

32. Kindly note that the equity shareholders (including Public Shareholders) can opt only one mode for voting i.e. either by postal ballot or electronic voting or voting at the venue of the meeting. If an equity shareholder has opted for electronic voting, then he/she should not vote by postal ballot form also and vice versa. However, in case equity shareholder(s) (including Public Shareholder(s)) cast their vote both via postal ballot and electronic voting, then voting validly done through electronic voting shall prevail and voting done by postal ballot shall be treated as invalid.
33. The equity shareholders of the Applicant/ Transferee Company attending the meeting who have not cast their vote either through postal ballot or electronic voting shall be entitled to exercise their vote at the venue of the meeting. Equity shareholders who have cast their votes through postal ballot or electronic voting may also attend the meeting but shall not be entitled to cast their vote again.
34. The voting through postal ballot and electronic voting period will commence at 9:00 a.m. (Indian Standard Time) on Saturday, August 4, 2018 and will end at 5:00 p.m. (Indian Standard Time) on Monday, September 3, 2018. During this period, the equity shareholders (including Public Shareholders) of the Applicant/ Transferee Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. July 20, 2018 may cast their vote electronically or by postal ballot. The electronic voting module shall be disabled by NSDL for voting on September 3, 2018 at 5.00 p.m. (Indian Standard Time). Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
35. Any queries/ grievances in relation to the voting by postal ballot or electronic voting may be addressed to Mr. Prem Khandelwal, Chief Financial Officer and Company Secretary and of the Applicant/ Transferee Company at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar - 751010, India, or through email to secretarial@imfa.in. Any query/ grievance related to the electronic voting may be addressed to Ms. Pallavi Mhatre, National Securities Depository Limited, Trade World, 64th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, e-mail: pallavid@nsdl.co.in, Phone: 022-24994545.
36. The route map of the venue for the meeting of the equity shareholders of the Applicant/ Transferee Company is annexed hereto and forms part of this notice.

37. Voting through Electronic Means

A. In case member receives Notice through E-mail (for members whose E-mail IDs are registered with the Applicant/ Transferee 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

- a) 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.
- b) 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.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for equity shareholders and e-voting user manual for equity 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 (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 specified under para 35. A. Step 1 and Step 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 meeting of equity shareholders pursuant to the Order of Tribunal may also attend the said meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on August 4, 2018 (9:00 a.m. (Indian Standard Time)) and ends on September 3, 2018 (5:00 p.m. (Indian Standard Time)). During this period shareholders of the Applicant/ Transferee Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 20, 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. Any person, who acquires shares of the Applicant/ Transferee Company and became member of the Applicant/ Transferee Company after dispatch of the notice of meeting of equity shareholders and holding shares as of the cut-off date i.e. July 20, 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.

6. The Chairman shall, at the meeting of equity shareholders, at the end of discussion on the proposed resolution 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 meeting of equity shareholders but have not cast their votes by availing the remote e-voting facility.
7. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote electronic voting in the presence of at least two witnesses not in the employment of the Applicant/ Transferee Company and shall make, not later than 3 (three) days of the conclusion of the meeting of equity shareholders, 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.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH, AT KOLKATA

CA (CAA) No. 566/KB/2018

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated July 12, 2018 (“**Order**”), passed by the Hon’ble National Company Law Tribunal, Bench at Kolkata (the “**Tribunal**”), in joint company application bearing number (CAA) No. 566/KB/2018, a meeting of the equity shareholders of Indian Metals and Ferro Alloys Limited (“**Applicant/ Transferee Company**” or “**IMFA**”) is being convened at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation (the “**Scheme**”) amongst Indian Metals & Carbides Limited (the “**Transferor Company No. 1**” or “**IMCL**”) and B. Panda and Company Private Limited (the “**Transferor Company No. 2**” or “**BPCO**”) (“**IMCL**” and “**BPCO**” are together referred to as the “**Transferor Companies**”), the Applicant/ Transferee Company and their respective shareholders and creditors under Sections 230 - 232 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions of the Act (IMCL, BPCO and IMFA are together referred to as the “**Companies**” or “**Parties**”). A copy of the proposed Scheme, which has been, *inter alia*, approved by the Audit Committee and the Board of the Applicant/ Transferee Company at their separate meetings held on September 28, 2017, is enclosed as **Annexure 1**. A copy of the Order is enclosed as **Annexure 2**.
2. In terms of the said Order, the quorum for the said meeting shall be 30 (thirty) equity shareholders present in person or through proxy. Further in terms of the said Order, Hon’ble Tribunal, has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate as the Chairman of the meeting (“**Chairman**”) of the Applicant/ Transferee Company including for any adjournment or adjournments thereof. Further, the Hon’ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting (“**Scrutinizer**”), including for any adjournment or adjournments thereof.
3. This statement is being furnished as required under Sections 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “**Rules**”).
4. As stated earlier, Hon’ble Tribunal by its said Order has, *inter alia*, directed that a meeting of the equity shareholders of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Equity shareholders (including Public Shareholders) would be entitled to vote in the said meeting

either in person or through postal ballot or through electronic voting facility or through proxy.

In addition, the Applicant/ Transferee Company is seeking the approval of its equity shareholders to the Scheme by way of voting through postal ballot and electronic voting. SEBI Circular, inter alia, provides that approval of Public Shareholders of the Applicant/ Transferee Company to the Scheme shall be obtained by way of voting through postal ballot and electronic voting. Since, the Applicant/ Transferee Company is seeking the approval of its equity shareholders (including Public Shareholders) to the Scheme by way of voting through postal ballot and electronic voting, no separate procedure for voting through postal ballot and electronic voting would be required to be carried out by the Applicant/ Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (including Public Shareholders) of the Applicant/ Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Applicant/ Transferee Company. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.

Hon'ble Tribunal, by its Order, has, inter alia, held that since the Applicant/ Transferee Company is directed to convene a meeting of its equity shareholders, which includes Public Shareholders, and the voting in respect of the equity shareholders, which includes Public Shareholders, is through postal ballot and electronic voting, the same is in sufficient compliance of SEBI Circular.

The Scrutinizer appointed for conducting the postal ballot and electronic voting process will however submit his separate report to the Chairman or to the person so authorized by him after completion of the scrutiny of the postal ballot including electronic voting submitted/cast by the Public Shareholders so as to announce the results of the postal ballot and electronic voting exercised by the Public Shareholders of the Applicant/ Transferee Company. In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or electronic voting) in favour of the resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

5. In accordance with the provisions of Sections 230 - 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the equity shareholders, of the Applicant/ Transferee Company, voting in person or by proxy or by postal ballot or electronic voting, agree to the Scheme.
6. In terms of the Order dated July 12, 2018, passed by the Hon'ble Tribunal in joint company application bearing number (CAA) No. 566/KB/2018, if the entries in the records/ registers of the Applicant/ Transferee Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairman shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the orders of the Hon'ble National Company Law Tribunal, Bench at Cuttack in the petition seeking sanction of the Scheme.

Particulars of IMFA

7. IMFA was incorporated on November 20, 1961 as Indian Metals and Ferro Alloys Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMFA is L27101OR1961PLC000428 and its Permanent Account Number is AAAC14818F. The equity shares of IMFA are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").
8. The registered office of IMFA is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMFA is secretarial@imfa.in.
9. The main objects for which IMFA has been established are set out in its Memorandum of Association. The main objects of IMFA, *inter alia*, are as follows:
 1. *"To carry on the business of manufacturing Ferro Alloys, Iron, Steel, Special Steels, Cast Iron and other Pipes and Castings and all other products incidental to and connected with Ferro Alloys, Iron and Steel, Ferrous and Non-Ferrous Alloys and to obtain leases of mines anywhere to work the minerals therein for processing and for sale.*
 2. *To generate electricity by thermal or hydro or any other process and for sale and distribution thereof.*
 3. *To carry on the business of metallurgy, chemists and importers and manufactures of and dealers in metallurgical, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, dyeware paint and other grinders, makers of and dealers in proprietary articles of all kinds and of metallurgical, electrical, chemical and scientific apparatus and materials.*

4. *To carry on the business of Electric Engineers and Contractors, carriers and passengers of goods and dealers in railway, tramway, trolleyway, electronic, magnetic, galvanic, and other apparatus, mechanical engineers, suppliers of light, heat, sound and power, and to acquire any inventions and to construct railways, trolleyways and tramways and work the same by steam, gas, oil, electricity or other power.*
5. *To carry on the business of iron-founders, mechanical engineers and manufactures of agricultural and industrial implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, smiths, wood-workers, builders, painters, metal-lurgists, water supply engineers, gas-makers.”*

Clause 3rd (b) (33) of the Memorandum of Association of IMFA permits it:

“(33) To amalgamate with any other company having objects altogether or in part similar to those of this Company or otherwise.”

There has been no change in the name, objects and the registered office address of IMFA in the last five (5) years.

10. IMFA, *inter alia*, is engaged in the business of producing high quality ferro alloys with 187 MVA installed furnace capacity backed by 261 MW captive power generation and extensive chrome ore mining tracts. A brief description of the major businesses being carried out by the subsidiaries and/ or associates of IMFA is as under:
 - 10.1 IMFA holds 100% of the paid-up equity share capital of IMCL, which is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise deal in any form of Silicon Carbide.
 - 10.2 IMFA holds 100% of the paid-up equity share capital of Utkal Green Energy Limited, which is engaged in the business of producing, manufacturing, supplying, distributing, in all form of products and by products derived from ash, fly ash, ash bottom, fly ash in to bricks, lightweight aggregate and any products derived from thereto.
 - 10.3 IMFA holds 100% of the paid-up equity share capital of Utkal Power Limited, which is engaged in the business of efficient development of Thermal Power, Wind Power, Hydro Power or Non-Conventional Energy.
 - 10.4 IMFA holds 100% of the paid-up equity share capital of Indmet Mining Pte Ltd (Singapore), which is engaged in the business of trading and investment holding company.
 - 10.5 IMFA holds 79.2% of the paid-up equity share capital of Utkal Coal Limited, which is engaged in the business of coal mining.
 - 10.6 IMFA holds 76% of the paid-up equity share capital of IMFA Alloys Finlease Limited, which is engaged in the business of leasing, purchasing and financing of all types of movable and immovable properties.
 - 10.7 IMFA, through Indmet Mining Pte Ltd (Singapore), holds 70% of the paid-up equity share capital of Pt Sumber Rahayu Indah (Indonesia), which is engaged in the business of coal mining.
11. The Authorized, Issued, Subscribed and Paid up Share Capital of IMFA as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
3,00,00,000 equity shares of INR 10/- each	30,00,00,000
40,000 redeemable cumulative preference shares of INR 100/- each	40,00,000
2,60,000 IInd series redeemable cumulative preference shares of INR 100/- each	2,60,00,000
Total	33,00,00,000
Issued, subscribed and paid-up capital	
2,69,77,053 equity shares of INR 10/- each	26,97,70,530
Total	26,97,70,530

Particulars of IMCL

12. IMCL was incorporated on November 26, 1973 as Indian Metals & Carbide Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMCL is U27209OR1973PLC000598 and its Permanent Account Number is AAAC14819E.
13. The registered office of IMCL is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMCL is imcl@imfa.in.
14. The main objects for which IMCL has been established are set out in its Memorandum of Association. The main objects of IMCL, *inert alia*, are as follows:
- “1. To manufacture, process, buy, sell, import, export, barter, exchange, prepare for market, distribute or otherwise deal in Silicon Carbide whether abrasive grains, lumps or in any other form. Coated Abrasives, Bounded Abrasives, Crucibles, Refractory Bricks, Rectifiers, Lightening Arrestors, Glowbars, Resisters and other items used in the manufacture or in processing of abrasives of any kind.
 2. To carry on business as manufacturers or dealers in all kinds of abrasive materials such as Grinding Wheels, Sharpening Stones, Hones, Grit or grains, Transistors, and packing materials of any kind used in the manufacture or distribution of abrasives.
 3. To purchase, acquire, take on lease and work, explore or turn to account or sell any mines, mining rights, and rights and interests in any land containing or considered likely to contain any minerals or ores.”

Clause III (B) 3 of the Memorandum of Association of IMCL permits it:

- “3. to acquire and undertake the whole or any of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.”

Further, Clause III (C) 16 of the Memorandum of Association of IMCL permits it:

- “16. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this Company or to undertake any business or operation which may appear to assist or benefit this Company or enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of any such company as aforesaid or to amalgamate with, absorb or have community of interest with any other company.”

There has been no change in the name, object and the registered office address of the IMCL in the last five (5) years.

15. IMCL, *inter alia*, is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise dealing in any form of Silicon Carbide.
16. The Authorized, Issued, Subscribed and Paid up Share Capital of IMCL as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
45,00,000 equity shares of INR 10/- each	4,50,00,000/-
50,000 redeemable cumulative preference shares of INR 100/- each	50,00,000/-
Total	5,00,00,000/-
Issued, subscribed and paid-up capital	
10,79,996 equity shares of INR 10/- each	1,07,99,960/-
Total	1,07,99,960/-

Particulars of BPCO

17. BPCO was incorporated on February 20, 1965 as B. Panda and Company Private Limited, a private limited company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of BPCO is U74210OR1965PTC000478 and its Permanent Account Number is AABC3614P.
18. The registered office of BPCO is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of BPCO is bpc@imfa.in.
19. The main objects for which BPCO has been established are set out in its Memorandum of Association. The main objects of BPCO, *inter alia*, are as follows:

- “(a) To carry on the business of Industrial Consultants for undertaking installation work of industries either on Turn-key basis or on any other basis independently in India and abroad or with the help of foreign consultants and collaborators, and to undertake such project schemes from the Government Departments in the State or at the Centre or from other parties in the private sector on such terms and conditions as may be acceptable to the Management of the Company.*
- (b) To carry on the business of civil mechanical, electrical, metallurgical, chemical and of other allied engineers and general industrial advisers on such industrial schemes either in the public or in the private sector with such technical know-how or equipments and machineries and plants and for completing installation of the same.*
- (c) To undertake either as independent contractors, or sub-contractors for installation of any particular industrial project either in respect of mechanical engineering or in respect of civil engineering work including electrical, metallurgical and chemical etc. both in Government and private sectors.*
- (d) To carry on the business of manufacturers, merchants, exporters and importers in all kinds of equipments, machineries, stores and commodities of any description of articles, materials, mineral ores, substance, force or energy (including automatic machines and appliances) and also trade of business of general engineers to deal with metals and minerals of all descriptions.*
- (e) To invest moneys of the company not immediately required in such securities or in such manner as may from time to time to be calculated to advance the objects of the company or the interests of its members.”*

Clause III (k) of the Memorandum of Association of BPCO permits it:

- (k) To enter into partnership or into any arrangement for sharing profits, union of interest or co-operation with any person or company carrying on or about to carry on any business which this company is authorised to carry on or any business or transaction capable of being conducted so as to directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stock in any such company.”*

There has been no change in the name, object and the registered office address of BPCO in the last five (5) years.

20. BPCO, *inter alia*, is engaged in the business of investing, holding and managing investments in shares of group companies.
21. The Authorized, Issued, Subscribed and Paid up Share Capital of BPCO as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorised share capital	
75,000 equity shares of INR 100/- each	75,00,000
Total	75,00,000
Issued, subscribed and paid-up capital	
1,949 equity shares of INR 100/- each	1,94,900
Total	1,94,900

22. Description of the proposed Scheme

- (a) The proposed Scheme, *inter alia*, provides for:
 - (i) amalgamation of IMCL into and with IMFA;
 - (ii) cancellation of entire issued, subscribed and paid-up equity share capital of IMCL;
 - (iii) dissolution of IMCL without winding up;
 - (iv) amalgamation of BPCO into and with IMFA;
 - (v) cancellation of entire issued, subscribed and paid-up equity share capital of BPCO;
 - (vi) issue and allotment of 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each to the shareholders of BPCO in proportion to their existing shareholding in IMFA;
 - (vii) dissolution of BPCO without winding up; and
 - (viii) various other matters consequential or incidental to or otherwise integrally connected with the above
- (b) The Appointed Date under the proposed Scheme is April 1, 2017.
- (c) Effective Date is defined under the proposed Scheme to mean the date on which certified copies of the order of the Tribunal (as defined in the Scheme) are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

23. Rationale of the proposed Scheme

- (i) The management of each of the parties believes that the Scheme will result in inter-alia the following benefits:
 - a. Reduce overheads and administrative, managerial and other expenditure;
 - b. Provide greater efficiency and more optimal utilization of resources;
 - c. Reduce legal and regulatory compliances;
 - d. Create enhanced value for all stakeholders of the respective companies; and
 - e. Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.
- (ii) The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Key terms/ material provisions of the proposed Scheme

24. The key terms/ material provisions of the proposed Scheme are as follows:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date (*as defined in the Scheme*) and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand transferred to and vested in, and/ or be deemed to be transferred to, and vested in the Applicant/ Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Applicant/ Transferee Company including without limitation, the following:

- (i) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds as contemplated under the Scheme.
 - (ii) All debts (secured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances (as defined in the Scheme) in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Applicant/ Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Applicant/ Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
 - (iii) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed, mutated by the banks or financial institutions or other lenders concerned therewith in favour of the Applicant/ Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Applicant/ Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.
 - (iv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance (as defined in the Scheme) of any kind, if any, as on the Appointed Date and/ or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Appointed Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related to or attached to such assets of the Transferor Companies prior to the Appointed Date even after such assets are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Applicant/ Transferee Company.
- (b) Upon the Scheme becoming effective on the Appointed Date, all taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits shall be treated as the tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any tax incentives, benefits, advantages, privileges, exemptions, credits, tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall be available to the Applicant/ Transferee Company, and following the Appointed Date, the Applicant/ Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such taxes on behalf of the Transferor Companies.
 - (c) Any tax liabilities under the Income-tax Act, 1961 or other applicable law(s) or regulations related to tax allocable to the Transferor Companies, whether or not provided for or, covered by any tax provisions in the accounts of the Transferor Companies made as on the date immediately preceding the Appointed Date shall be, transferred to the Applicant/ Transferee Company. Any surplus in the provision for taxation or duties or levies in the accounts of the Transferor Companies, including advance tax and tax deducted at source as on the close of business in India on the

date immediately preceding the Appointed Date will also be transferred to the account of the Applicant/ Transferee Company.

- (d) All suits, actions and other proceedings by or against the Transferor Companies or related to its business or assets, pending on the Appointed Date, on any matter arising immediately prior to or from the Appointed Date of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Applicant/ Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies into the Applicant/ Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Applicant/ Transferee Company as fully and effectively as if the Applicant/ Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Applicant/ Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.
- (e) The Applicant/ Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favourable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the amalgamation. The Applicant/ Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal/ retirement benefits.
- (f) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Applicant/ Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Applicant/ Transferee Company without any further action or deed of the Applicant/ Transferee Company.
- (g) Consideration for amalgamation of the Transferor Companies into the Applicant/ Transferee Company, under the Scheme, is as under:
 - i. Since the Applicant/ Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 (*as defined in the Scheme*), upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Applicant/ Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Applicant/ Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Applicant/ Transferee Company.
 - ii. Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor Company 2 (*as defined in the Scheme*) in the Applicant/ Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Applicant/ Transferee Company shall not be required to add "and reduced" as a suffix to its name.
 - iii. Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Applicant/ Transferee Company as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Applicant/ Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each.

- (h) Upon allotment of equity shares of the Applicant/ Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of the Scheme, the said shareholders for the purposes of Applicable Law(s) (*as defined in the Scheme*) shall become the promoters of the Applicant/ Transferee Company, together with the existing promoters of the Applicant/ Transferee Company.
- (i) Upon the Scheme becoming effective:
- i. The Transferor Companies shall stand dissolved without winding up and the board of directors of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
 - ii. The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
 - iii. Upon the Scheme coming into effect, the board of directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

The equity shareholders are requested to read the entire text of the proposed Scheme to get fully acquainted with the provisions thereof. The above key terms/ material provisions of the proposed Scheme are only certain salient features of the proposed Scheme.

Relationship among Companies who are parties to the proposed Scheme

25. IMCL is a wholly owned subsidiary of IMFA. BPCO is the holding company of IMFA holding 1,39,18,046 equity shares of the face value of INR 10 each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of IMFA.

Corporate Approvals

26. The proposed Scheme, was placed before the Audit Committee of IMFA at its meeting held on September 28, 2017. The Audit Committee of IMFA took into account the Valuation Report dated September 27, 2017, issued by M/s. TR Chadha & Co LLP, Chartered Accountants (the "**Valuation Report**") and the fairness opinion, dated September 28, 2017, issued by BNK Securities Private Limited, Merchant Bankers (the "**Fairness Opinion**") appointed for this purpose by IMFA. A copy of Valuation Report is enclosed as **Annexure 3**. The Valuation Report is also open for inspection at the registered office of IMFA. A copy of the Fairness Opinion is enclosed as **Annexure 4**. The Audit Committee of IMFA based on the aforesaid, *inter alia*, recommended the Scheme to the Board of IMFA for its favourable consideration.
27. The Scheme along with the report submitted by the Audit Committee recommending the draft Scheme, Valuation Report and Fairness Opinion were placed before the Board of IMFA at its meeting held on September 28, 2017. Based on the aforesaid, the Board of IMFA approved the Scheme. The meeting of the Board of IMFA held on September 28, 2017 was attended by 5 (five) directors in person (namely, Mr. R.N. Misra, Mr. S.P Mathur, Mr. N.R. Mohanty, Mr. J.K. Misra and Mr. Chitta Ranjan Ray). Mr. Bajjayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra, being promoters of IMFA, abstained from voting on the resolution in respect of the Scheme. None of the directors of IMFA who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
28. The Scheme along with the Valuation Report was placed before the Board of Directors of IMCL at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of IMCL approved the Scheme. The meeting of the Board of Directors of IMCL held on September 28, 2017 was attended by 2 (two) directors in person (namely Mr. Chitta Ranjan Ray and Mr. Deepak Kumar Mohanty). None of the directors of IMCL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
29. The Scheme along with the Valuation Report was placed before the Board of Directors of BPCO at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of BPCO approved the Scheme. The meeting of the Board of Directors of BPCO held on September 28, 2017 was attended by 2 (two) directors in person (namely, Late Dr.

Banshidhar Panda and Mrs. Paramita Mahapatra). None of the directors of BPCO who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

Approvals and actions taken in relation to the Scheme

30. Pursuant to the SEBI Circular, NSE was appointed as the designated stock exchange by IMFA for the purpose of coordinating with the SEBI.
31. As required by the SEBI Circular, IMFA had filed the complaints report with BSE and NSE on January 5, 2018 and January 25, 2018 respectively. These reports indicate that IMFA received nil complaints. A copy of the above said complaints report submitted by IMFA to BSE and NSE are enclosed as **Annexure 5** and **Annexure 6** respectively.
32. Pursuant to the SEBI Circular read with Regulation 37 of SEBI Listing Obligations and Disclosure Requirements, 2015, IMFA had filed necessary applications before the BSE and NSE seeking their respective No-Objection to the proposed Scheme. IMFA received no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 conveying their no adverse observations/ no-objection for filing the proposed Scheme with Hon'ble Tribunal. Pursuant to the letter dated February 15, 2018 addressed by SEBI to BSE and NSE, which, *inter alia*, stated the following:

“(a) Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B. Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.

(b) Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.

(c) Company shall duly comply with various provisions of the circulars.

(d) Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.

(e) It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations /representations.”

A copy of the no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 is enclosed as **Annexure 7** and **Annexure 8** respectively.

33. The Companies will obtain such other approvals/ sanctions/ no-objection(s) from regulatory or other governmental authorities in respect of the Scheme as may be required in accordance with law.
34. The joint company application along with the exhibits thereto (which includes the proposed Scheme) was filed by the Companies with the Hon'ble Tribunal on May 1, 2018.
35. As per the audited books of accounts as on March 31, 2018 of IMFA, the amount due to the unsecured creditors of IMFA is INR 2,97,96,20,750 (Rupees Two Hundred Ninety Seven Crore Ninety Six Lac Twenty Thousand Seven Hundred Fifty Only). As per the audited books of accounts as on March 31, 2018 of IMCL, the amount due to the unsecured creditors of IMCL is INR 1,10,344 (Rupees One Lac Ten Thousand Three Hundred Forty Four Only). As per the audited books of accounts as on March 31, 2018 of BPCO, the amount due to the unsecured creditors of BPCO is INR 44,863 (Rupees Forty Four Thousand Eight Hundred Sixty Three Only).

Valuation and accounting treatment

36. A copy of the Valuation Report dated September 27, 2017 issued by M/s. TR Chadha & Co. LLP, Chartered Accountants to the board of directors of Indian Metals and Ferro Alloys Limited and B. Panda and Company Private Limited is enclosed as Annexure 3.

37. The proposed Scheme is in compliance with the applicable accounting standards prescribed under Section 133 of the Act. A certificate issued by the Statutory Auditor of IMFA to this effect is open for inspection at the registered office of IMFA.

Effect of the proposed Scheme on various parties

38. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMFA:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
 - (b) The directors, key managerial personnel of IMFA and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/or to the extent that the following directors, namely, Mr. Baijayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) Under the Scheme, the effect of the Scheme on all the promoters and non-promoter shareholders of IMFA will be same as they will continue to hold the same number of equity shares in IMFA as they were holding prior to the Scheme.
 - (d) As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
 - (e) IMFA has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders does not arise.
 - (f) IMFA has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
 - (g) Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.

A copy of the report adopted by the board of directors of IMFA under Section 232(2)(c) of the Act is enclosed as **Annexure 9**.

39. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMCL:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 - (b) The directors, key managerial personnel of IMCL and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/or to the extent that the following director, namely, Mr. Baijayant Panda is one of the promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) All the equity shares of IMCL are held by its promoters and IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 - (d) IMCL does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.

- (e) IMCL has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
- (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.

A copy of the report adopted by the board of directors of IMCL under Section 232(2)(c) of the Act is enclosed as **Annexure 10**.

40. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of BPCO:

- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
- (b) The directors, key managerial personnel of BPCO and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following director, namely, Mr. Baijayant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
- (c) All the equity shares of BPCO are held by its promoters and BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
- (d) BPCO does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.
- (e) BPCO has not issued any debentures and accordingly, the effect of the Scheme on any debenture holders does not arise.
- (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.

A copy of the report adopted by the board of directors of BPCO under Section 232(2)(c) of the Act is enclosed as **Annexure 11**.

Other matters

- 41. To the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
- 42. To the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.
- 43. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.

44. A copy of the proposed Scheme has been filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack on July 21, 2018.
45. In terms of SEBI Circular, the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 12**.
46. In terms of SEBI Circular, the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 13**.
47. Dr. Banshidhar Panda, the founder and promoter of IMFA passed away on May 22, 2018. After the demise of Dr. Banshidhar Panda, the names and addresses of the remaining persons forming part of the Promoter Group of IMFA as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	Mr. Baijayant Panda	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
3	Mr. Subhrakant Panda	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi -110070
4	Mrs. Nivedita Ganapathi	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Odisha-751010
5	Mr. Subhrakant Panda, Managing Trustee, Shaisah Foundation	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi - 110070
6	B. Panda and Company Private limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
7	Raila Enterprises Private Limited	B-4/147 Safdarjung Enclave New Delhi - 110029

48. The names and addresses of the promoters of IMCL as on June 30, 2018 is as under:

S. NO.	NAME	ADDRESS
1	Indian Metals and Ferro Alloys Limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

49. The names and addresses of the promoters of BPCO as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	B. Panda Trust	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

50. The names and addresses of the directors of IMFA as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Vice Chairman	Plot No 08 Bhoi Nagar, Unit 08 Bhubaneswar -751012, Odisha
2	Ms. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Managing Director	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi - 110070

S. NO.	NAME & DESIGNATION	ADDRESS
4	Mr. Jayant Kumar Misra Director (Corporate) & COO	A-27, Nanda Devi Appartment, Chandrashekharpur, Bhubaneswar - 751016, Odisha
5	Mr. Sudhir Prakash Mathur Independent Director	Plot No-305, Rajmahal Apartment, D-253, Devi Marg Bani Park, Chinkara Canteen Jaipur - 302016, Rajasthan
6	Mr. Nalini Ranjan Mohanty Independent Director	Flat No 302, Scion Court, Ist Cross Kaggadapura, C.V.Raman Nagar, P.O Bangalore - 560093, Karnataka
7	Mr. Chitta Ranjan Ray Whole-Time Director	F-15, Manorama Apartment, Rasulgarh Bhubaneswar - 751010, Odisha
8	Mr. Rabi Narayan Mishra Independent Director	G-4, Everard Nagar, Eastern Express Highway, Sion, Mumbai - 400022, Maharashtra
9	Mr. Debabrata Bandyopadhyay Independent Director	GD-89 Sector-III, Salt Lake, Kolkata - 700106, West Bengal
10	Mr. Stefan Georg Amrein Director	Alte Zurichstr. 3, 8124 Maur Maur 8124 CH
11	Mr. Shankar Roychowdhury Independent Director	Fe 238, Salt Lake City, Sector - 3 Kolkata -700091, West Bengal
12	Mr. Santosh Nautiyal Independent Director	1454, A T S Green Village, Sector 93 A, Noida - 201301, Uttar Pradesh
13	Mr. Bijoy Kumar Das Independent Director	52/1, Palace Road, Balabrooie Guest House Compound Bangalore - 560052, Karnataka

51. The names and addresses of the directors of IMCL as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar - 751012, Odisha
2	Mr. Chitta Ranjan Ray Director	F-15, Manorama Apartment, Rasulgarh, Bhubaneswar -751010, Odisha
3	Mr. Deepak Kumar Mohanty Director	B-103, Sonali Palace Apts, Sailshree Vihar, Bhubaneswar - 751021, Odisha
4	Mr. Ashok Kumar Nayak Director	Plot No.30/67, Road No-4, Divya Vihar, Samantarapur, Khordha, Bhubaneswar - 751002, Odisha

52. The names and addresses of the directors of BPCO as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08 Bhoi Nagar, Unit 08 Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Director	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi -110070

53. The pre-Scheme shareholding pattern of IMFA, IMCL and BPCO as on June 30, 2018 and the post-Scheme (expected) shareholding pattern of IMFA are as under:

Pre-Scheme shareholding pattern of IMFA as on June 30, 2018 and post-Scheme (expected) shareholding pattern:

Particulars	Number of Shares Pre-Scheme	% Holding of share capital Pre-Scheme	Number of Shares Post-Scheme	% Holding of share capital Post-Scheme
<i>Promoter & Promoter group</i>				
B. Panda and Company Private Limited	1,39,18,046	51.59	----	----
Raila Enterprises Private Limited	6,08,078	2.25	6,08,078	2.25
Subhrakant Panda	2,18,095	0.81	3,23,620	1.20
Paramita Mahapatra	6,40,115	2.37	3,23,540	1.20
Nivedita Ganapathi	2,17,539	0.81	3,23,064	1.20
Baijayant Panda	2,17,539	0.81	3,23,064	1.20
Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
B Panda Trust	----	----	1,39,18,046	51.59
<i>Total promoter shareholding (A)</i>	1,58,31,856	58.69	1,58,31,856	58.69
<i>Non-promoter shareholding</i>				
Public shareholding (B)	1,11,45,197	41.31	1,11,45,197	41.31
Total (A+B)	2,69,77,053	100.00	2,69,77,053	100.00

Pre-Scheme and post-Scheme shareholding pattern of IMCL as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	Indian Metals and Ferro Alloys Limited (IMFA)	1079958	100	Not Applicable since post sanction of the proposed Scheme, IMCL shall be dissolved without being wound up.	
2.	Sanatan Dash (beneficial interest is with IMFA)	32	-		
3.	Ashok Kumar Nayak (beneficial interest is with IMFA)	1	-		
4.	Rabindra Kumar Sahoo (beneficial interest is with IMFA)	1	-		
5.	Chinta Haran Ray (beneficial interest is with IMFA)	1	-		
6.	Smruti Ranjan Ray (beneficial interest is with IMFA)	1	-		
7.	Susant Kumar Padhi (beneficial interest is with IMFA)	1	-		
8.	Umesh Charan Pattanayak (beneficial interest is with IMFA)	1	-		
Total		1079996	100		

Pre-Scheme and post-Scheme shareholding pattern of BPCO as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	B. Panda Trust	1948	100	Not Applicable since post sanction of the proposed Scheme, BPCO shall be dissolved without being wound up.	
2.	Mrs. Paramita Mahapatra	1	0.00		
Total		1949	100		

54. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
55. The following documents will be open for inspection by the equity shareholders of IMFA at its registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
- (i) Copy of the Order dated July 12, 2018 passed by Hon'ble Tribunal;
 - (ii) Copy of joint company application (with annexures) bearing number (CAA) No. 566/KB/2018 filed with the Hon'ble Tribunal;
 - (iii) Copy of the Memorandum and Articles of Association of the Companies;
 - (iv) Copy of the annual reports of the Companies, for the financial years ended on March 31, 2018, March 31, 2017 and March 31, 2016, respectively;
 - (v) List of the subsidiaries, joint ventures and associates of Companies;
 - (vi) Copy of Valuation Report dated September 27, 2017 as per Para I (A) (4) of Annexure I of SEBI Circular recommending share exchange ratio issued by TR Chadha & Co LLP, Chartered Accountants to IMFA and BPCO;
 - (vii) Copy of Fairness Opinion dated September 28, 2017 on consideration to equity shareholders of BPCO issued by BNK Securities Private Limited to IMFA in relation to the proposed Scheme.
 - (viii) Copy of the Audit Committee Report and resolution both dated September 28, 2017 of IMFA;
 - (ix) Copy of the resolutions passed by the Board of Directors of IMFA, IMCL and BPCO approving the Scheme in their respective board meetings held on September 28, 2017;
 - (x) Copy of the Register of Directors' Shareholding of each of the Companies;
 - (xi) Copy of the outcome of the board meeting dated September 28, 2017 issued by IMFA;
 - (xii) Copy of certificate issued by Haribhakti & Co. LLP, Chartered Accountants, statutory auditor of IMFA certifying that the Scheme complies with the applicable accounting standards pursuant to the provisions of Section 133 of the Act;
 - (xiii) Copy of the Complaints Report dated January 5, 2018 submitted by IMFA to BSE;
 - (xiv) Copy of the Complaints Report January 25, 2018 submitted by IMFA to NSE;
 - (xv) Copy of the Observation Letter/ No-objection letter issued by BSE and NSE both dated February 15, 2018 to IMFA;
 - (xvi) Copy of the proposed Scheme;
 - (xvii) Copy of Forms GNL-1 filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack, along with their respective challans all dated July 21, 2018 evidencing filing of the Scheme Registrar of Companies, Cuttack;

- (xviii) Copy of the Reports dated September 28, 2017 adopted by the Board of Directors of each of IMFA, IMCL and BPCO respectively under Section 232(2)(c) of the Act;
 - (xix) Copy of the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (xx) Copy of the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (xxi) Copy of the list of secured and unsecured creditors certified by the respective Statutory Auditor of IMFA, IMCL and BPCO certifying the amount due to the secured and unsecured creditors of IMFA as on March 31, 2018.
56. This statement may be treated as an Explanatory Statement under Sections 230(3) of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by the Applicant/ Transferee Company to its equity shareholders, free of charge, within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the equity shareholders of the Applicant/ Transferee Company.
57. Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon'ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon'ble National Company Law Tribunal, Bench at Cuttack. After the Scheme is approved, by the equity shareholders, secured creditors and unsecured creditors of the Applicant/ Transferee Company, it will be subject to the approval/ sanction by the Hon'ble National Company Law Tribunal, Bench at Cuttack.

For Indian Metals and Ferro Alloys Limited

**Prem Khandelwal
CFO & Company Secretary**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

SCHEME OF AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AMONGST
INDIAN METALS & CARBIDE LIMITED
TRANSFEROR COMPANY 1
AND
B. PANDA AND COMPANY PRIVATE LIMITED
TRANSFEROR COMPANY 2
AND
INDIAN METALS AND FERRO ALLOYS LIMITED
TRANSFeree COMPANY
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This Scheme of Amalgamation (“**Scheme**”) has been prepared pursuant to Sections 230-232 and other applicable provisions of the Act (*as defined below*) that involves:

- (a) Amalgamation (*as defined below*) of **Indian Metals & Carbide Limited**, a public limited company incorporated on November 26, 1973 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 (“**IMCL**” or the “**Transferor Company 1**”) into **Indian Metals and Ferro Alloys Limited**, a public limited company incorporated on November 20, 1961 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 (“**IMFA**” or the “**Transferee Company**”); and
- (b) Amalgamation of **B. Panda and Company Private Limited**, a private limited company incorporated on February 20, 1965 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 (“**BPCO**” or the “**Transferor Company 2**”) into IMFA.

This Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected herewith.

THE SCHEME:

The Scheme is divided into the following four parts:

PART I	Introduction and rationale of the Scheme
PART II	Definitions, interpretation and share capital structure of the Companies (<i>as defined below</i>)
PART III	Amalgamation of IMCL and BPCO into IMFA
PART IV	General/ residuary terms and conditions

PART I

INTRODUCTION AND RATIONALE OF THE SCHEME

1.1 INTRODUCTION:

1. Indian Metals & Carbide Limited

IMCL is an unlisted public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598. The registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. IMCL is a wholly owned subsidiary of Indian Metals and Ferro Alloys Limited.

IMCL is *inter-alia* engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

2. B. Panda and Company Private Limited:

BPCO is a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478. The registered office of BPCO is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. BPCO is the holding company of Indian Metals and Ferro Alloys Limited holding 1,39,18,046 equity shares of the face value of INR 10/- each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of Indian Metals and Ferro Alloys Limited.

BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

3. Indian Metals and Ferro Alloys Limited:

Indian Metals and Ferro Alloys Limited is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. The equity shares of IMFA are listed on the Stock Exchanges (as *defined below*).

IMFA is India's largest, fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognized globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

1.2 RATIONALE OF THE SCHEME:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

PART II

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL STRUCTURE OF THE COMPANIES

2.1 DEFINITIONS:

In this Scheme, unless the context otherwise requires, in addition to the terms defined elsewhere in this Scheme, the following capitalized terms shall have the meaning set forth below:

“**Act**” shall mean the Companies Act, 2013 and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provision in the Companies Act, 2013 has not been notified;

“**Amalgamation**” means the amalgamation of IMCL and BPCO into IMFA as such amalgamation is more fully contemplated under Part III of this Scheme;

“**Applicable Law(s)**” mean any statute, law, regulation, ordinance, rule, judgement, rule of law, order, decree, ruling, bye-law, approval of any Governmental Authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter;

“**Appointed Date**” means April 1, 2017 or such other date as may be approved by the Tribunal;

“**Board**” or “**Board of Directors**” means the respective Board of Directors of each of IMCL or BPCO or IMFA, constituted from time to time under the Act;

“**BPCO**” or the “**Transferor Company 2**” shall mean B. Panda and Company Private Limited, a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478 with its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010;

“**Companies**” shall mean, collectively, IMCL, BPCO and IMFA;

“**Effective Date**” means the date on which certified copies of the order of the Tribunal are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

“**Encumbrances**” means any encumbrance, including, without limitation, any deed of trust, right of others, security interest, burden, title defect, title retention agreement, lease, covenant, debenture, mortgage, pledge, charge, hypothecation, lien, deposit by way of security, bill of sale, option interest, proxy, beneficial ownership (including usufruct and similar entitlements), encroachment, public right, easement, common right, way leave, any voting agreement, interest, option, right of first offer, first, last or other refusal right, or transfer restriction in favour of any person, any statutory liens, any adverse claim as to title, possession or use, any provisional or executorial attachment and any other interest held by a third party or any agreement, arrangement or obligation to create any of the foregoing;

“**Governmental Authority**” means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include, without limitation the RBI, the SEBI, the Stock Exchanges, any relevant tax authority and any other authority exercising jurisdiction over the Companies;

“**IMCL**” or the “**Transferor Company 1**” shall mean Indian Metals & Carbide Limited, a public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598 with its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010;

“**IMFA**” or the “**Transferee Company**” shall mean Indian Metals and Ferro Alloys Limited, a public listed company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428 with its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010;

“**INR**” means Indian National Rupees;

“**IT Act**” means the Income-tax Act, 1961 and the rules made there under, as may be amended or re-enacted from time to time;

“**RBI**” means the Reserve Bank of India;

“**Scheme**” means this Scheme of Amalgamation involving Amalgamation as contemplated herein, including, any modification or amendment hereto;

“**SEBI**” means the Securities and Exchange Board of India;

“**SEBI Circular**” means, together, the circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 and the circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017, each issued by the SEBI;

“**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto;

“**Stock Exchanges**” means the BSE Limited and the National Stock Exchange of India Limited;

“**Tax**” or “**Taxes**” means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto), in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including without limitation, taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, anti-dumping duty, special additional duty, octroi, bonds with the custom authorities etc., CENVAT, withholding tax, self-assessment tax, advance tax, service tax, sales tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, customs duty and registration fees;

“**Transferor Companies**” shall be referred to mean, collectively, IMCL and BPCO; and

“**Tribunal**” means the National Company Law Tribunal, Kolkata Bench, which has jurisdiction in relation to the Companies, including, without limitation any other court of competent jurisdiction, judicial agency, quasi-judicial agency or other authority, as may be applicable.

2.2 INTERPRETATION:

- (a) The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.
- (b) The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other Applicable Law(s), rules, regulations, guidelines, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.
- (c) The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme.
- (d) Any references in the Scheme to “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall mean the Effective Date.
- (e) Any references in the Scheme to “sanction” of the Scheme shall mean the Scheme as approved by the Tribunal.

2.3 SHARE CAPITAL STRUCTURE OF THE COMPANIES:

(a) Share Capital of IMFA as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 IIInd series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

As on the date of approval of this Scheme by BPCO's Board of Directors, IMFA is a subsidiary of BPCO.

(b) Share Capital of BPCO as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

(c) Share Capital of IMCL as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-

2.4 DATE WHEN SCHEME COMES INTO OPERATION:

The Scheme set out herein in its present form or with such modification(s) as may be approved by the Tribunal or made pursuant to Clause 4.2 (*Modifications/ Amendments to the Scheme*) of the Scheme, shall become effective from the Appointed Date, but shall be operative from the Effective Date.

PART III

AMALGAMATION OF TRANSFEROR COMPANIES INTO TRANSFEEE COMPANY

3.1 Transfer and vesting of the entire business comprising of all the assets and liabilities of the Transferor Companies into the Transferee Company:

- (a) The provisions of this Scheme have been drawn up to comply with the conditions relating to “Amalgamation” as defined under Section 2(1B) of the IT Act and other relevant provisions of the IT Act and other related Applicable Law(s). If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the aforementioned provisions of the IT Act at a later date, including, resulting from an amendment of Applicable Law(s) or for any other reason whatsoever, the Scheme shall be deemed to be modified to the extent necessary to comply with aforementioned provisions of the IT Act. Such modifications will, however, not affect the remaining parts of the Scheme.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand, transferred to and vested in, and/ or be deemed to be transferred to, and vested in, the Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Transferee Company, including, without limitation, the following:
 - (i) all assets and properties of the Transferor Companies, including, incorporeal assets or properties, which are movable in nature, including investments, leased assets, sundry debtors, outstanding loans and advances, bank balances and deposits (including deposits with Government, semi-Government, local and other authorities, bodies or Tax authorities), or which are otherwise capable of transfer by physical delivery or by endorsement and delivery or by delivery instructions in relation to dematerialized shares or mutual fund units or transfer by vesting and recording pursuant to this Scheme, shall stand so transferred and vested in the Transferee Company, without requiring execution of any deeds, actions, costs, charges or instrument for the same and shall become the assets and property of the Transferee Company. The vesting of aforesaid assets and properties pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement.
 - (ii) In respect of such of the assets and properties other than those referred in the foregoing paragraph, including, without limitation, any immovable properties (including leasehold rights, leasehold improvements, easements rights, benefits or interests therein or other investments made in leasehold properties) and any title, rights, entitlements, claims or benefits or interests therein, shall, without any further acts, instruments, costs, charges or deeds, be transferred to and vested in and/ or be deemed to be transferred to or vested in the Transferee Company upon this Scheme becoming effective.
 - (iii) All statutory and regulatory permissions (including municipal permissions), authorizations, clearances, approvals, consents, licenses, entitlements, subsidies, privileges, benefits, exemptions, deferrals, quotas, incentives, liberties, tenancy rights, concessions, plans, authorities (including for the operation of bank accounts), or powers of attorneys of whatsoever nature or kind given by, issued to or executed by, enjoyed by, conferred upon, held by or availed of by the Transferor Companies, including, the statutory licenses, and any title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, costs, charges, instruments or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
 - (iv) All quality certifications and approvals, trademarks, trade names, service names, patents, goodwill and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property of any kind or type whatsoever, including any applications/representations filed in relation to the foregoing, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information and all other records

and documents whether in physical form or electronic form relating to the business activities and operations of the Transferor Companies and the title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.

- (v) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds in a manner contemplated under this Scheme.
- (vi) All contracts, deeds, bonds, agreements, leases, instruments, schemes, arrangements, bids, tenders, letters of intent, expression of interest, development rights (whether vested or potential and whether under agreements or otherwise), writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or to the benefit of which the Transferor Companies may be eligible or entitled, and which are subsisting or have effect immediately before the Effective Date, shall wholly and entirely stand vested in, or transferred to the Transferee Company (including the title, rights, entitlements, claims or benefits or interests therein) without any further acts, costs, charges, instruments or deeds, shall continue in full force and effect in the name of, or in favour of, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto or thereunder.
- (vii) All other title, rights, entitlements, claims or benefits or interests of whatsoever nature or kind relating to the goods or services being dealt with by the Transferor Companies, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the authorities concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
- (viii) Any person having any obligation towards the Transferor Companies, shall perform and satisfy such obligation in favor of the Transferee Company without any further acts, instruments, costs, charges or deeds, including, any obligation to make any payment to the Transferor Companies upon the Scheme becoming effective.
- (ix) All debts (secured or unsecured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including, liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- (x) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the banks or financial institutions or other lenders concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.

Provided further that the Scheme shall not operate to enlarge the security for any loan, borrowing, deposit or facility created or available to the Transferor Companies which shall vest in the Transferee Company by virtue of the Amalgamation and the Transferee Company shall not be obligated to create any additional security therefore after the Amalgamation has become effective or otherwise.

- (xi) Where any of the liabilities and obligations pertaining to the Transferor Companies on the Appointed Date has been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of Transferee Company.
- (xii) All loans raised and used, duties, obligations and liabilities incurred, if any, by the Transferor Companies on or after the Appointed Date, but prior to the Effective Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme be deemed to have been transferred to and vested in the Transferee Company without any further acts, instruments, costs, charges or deeds and shall become the loans, duties, obligations and liabilities of the Transferee Company which shall meet, discharge and satisfy the same.
- (xiii) For the removal of doubt, it is clarified that to the extent that there are any inter-company loans, deposits, obligations, letters of credit, letters of comfort, balances or other obligations (including under any other instrument or arrangement which may give rise to a contingent liability in whatever form) outstanding as between Transferor Companies and Transferee Company, the obligations in respect thereof shall stand discharged and come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances with effect from the Appointed Date.
- (xiv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance of any kind, if any, as on the Appointed Date and/or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Effective Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related or attached to such assets of the Transferor Companies prior to the Effective Date even after such assets are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Transferee Company.
- (xv) From the Effective Date, without any further acts, instruments, costs, charges or deeds, the Transferee Company shall be entitled to realize all payments or claims or money related to the Transferor Companies and its business and complete and/ or enforce all pending or existing contracts and transactions related to the Transferor Companies and its business in the name of and for the benefit of the Transferee Company.
- (xvi) With effect from the Appointed Date, the borrowing and investment limits of the Transferee Company under the relevant provisions of the Act respectively, shall, without any further act or deed or action, be deemed to have been enhanced by the borrowing and investment limits of the Transferor Companies, such limits being incremental to the existing limits of the Transferee Company. Any corporate approvals obtained by the Transferor Companies, whether for purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.
- (xvii) Without prejudice to the foregoing, for the purpose of giving effect to the vesting and transfer as aforesaid order passed under sections 230 and 232 of the Act or such other applicable provisions of the Act, in respect of this Scheme, the Transferee Company shall be entitled to get the recorded the change in the legal title, interests, rights or appurtenant thereto upon the transfer and vesting of all the assets and properties as aforesaid of the Transferor Companies pursuant to the Scheme becoming effective.

(xviii) Without prejudice to the other provisions of this Scheme, the Transferee Company may, at any time after the coming into effect of the Scheme, in accordance with its provisions, if so required under any Applicable Law(s) or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferee Company is a party or any writings as may be necessary, in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies to be carried out or performed.

3.2 Taxes:

- (a) Upon the Scheme becoming effective on the Effective Date, all Taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits (including credits for income Tax, Tax deducted at source, withholding Tax, advance Tax, self-assessment Tax, minimum alternate Tax, CENVAT credit, goods and services Tax credits, other indirect Tax credits and other Tax receivables) shall be treated as the Tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any Tax incentives, benefits (including claims for unabsorbed Tax losses and unabsorbed Tax depreciation), advantages, privileges, exemptions, credits, Tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall be available to the Transferee Company, and following the Effective Date, the Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such Taxes on behalf of the Transferor Companies.
- (b) Upon the Scheme becoming effective:
 - (a) to the extent required, the Transferee Company is permitted to revise and file its income Tax returns, withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns; and
 - (ii) the Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Companies, which may be allowable in accordance with the provisions of the IT Act on or after the Effective Date; and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Companies prior to the Effective Date.
- (c) Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated Tax loss, unabsorbed Tax depreciation, minimum alternate Tax credit, if any, of the Transferor Companies as on the Appointed Date, shall, for all purposes, be treated as accumulated Tax loss, unabsorbed Tax depreciation and minimum alternate Tax credit of the Transferee Company. It is further clarified that any business loss and unabsorbed depreciation of the Transferor Companies as specified in their respective books of account shall be included as business loss and unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.
- (d) Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Companies under Applicable Law(s), including income Tax, sales Tax, value added Tax, service Tax, entry Tax, custom duty, goods and services Tax or any other Tax.
- (e) Upon the Scheme becoming effective, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of the Transferor Companies, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, of the Transferee Company without any further act or deed.
- (f) Upon the Scheme becoming effective, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, CENVAT, customs, value added Tax, sales Tax, service Tax, entry Tax and goods and services Tax to which the Transferor Companies are entitled shall be available to and vest in the Transferee Company, without any further act or deed.
- (g) Any Tax liabilities under the IT Act or other Applicable Law(s) or regulations related to Tax allocable to the Transferor Companies, whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Companies

made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Companies, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company.

- (h) All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in this Scheme.
- (i) Any refund under the IT Act or any other Applicable Law(s) related to or due to the Transferor Companies, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.
- (j) Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and services Tax and applicable state value added Tax) to which the Transferor Companies are entitled to in terms of Applicable Law(s) related to Tax, shall be available to and vest in the Transferee Company from the Effective Date.
- (k) All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of five (5) years beginning with the financial year in which this Scheme becomes effective.

3.3 Legal Proceedings:

All suits, actions and other proceedings (including legal or taxation and any proceedings before any statutory, regulatory or quasi-judicial authority or tribunal) by or against the Transferor Companies or related to its business or assets, pending on the Effective Date, on any matter arising immediately prior to or from the Appointed Date (including, those relating to any pending licenses, issues, properties, rights, powers, liabilities, obligations or duties) of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the Amalgamation of the Transferor Companies into the Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

3.4 Contracts, Deeds, Licenses, Approvals & Permits:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date, all arrangements, contracts, deeds, bonds, agreements, leases, instruments, writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or any rights, claims, entitlements or interests related thereto, shall remain in full force and effect and, wholly and entirely stand vested in, or assigned, novated or transferred to the Transferee Company, without any further acts, instruments, costs, charges, or deeds, and can be enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Without prejudice to the provisions of this sub-clause, the Board of Directors or any other official as authorized by the Board of Directors of the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, execute renewal of lease deeds, as may be applicable.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date, each of the permissions, approvals, applications, consents, sanctions, remissions, special reservations, registrations, permits, licences, incentives, concessions, benefits, power of attorneys, no-objection certificates, subsidies, clearances and other authorizations or grants of whatsoever nature or kind in respect of the Transferor Companies or any rights, claims, entitlements or

interests related thereto shall remain in full force and effect and, wholly and entirely, stand vested in, or assigned, novated or transferred to the Transferee Company (as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company will be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company), without any further acts, instruments, costs, charges or deeds pursuant to and upon this Scheme becoming effective and the Transferee Company shall, after the Scheme becoming effective, inform or intimate, for the record of the statutory authorities, who shall take them on file, pursuant to the order of the Tribunal.

3.5 Employees:

- (a) The Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the Amalgamation. The Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal / retirement benefits.
- (b) The accumulated balances, if any, standing to the credit of the employees and staff of the Transferor Companies in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts created or existing, of which they are members, will be transferred to such provident fund, gratuity fund and superannuation fund or any special funds or trusts nominated by the Transferee Company and/ or such new funds to be established by the Transferee Company as such new funds are recognized by the relevant governmental or regulatory authorities. Pending the transfer as aforesaid, any amount lying to the credit of the provident fund, gratuity fund and superannuation fund or any special funds or trusts related to the said employees and staff of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts respectively. This shall be binding on the managers of such funds, if any.
- (c) In relation to those employees and staff for whom the Transferor Companies are making contributions to the provident fund, gratuity fund and superannuation fund or any special funds or trusts, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said provident fund, gratuity fund and superannuation fund or any special funds or trusts in accordance with the provisions of such fund or bye laws, in respect of such employees and staff.
- (d) It is clarified that the services of the employees and staff of the Transferor Companies will be treated as having been continuing for the purpose of said fund or funds.

3.6 Saving of Concluded Transactions:

The transfer and vesting of the assets and liabilities and continuance of the proceedings by the Transferee Company and/ or contracts as aforesaid shall not affect any action taken or transactions or proceedings or contracts already concluded or actions taken but not concluded by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company on or after the Appointed Date, and the Transferee Company accepts all such acts, deeds or things done lawfully or executed by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company.

3.7 Conduct of Business till Effective Date:

- (a) With effect from the Appointed Date and up to and including the Effective Date:
 - (i) the Transferor Companies shall be deemed to have been carrying on all business and activities, including, without limitation, making of any investment in or acquisition of any body corporate or business or part of any business for and on account of and in trust for the Transferee Company; and
 - (ii) All profits accruing to the Transferor Companies or losses arising or incurred by them relating to the Transferor Companies shall for all purposes, be treated as the profits or losses, as the case may be, of the Transferee Company.

- (b) The Transferor Companies hereby undertakes from the Appointed Date and up to, and including, the Effective Date:
- (i) to carry on and be deemed to have been carrying on their business and activities and shall stand possessed of, and hold all of their properties and assets for and on account of, and in trust for the Transferee Company. The Transferor Companies hereby undertake to hold the said assets with utmost prudence until the Effective Date;
 - (ii) to carry on their business and activities with reasonable diligence, business prudence and shall not, without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of their undertakings or any part thereof, including their assets, liabilities, employees or business activities, except in the ordinary course of business or as otherwise expressly stated under this Scheme or otherwise with the consent of the Transferee Company;
 - (iii) not to borrow any money or enter into any transaction or arrangement to create any borrowing or indebtedness or give any guarantee or indemnity or loans or create encumbrance of any kind on its assets/ properties except in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company; and
 - (iv) not to utilize the profits or reserves, if any, relating to the Transferor Companies for the purpose of declaring or paying any dividends including, interim dividend, or for making any bonus or right issuance, in respect of the period falling on and after the Appointed Date except with the written consent of the Transferee Company.

3.8 Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company:

- (a) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Transferee Company without any further action or deed of the Transferee Company.
- (b) The stamp duty and filing fees paid on the authorized share capital of the Transferor Companies are permitted to be utilized and applied towards the increase in the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), and no further demand of additional stamp duty or filing fee shall be raised or made upon the Transferee Company by any regulatory authorities including, the Registrar of Companies, Orissa, in relation to such increase in the authorized share capital of the Transferee Company.
- (c) It is hereby clarified that for the purposes of increasing the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient and that no further resolution under Section 13, Section 61 or any other applicable provisions of the Act, if any, would be required to be separately passed.
- (d) Consequently, upon the Scheme becoming effective, Clause 5th of the memorandum of association of the Transferee Company shall without any further action or deed shall stand altered, modified and amended accordingly without compliance of any provisions of the Act except for filing the relevant forms with the relevant Registrar of Companies, if so required.

3.9 Consideration for Amalgamation of the Transferor Companies into the Transferee Company:

- (a) Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.
- (b) Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor

Company 2 in the Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Transferee Company shall not be required to add “and reduced” as a suffix to its name.

- (c) Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) above, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of 10/- (Rupees Ten Only) each.
- (d) In case any shareholder of the Transferee Company 2 becomes entitled to a fraction of one share of the Transferee Company in accordance with the share exchange ratio as mentioned in Clause 3.9(c) above, such fraction shall be rounded off to the nearest one.
- (e) Pursuant to the SEBI Circular, the price at which the above-referenced equity shares of the Transferee Company will be issued to the shareholders of the Transferor Company 2 will comply with the pricing guidelines set forth in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (f) For the purpose of issue and allotment of shares pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*), the following terms shall apply:
 - (i) Approval of this Scheme by the shareholders of the Transferee Company shall be deemed to constitute due compliance with section 62 and any other applicable provisions of the Act, the SEBI Listing Regulations and the articles of association of the Transferee Company, and no other consent shall be required under the Act or the articles of association of the Transferee Company, for the issue of equity shares to the shareholders of the Transferor Company 2 existing on the Effective Date in proportion to their existing shareholding under the Scheme and upon the shareholders of the Transferee Company approving the Scheme, it shall be deemed that they have given their consent, including under the Act and the articles of association of the Transferee Company, to the issue of shares of the Transferee Company to the equity shareholders of the Transferor Company 2 in accordance with the Scheme.
 - (ii) The shares proposed to be allotted pursuant to the Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank *pari passu* with the existing shares of the Transferee Company, including the rights in respect of dividend and bonus shares, if declared, by the Transferee Company on or after the Effective Date.
 - (iii) The issue and allotment of shares as provided in the Scheme shall be carried out in accordance with the provisions of the Act. All shareholders of the Transferor Company 2 as on the Effective Date shall be issued fresh equity shares in the Transferee Company in dematerialized form.
 - (iv) For the purpose of issue and allotment of shares to the shareholders of the Transferor Company 2 as existing on the Effective Date, the Transferee Company shall, if and to the extent required, apply for and obtain the required approvals from Governmental Authorities.
 - (v) The shares issued pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*) shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. The Transferee Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law(s) and take all steps to procure the listing of the shares issued by it pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*).

3.10 Accounting Treatment:

Notwithstanding anything to the contrary herein, upon the Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Effective Date.

3.11 Promoters

Upon allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of the Transferee Company, together with the existing promoters of the Transferee Company.

3.12 Dissolution of the Transferor Companies:

Upon the Scheme becoming effective:

- (i) The Transferor Companies shall stand dissolved without winding up and the Board of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
- (ii) The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
- (iii) Upon the Scheme coming into effect, the Board of Directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

PART IV

GENERAL/ RESIDUARY TERMS AND CONDITIONS

4.1 APPLICATION TO THE TRIBUNAL

- (a) The Companies shall, make and file all applications and petitions to the Tribunal for sanctioning this Scheme under Sections 230-232 of the Act and other applicable provisions for carrying this Scheme into effect and shall apply for such approvals as may be required under Applicable Law(s).

4.2 MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- (a) The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may at any time before or after filing of the Scheme with the Tribunal (and pending for sanction before the Tribunal) authorize, to make and/ or consent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the Tribunal or any other Governmental Authority(ies) may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may authorize to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directives or orders of any other statutory/regulatory authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- (b) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the authorized representatives of the Companies may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise, or to review the position relating to the satisfaction of the various conditions to the Scheme and if necessary, to

waive any such conditions (to the extent permissible under Applicable Law(s)) and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

- (c) The Board of Directors of the respective Companies shall, pending the sanction of the Scheme filed, be at liberty to withdraw, at any time, this Scheme for any business and commercial reasons including, but not limited to, in a case any condition or alteration imposed by the Tribunal or any other authority is not on terms acceptable to them.

4.3 RESIDUAL PROVISIONS

- (a) Any error, mistake, omission, commission, which is apparent and/or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned herein above.
- (b) If any part of the Scheme is found to be infeasible or unworkable for any reason whatsoever, subject to the decision of the respective Boards of the Transferor Companies and the Transferee Company, this shall not affect the validity or implementation of the other parts and/or provisions of the Scheme.
- (c) In the event a part(s) of the Scheme is found to be unworkable and the Transferor Companies and the Transferee Company decide to implement the remaining part(s) of the Scheme, the Scheme, to the extent it is unworkable, shall become *null and void* and no rights or liabilities whatsoever shall accrue to, or be incurred *inter se* by, the parties or their respective shareholders, creditors, employees or any other person with respect to such part of the Scheme.

4.4 SCHEME CONDITIONAL ON APPROVAL/ SANCTIONS

- (a) The Scheme is conditional upon and subject to:
 - (i) Stock Exchanges' Approval: The Transferee Company shall have received no-objection letters from the Stock Exchanges in respect of the Scheme (prior to filing the Scheme with the Tribunal as well as following approval of the Scheme by the Tribunal), which shall be in form and substance acceptable to the Board of the respective Companies;
 - (ii) Approval of the Tribunal: The Scheme shall have been approved by the Tribunal, either on terms as originally approved by the relevant parties to the Scheme, or subject to such modifications approved by the Tribunal, which shall be in form and substance acceptable to the Board of the respective Companies;
 - (iii) Shareholders' and Creditors' Approval: Approval of the Scheme by the requisite majority in number and value of the members and creditors of the respective Companies (where applicable) in accordance with the Act, the SEBI Circular and the SEBI Listing Regulations, as may be applicable. It is hereby clarified that the voting by public shareholders of the Transferee Company will be carried out through postal ballot and e-voting in accordance with the SEBI Circular;
 - (iv) The certified true copy of the orders passed by the Tribunal sanctioning the Scheme being filed by the respective Companies with the relevant Registrar of Companies.

4.5 COSTS

- (a) All costs, charges and expenses (including fees, duties, levies, registration charges, stamp duty etc.) any deed, document, instrument or Tribunal order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company.

4.6 REVOCATION OF THE SCHEME AND SEVERABILITY

- (a) In the event of any of the said sanctions and approvals referred to in Clause 4.4 (*Scheme Conditional on Approval/ Sanctions*) above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Tribunal, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* between the Companies or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Law(s) and in such case, each party shall bear its own costs unless otherwise mutually agreed.

- (b) If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Law(s), then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any company, in which case the Board of Directors of the respective Companies shall attempt to bring about a modification in this Scheme, as will best preserve for the respective Companies, the benefits and obligations of this Scheme, including but not limited to such part.

4.7 VALIDITY OF EXISTING PROVISIONS

- (a) Upon the coming into effect of the Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company.

For Indian Metals and Ferro Alloys Ltd.

For Indian Metals & Carbide Ltd.

(Prem Khandelwal)
CFO & Company Secretary

(Ashok Kumar Nayak)
Authorised Representative

For B. Panda and Company Private Limited

(Rabindra Kumar Sahoo)
Authorised Signatory

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA
CA(CAA) No. 566/KB/ 2018

An application under Sections 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 ;

And

In the matter of:

1. Indian Metals & Carbide Limited, a public Company incorporated in 1973 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Momikhal, Rasulgarh, Bhubaneswar – 751010, India ;

.. Transferor Company No. 1

And

2. B. Panda and Company Private Limited, a Private Company incorporated in 1965 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Mokikhal, Rasulgarh, Bhubaneswar – 751 010, India ;

.. Transferor Company No. 2

And

Indian Metals and Ferro Alloys Limited, a public Company incorporated in 1961 under the provisions of the Companies Act,

1956, having its registered Office at IMFA Building, Mokikhal,
Rasulgarh, Bhubaneswar – 751 010

... Transferee Company

And

1. Indian Metals & Carbide Ltd.
2. B.Panda and Company Pvt. Ltd.
3. Indian Metals and Ferro Alloys Ltd.

Coram : Mr. Madan B Gosavi, Member(Judicial)

Date of Pronouncement of the Order :

For the Applicants :

Mr. Sumit Garg, Advocate

ORDER

1. The object of this Application is to ultimately obtain sanction of this Tribunal to the Scheme of Amalgamation involving amalgamation of the Applicant No.1, Transferor Company No.1, namely, India Metals & Carbide Limited, the Applicant No.2, Transferor Company No.2, namely, B. Panda and Company Private Limited, into the Applicant No.3, Transferee Company, namely, Indian Metals and Ferro Alloys Limited, whereby and whereunder the entire undertaking of the Transferor Companies together with all properties, assets and liabilities relating thereto as a going concern is proposed to be

transferred to and vested in the Applicant No.3, the Transferee Company on the terms and conditions fully stated in the Scheme of Amalgamation.

2. The Applicant Company No.1, the Transferor Company No.1, is an unlisted public limited company and is a wholly owned subsidiary of the Applicant No.3, the Transferee Company.

3. The Applicant No.2, the Transferor Company No.2 is an unlisted private limited company and is the holding company of the Applicant No.3, the Transferee Company.

4. The Applicant No.3, the Transferee Company is a listed public limited Company and holds the entire paid up equity share capital of the Applicant No.1, the Transferor Company No.1. The equity shares of Applicant No.3, the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

5. The Applicant Company No.3, the Transferee Company had, vide its two separate letters, both dated November 24, 2017 applied through physical mode and through online mode on November 30, 2017 to the BSE and NSE Stock exchanges for obtaining their no objection to the Scheme of Amalgamation.

6. Thereafter, certain information/details were sought for by NSE and BSE and the same were submitted by the Applicant No.3, the Transferee Company. In the meantime, the Scheme of Amalgamation along with related documents was hosted on the websites of the Applicant No.3, the Transferee Company, NSE and BSE and was open for complains/comments from January 3, 2018 to January 24, 2018

on the website of the NSE and from December 12, 2017 to January 4, 2018 on the website of the BSE.

7. During the above period, no complaint was received. Accordingly, the Applicant No.3, the Transferee Company filed a nil complaint report with the NSE and BSE vide its letters dated January 25, 2018 and January 5, 2018 respectively.

8. A certified copy of the nil complaint reports dated January 25, 2018 and January 5, 2018 submitted by the Applicant No.3, the Transferee Company respectively, to NSE and BSE in terms of paragraph I.A.6 of the Circular dated March 10, 2017, being number CFD/DIL3/CIR/2017/21 issued by SEBI is annexed with the Application and marked as Exhibit 23 and Exhibit 24, respectively.

9. SEBI, thereafter, by its letter dated February 15, 2018 addressed a communication in respect of the Scheme to NSE and BSE. In the said communication, SEBI, inter alia, made certain comments.

10. NSE and BSE have, vide their respective letters both dated February 15, 2018 given their no adverse observations/no objection to file the Scheme of Amalgamation with the Tribunal.

11. A certified copy of the letters both dated February 15, 2018 issued by NSE and BSE to the Applicant No.3, the Transferee Company is annexed with the Application and marked as Exhibit 25 and Exhibit 26, respectively.

12. The Board of Directors of all the Companies have, at their respective meetings held on 28th September, 2017, by resolutions unanimously approved the draft Scheme of Amalgamation.

13. It has been stated in the Application that the Scheme has been envisaged to consolidate business of the Applicant No.1, the Transferor Company No.1 into the Applicant No.3, the Transferee Company and to rationalise and streamline the ownership structure of the Applicant No.3, the Transferee Company.

14. Accordingly, the amalgamation of the Applicant No.1, the Transferor Company No.1 and Applicant No.2, the Transferor Company No.2 respectively into the Applicant No.3, Transferee Company is being proposed under the Scheme of Amalgamation.

15. It has been stated in the Application that the Management of the Applicant Companies involved in the Scheme of Amalgamation believe that the Scheme will result in, inter alia, the following benefits :

- (a) Reduce overheads and administrative, managerial and other expenditure ;
- (b) Provide greater efficiency and more optimal utilisation of resources ;
- (c) Reduce legal and regulatory compliances;
- (d) Create enhanced value for all stake holders of the respective companies; and
- (e) Reorganise businesses to optimize for operational efficiency, rationalise for cost and streamline for growth.

16. It has been stated in the Application that to the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.

17. It has also been stated in the Application that to the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.

18. No winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.

19. It has been stated in the Application that in respect of the Scheme of Amalgamation, the Applicant No.3, the Transferee Company has received no adverse observations/no objection from NSE and BSE pursuant to letter dated February 15, 2018 addressed by SEBI to NSE and BSE, respectively.

20. It has also been stated in the Application that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

21. A certificate dated September 28, 2017 issued by the Chartered Accountants, the statutory auditor of the Applicant No.3, the

Transferee Company is annexed with the Application and marked Exhibit 27.

22. It has also been stated in the Application that under the Scheme of Amalgamation, an arrangement is sought to be entered into between the Transferor Company No.1 and its equity shareholders.

23. Clause 3.9(a) of Part III of the Scheme of Amalgamation stipulates that since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1, upon the Scheme of Amalgamation becoming effective, the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1 shall stand cancelled and/or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme of Amalgamation becoming effective and upon vesting in and transfer of the entire business of the Transferor Company No.1 into the Transferee Company in accordance with the Scheme of Amalgamation, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/payable as consideration for the amalgamation of the Transferor Company No.1 with the Transferee Company.

24. Under the Scheme of Amalgamation, there is no arrangement with the Creditors, either secured or unsecured of the Transferor Company No.1. No compromise is offered under the Scheme of Amalgamation to any of the Creditors of the Transferor Company No.1. The liability of the Creditors of the Transferor Company No.1, under the Scheme of Amalgamation, is neither being reduced nor

being extinguished. Accordingly, no creditors of the Transferor Company No.1 would in any way be affected by the Scheme of Amalgamation.

25. It has been stated in the Application that as on date, the Transferor Company No.1 has no outstanding public deposits and therefore, the effect of the Scheme of Amalgamation on any such public deposit holders or deposit trustees does not arise.

26. In terms of SEBI Circular, the Transferee Company along with the notice and the explanatory statement in respect of the Scheme of Amalgamation to be sent to its equity shareholders, would also be required to send the applicable information pertaining to the Transferor Company No.1 and the Transferor Company No. 2 in the format specified for abridged prospectus as provided in Part D of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to its equity shareholders.

27. It has been stated in the Application that the Transferee Company, after seeking the necessary directions from this Tribunal for convening the meetings, inter alia, of its equity shareholders, while sending the notice and the explanatory statement to its equity shareholders, shall also comply with the aforesaid along with the observations made by SEBI in its letter dated February 15, 2018 addressed to NSE and BSE.

28. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.1 has 8 equity shareholders and they have given their consent along with affidavits in support

thereof for dispensing with convening and holding of meeting of the equity shareholders.

29. A certificate issued by the Statutory Auditor of the Transferor Company No.1 certifying the list of equity shareholders of the Transferor Company No.1 as on April 13, 2018 is annexed with the Application and marked as Exhibit 33.

30. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.1 are annexed with the Application and marked as Exhibit 34.

31. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No.1 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No.1 does not arise.

32. It has been also stated that as on February 28, 2018, the Transferor Company No.1 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.1.

33. A list of secured creditors and unsecured creditors of the Transferor Company No.1 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No.1 and

by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 35.

34. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.2 has 2 (two) equity shareholders and they have given their consent along with affidavits in support thereof for dispensing with convening and holding of meeting of the equity shareholders.

35. A certificate issued by the Statutory Auditor of the Transferor Company No.2 certifying the list of equity shareholders of the Transferor Company No.2 as on April 13, 2018 is annexed with the Application and marked as Exhibit 36.

36. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.2 are annexed with the Application and marked as Exhibit 37.

37. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No. 2 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No. 2 does not arise.

38. It has been also stated that as on February 28, 2018, the Transferor Company No.2 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies

have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.2.

39. A list of secured creditors and unsecured creditors of the Transferor Company No. 2 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No. 2 and by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 38.

40. As on April 13, 2018 and as on the date of institution of this Application, the Transferee Company has an aggregate of 41,868 (Forty one thousand eight hundred and sixty eight) equity shareholders.

41. A certificate issued by the Statutory Auditor of the Transferee Company certifying the shareholding pattern of the Transferee Company as on April 13, 2018 reflecting the promoter shareholding and public shareholding and the aggregate number of shareholders in the Transferee Company is annexed with the Application and marked as Exhibit 39.

42. It is stated in the Application that the entire list of equity shareholders of the Transferee Company as on April 13, 2018 is running into approximately 850 pages which being bulky has not been annexed with the Application. However, a list of top 100 (one hundred) equity shareholders of the Transferee Company as on April 13, 2018 certified by a Director/CFO and Company Secretary of the

Transferee Company and a Chartered Accountant is annexed with the Application and marked as Exhibit 40.

43. As on February 28, 2018, there are 16(sixteen) secured Creditors and 1040 (one thousand forty) unsecured creditors in the Transferee Company.

44. A list of secured and unsecured Creditors of the Transferee Company as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by its statutory auditor along with a certificate from its Statutory Auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 41.

45. A list of statutory liabilities of the Transferee Company No.3 as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by a Chartered Accountant confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 42.

46. It is stated in the Application that none of the Companies involved in the Scheme of Amalgamation is a non-banking Financial company registered with Reserve Bank of India.

47. Notice under Section 230(5) of the Act is also not required to be given to the Competition Commission of India as the thresholds mentioned under the Competition Act, 2002 are not breached under the Scheme of Amalgamation.

48. It is stated in the Application that the Scheme of Amalgamation does not in any way violate, override or circumscribe any provisions of the Act to the extent applicable and/or the rules, regulations and guidelines made under the Act.

49. Heard the learned Advocate for the applicants, perused the records, documents annexed to the application and affidavits filed in the instant proceedings and after hearing the submissions made on behalf of the applicants, the following orders are passed :

- a) In view of the consents given in affidavit form by all the equity Shareholders of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the meetings of the equity shareholders of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;
- b) In view of the fact that there are no Secured Creditors in Transferor Company No.1 and in the Transferor Company No.2, the convening and holding of separate meetings of the Secured Creditors of the Transferor Company No.1 and the Transferor Company No.2 do not arise ;
- c) In view of the consents given in affidavit form by the Unsecured Creditor of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Unsecured Creditor

of the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the separate meetings of the Unsecured Creditors of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;

- d) Separate meeting of the equity shareholders of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 12-30 P.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- e) Separate meeting of the Secured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 10-30 A.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- f) Separate meeting of the Unsecured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 11-30 A.M. for

the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;

(g) That at least 30 (thirty) clear days before the date of the said separate meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company, an advertisement convening the meeting and stating that copies of the said Scheme of Amalgamation and of the Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and a form of proxy can be obtained free of charge at the Registered Office of the concerned Applicant companies or at the office of their Advocates, be inserted once each in Business Standard, English language, Odisha edition and in Pagativadi, Oriya language, Odisha edition.

(h) That in addition, at least 30 (thirty) clear days before the separate meetings to be held as aforesaid, a notice convening the said meeting of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at the place and time as aforesaid together with a copy of the said Scheme of Amalgamation, a copy of the Statement required to be sent under the Act and the prescribed form of Proxy be sent by registered post or by hand or by courier or by e-mail addressed to each of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at their respective or last known addresses.

(i) To serve the notice as per requirements of sub-section (5) of Section 230 of the Companies Act, 2013 along with all the

documents including a copy of the Scheme and the Statement disclosing necessary details on the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, Odisha ; Income Tax Department, BSE & NSE, having jurisdiction over the Transferor company and the Transferee Company and such other relevant sectoral regulators/ authorities, if applicable, which are likely to be affected by the proposed scheme, by sending the same by hand delivery through special messenger or by registered post or speed post within 14 days from the date of this order for filing their representation, if any, within 30 days from the date of notice. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the applicants and/or their Advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 and Companies (Compromises, Arrangements & Arrangement) Rules, 2016 with necessary variations incorporating the directions therein.

- (j) That Mr. Dev Dhar Nagpal, Practicing Chartered Accountant (Mobile No. 9811081571) shall be the Chairperson/ Mr. Sidharth Aggarwal, Advocate (Mobile No. 9810271460) shall be the Alternate Chairperson for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 50,000/- (Rupees Fifty thousand only).

- (k) That Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant (Mobile No. 9437033628) shall be the Scrutinizer for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 25,000/- (Twenty five thousand only).
- (l) That Chairperson/Alternate Chairperson appointed for the said meetings or any person authorised by him do issue and send out the notice of the said meetings referred to above.
- (m) The quorum for meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee company be fixed in accordance with Section 103 of the Companies Act, 2013 present either in person or by proxy.
- (n) That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person(s) entitled to attend and vote at the meeting, is filed with the concerned Applicant Company at their Registered Office not later than forty eight hours before the meetings. The Chairperson shall have the power to adjourn the meeting, if necessary, and to conduct the procedure for the adjourned meeting as deemed necessary under the Act.
- (o) That the value of each equity shareholder, Secured Creditor and the Unsecured Creditor shall be in accordance with the respective books of the concerned Applicant Companies and where entries in

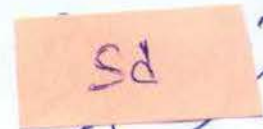
the books are disputed, the Chairperson concerned shall determine the value for the purpose of the meeting.

(p) That the Chairperson do report to this Court the results of the said meetings within four weeks from the date of the conclusion of the respective meetings and his report shall be verified by his affidavit.

50. The Application bearing No. CA(CAA) No. 566/KB/2018 is, accordingly, disposed of.

51. Parties and the Chairpersons to act on the order.

52. Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.



(Madan B Gosavi)

Member(Judicial)

GOUR_STENO

T R Chadha & Co LLP
Chartered Accountants



Private and Confidential

Date: 27th September, 2017

To,

Board of Directors

Indian Metals & Ferro Alloys Limited
IMFA Building,
Bomikhal, Rasulgarrh,
Bhubaneshwar, Odisha-751010

Board of Directors

B.Panda & Company Private Limited
IMFA Building,
Bomikhal, Rasulgarrh,
Bhubaneshwar, Odisha-751010

Sub: Recommendation of Share Exchange Ratio for the proposed Amalgamation of B. Panda & Company Private Limited (BPCO) in Indian Metals & Ferro Alloys Limited (IMFA).

Dear Sir / Madam,

We refer to our appointment for conducting share valuation and recommending a share exchange ratio for the proposed scheme of amalgamation, whereby Indian Metal and Carbide Limited (hereinafter referred to as 'IMCL') and B. Panda and Company Private Limited (hereinafter referred to as 'BPCO') will be merged with Indian Metals and Ferro Alloys Limited (hereinafter referred to as 'IMFA').

A. SUMMARY OF THE VALUATION RESULTS

We have carried out valuation of the following Companies and our respective reports have been submitted to you;

- Indian Metals and Ferro Alloys Limited
- B. Panda and Company Private Limited

In addition to merger of BPCO with IMFA, IMCL is also proposed to be merged with IMFA but there is no requirement for valuation of IMCL as IMCL is a wholly owned subsidiary of IMFA and as per the scheme, the existing paid-up share capital issued by IMCL will get cancelled and no further shares will be issued by IMFA to the shareholders of IMCL.

We must emphasize that the financial projections are prepared by the management of the respective companies and provided to us for the purpose of our analysis. The fact that we have considered the financial projections in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast



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used in the analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the financial projections. Since the financial projections relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. In accordance with our Engagement Letter(s) and in accordance with the customary approach adopted in valuation exercise, we have not audited, reviewed or otherwise investigated the historical financial information provided by the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial.

Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme, without our prior written consent.

We have estimated the value under DCF Method and NAV Method based on the Unaudited Provisional Financial Statements available on the latest closing date which is **31st August, 2017**, whereas the value under SEBI Method (Market Approach) has been estimated as per the SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

The Valuation opinion as per our report dated: 27th September, 2017 of the aforementioned companies is encapsulated below:

S.No	Company	Amount (in INR Crores)
i.	Valuation of Indian Metals and Ferro Alloys Limited	1,836.72
ii.	Valuation of B. Panda and Company Private Limited	948.02



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Shareholding details of subject Companies.

The details of shares outstanding as on 31st August 2017 in respect of the companies are as follows:

S.No	Company	Number of Equity Shares
i.	Indian Metals and Ferro Alloys Limited	26,977,053
ii.	B.Panda and Company Pvt. Limited	1,949

(As per Audited Balance Sheet of IMFA and Provisional Balance Sheet of BPCO)

B. DETERMINATION OF SWAP RATIO

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

The determination of value of a Company is not a precise art science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single Value based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for decision of the Fair Value of business for which the proposed merger/demerger shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.

Per share value of the respective companies is given below:

S. No.	Company	Amount (in INR)
i.	Per share equity value of Indian Metals and Ferro Alloys Limited	680.85
ii.	Per share equity value of B.Panda and Company Pvt. Limited	48,64,148.56



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The Share exchange ratio is accordingly given below:

7,14,428 (Seven Lakh Fourteen Thousand Four hundred and Twenty Eight) equity shares of Indian Metals and Ferro Alloys Limited of INR 10/- each fully paid-up will be issued for every 100 (One Hundred) equity shares in B. Panda and Company Private Limited. Based on the same, total 1,39,24,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) shares of IMFA of INR 10/- each fully paid-up will be issued to shareholders of BPCO. However, pursuant to the merger, intercompany shareholding by BPCO of 1,39,18,046 (One Crore Thirty Nine Lakh Eighteen Thousand and Forty Six) shares in IMFA will be cancelled out.

As advised by SEBI Regulations 76, with respect to Schedule 7 of SEBI(ICDR) Regulations, 2009 and the schemes which are pending with SEBI/Stock Exchanges as well as fresh schemes which will be filed hereafter, the valuation report shall display the workings, relative fair value per share and fair share exchange ratio in the following manner:

Computation of Fair Share Exchange Ratio:

Valuation Approach	IMFA Ltd.		BPCO Ltd.	
	Value Per Share	Weight	Value Per Share	Weight
Asset Approach	420.35	0%	48,64,148.56	100%
Income Approach	557.41	0%	-	-
Market Approach	680.85	100%	-	-
Relative Value per Share	680.85		48,64,148.56	
Exchange Ratio (rounded off)			7,14,428	

Ratio:

"7,14,428 equity share of IMFA Ltd of INR 10 each fully paid up for every 100 equity shares of BPCO Ltd."

Respectfully submitted,

For T R Chadha & Co LLP, Chartered Accountant

Aashish
Aashish Gupta
Partner
M.No. 097343



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Date: 28th September 2017

To,
 The Board of Directors,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh
 Bhubaneswar, Orissa - 751010

Sub: Fairness opinion on consideration to equity shareholders of B. Panda and Company Private Limited with regards to proposed scheme of Amalgamation of Indian Metals & Carbide Limited (IMCL) and B. Panda and Company Private Limited (BPCO) (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (IMFA) (Transferee Company).

Dear Sir,

As Per Engagement Letter dated 20th Sept 2017 we are pleased to provide Fairness Report on proposed Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).

1) Background & Purpose of Engagement

I. Indian Metals and Ferro Alloys Ltd. (Transferee Company)

Indian Metals and Ferro Alloys Ltd. (CIN: L27101OR1961PLC000428) is a Company incorporated under The Companies Act, 1956 having registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010

Indian Metals and Ferro Alloys Ltd. is listed on BSE Limited (BSE) & National Stock Exchange of India Ltd. (NSE) having Security Code / Symbol as "533047" on BSE & IMFA on NSE. We have been provided with the draft Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).



SEBI Regn Nos.
 INB 230653536, INF 230653536, INE 230653536 (NSE)
 INB 010653534, INF 010653534 (BSE)
 INB 030757035 (CSE), INE 260653536 (MCX-SX)
 IN-DF-CDSL-506-2009 (DP-CDSL)
 MB:INM00011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1995PTC071182
 An ISO 9001 : 2008 COMPANY

Registered Office :
 Mayfair Tower, 2, Palm Avenue, Kokate-700015, (India)
 Tel : 91-33-30028574-583, Fax : 91-33-3058-0562
 Dealing Room : 91-33-22810560-63, 30580560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapi.com

The share capital of Indian Metals and Ferro Alloys Ltd. as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 Ind series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

II. Indian Metals & Carbide Limited (Transferor Company 1)

Indian Metals & Carbide Limited (CIN: U27209OR1973PLC000598) is a company incorporated under The Companies Act, 1956 having Registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010. The Company is 100% subsidiary of Indian Metals and Ferro Alloys Ltd.

The share capital of Indian Metals & Carbide Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-



III. B. Panda and Company Private Limited (Transferor Company 2)

B. Panda and Company Private Limited (CIN: U74210OR1965PTC000478) is a Company incorporated under The Companies Act, 1956 having Registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa - 751006.

The share capital of B. Panda and Company Private Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

2) Scope of Engagement

We understand that the Board of Directors of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. are proposing to amalgamate Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company) from appointed date, which has been proposed as April 01, 2017 in the draft scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013 (herein referred to as scheme of Amalgamation).

Indian Metals and Ferro Alloys Ltd. vide engagement letter dated 20th September 2017 has engaged *BNK Securities Private Limited*, SEBI Registered Merchant Banker (*SEBI Registration No. INB 230653536*) to give fairness opinion with regards to the Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd.



3) Source of Information

For the Purpose of Fairness Opinion Certificate, we have relied upon the following documents as received from the Transferor Companies and Transferee Company.

1. Draft Scheme of Amalgamation for the merger of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company)
2. Annual Reports and List of Shareholders as on 31st March 2017. (Applicable for both Transferor & Transferee Companies)
3. Financial Statements and List of Shareholders as on 31st August 2017. (Applicable for both Transferor & Transferee Companies)
4. Valuation Report of Equity shares of Indian Metals and Ferro Alloys Ltd. by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.
5. Valuation Report of Equity shares of B. Panda and Company Private Limited by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.

4) Rationale:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.



The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

5) Valuation Report

In the Proposed Scheme of Amalgamation the Transferee Company will issue Shares to the Existing Shareholders of the Transferor Companies in the following Ratios and Cross holding of the Transferor Companies and Transferee Company will be cancelled as a result of which the Shareholding of the Transferee Company will change in Post Merger:

I. Indian Metals & Carbide Ltd. (Transferor Company 1)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.

II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.



The Valuation Reports received by the Companies Indian Metals and Ferro Alloys Ltd. & B. Panda and Company Private Limited from T R Chadha & Co LLP. Has proposed allotment of 13,924,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) equity shares of Rs. 10/- (Rupees Ten Only) each. However, as per the draft scheme it is proposed to allot 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each to the shareholders of B. Panda and Company Private Limited.

6) Disclaimer / Limitation/ Warranties and Caveat

1. This Report is prepared by us solely for the purpose and scope set out in this Report. It should not be copied, disclosed, circulated, quoted or referred to either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued and the purpose mentioned herein. We will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report without our written permission in each instance. The material is true only as of date of this letter. We assume no responsibility to update or revise the opinion based upon events or circumstances that occur later on.
2. We provide this report based on the information provided explanation given. Draft Scheme of Amalgamation provided to us, representations made by management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., & Valuation Reports of Independent Chartered Accountant. We have neither checked, audited nor independently verified such information and representations. We have solely relied on explanations, information, papers, reports, documents only and accepted all those information provided to us as consistent and accurate on "as is" basis and have considered the information provided by them in this Report in good faith and in the belief that such information is neither false nor misleading.
3. This report is issued on the understanding that the Management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. has drawn our attention to all matters of which they are aware concerning the financial position of the business of the company, which may have an impact on our opinion up to the date of issue. Our views are necessarily based on economic market and other conditions currently in effect. We however, have no obligation to update this Report for events, trends or transactions relating to the Company or the market/ economy in general & occurring subsequent to the date of this Report. We reserve the right to amend or replace the report at any time. We do not hold ourselves responsible or liable for any losses damages, costs, expenses or outgoings whatsoever and however caused, incurred, sustained or arising out of errors due to false, misleading wrong provisioning, assurance or incomplete information or documentations being provided to us due to any acts or omissions of any other persons.



4. We have no present interest in Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Our fairness Opinion do not express any opinion on the sustainability or other wise of entering into any transactions with Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Further BNK Securities Private Limited nor any members of the team working on the Fairness Opinion on Certificate of Advisory have been influenced or undertaken, advocating a management position in determining the value.
5. We owe responsibility only to the Board of Directors of the Company who have retained us and nobody else. BNK Securities Private Limited does not accept any liability to any third party in relation to the issue of this Report. Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or documents given to third parties without our prior written consent except to Equity Shareholders of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., BSE Limited & National Stock Exchange of India Ltd. or Securities Exchange Board of India. We retain the right to deny permission for the same.
6. We also clarify and confirm that we are Merchant Banker (SEBI Registration No. INB 230653536) Registered with Securities and Exchange Board of India and that the registration is valid as of the date of signing of this report.

7) Opinion

On the basis of the above information and explanation provided to us by the management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. and perusal of the Scheme of Amalgamation. The Transferee Company will issue shares to shareholders of the transferor Companies in the following ratios and cross holding of the Transferee and transferor Companies will be cancelled. The Company has obtained Valuation Reports from an Independent Chartered Accountant:

I. Indian Metals & Carbide Ltd. (Transferor Company I)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company I upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.



II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.

8) Conclusion

In light of the above and based on our examination of the reports of T R Chadha & Co LLP on valuation of Share Swap Ratio & Amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) and such other undertakings & explanations provided to us by the Companies, our independent analysis and evaluation subject to scope & limitations as mentioned herein above and as per applicable SEBI guidelines & to the best of our knowledge and belief, we are of the opinion that the Share Entitlement Ratio for the proposed amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) is fair.

Thanks and Regards

For BNK Securities Private Limited


Ajit Khandelwal
Director
SEBI Registration No. INB 230653536



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
Bhubaneswar-751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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5th January, 2018

The General Manager
(Corporate Services)
BSE Limited
Floor 25, P.J. Towers
Dalal Street, Fort
Mumbai-400001
Scrip Code: 533047

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

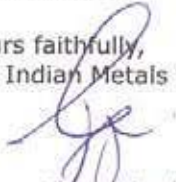
Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 70569 filed with BSE Limited ("BSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited


(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



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Odisha, India

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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
			Not Applicable

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary



Date: 5th January 2018



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
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Odisha, India

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25th January, 2018

To,
Manager- Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 14252 filed with National Stock Exchange of India Limited ("NSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
			Not Applicable

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Date: 25th January 2018



DCS/AMAL/SD/R37/1048/2017-18

February 15, 2018

The Company Secretary
INDIAN METALS & FERRO ALLOYS LTD.
 IMFA Building, Bhubaneswar,
 Orissa- 751010

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited.

We are in receipt of Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 15, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited, B. Panda & Company Private Limited is included in the abridged prospectus as per the format specified in the circular."
- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Copy of the NCLT approved Scheme;



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
 Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
 T: +91 22 2272 1234/333 | E: corp.comm@bseindia.com | www.bseindia.com
 Corporate Identity Number : L67120MH2005PLC155188

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Sr. Manager





Ref: NSE/LIST/14578

February 15, 2018

The Company Secretary
 Indian Metals & Ferro Alloys Limited
 IMFA Building,
 Bhubaneswar,
 Orissa – 751010.

Kind Attn: Mr. Smruti R Ray

Dear Sir,

Sub: Observation Letter for Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors.

This has reference to Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors NSE on November 30, 2017.

Based on our letter reference no Ref: NSE/LIST/36591 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated February 15, 2018, has given following comments on the draft Scheme of Amalgamation:

1. *Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B.Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.*
2. *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
3. *Company shall duly comply with various provisions of the circulars.*
4. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
5. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any



contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from February 15, 2018, within which the Scheme shall be submitted to the NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS AND FERRO ALLOYS LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "**Board**") of **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company"** or the "**Company**") at its meeting held on September 28, 2017 approved the Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("**IMCL**" or the "**Transferor Company 1**"), **B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2")** and **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company" or the "Company")** and their respective shareholders and creditors (the "**Scheme**") for the amalgamation of IMCL, a wholly owned subsidiary of the Company and BPCO, a holding company of the Company, into the Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (1.a) Draft Scheme as recommended by the Audit Committee of the Company;
 - (1.b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, independent Chartered Accountants ("**Valuation Report**");
 - (1.c) Fairness Opinion dated September 28, 2017 issued by BNK Securities Pvt Ltd, an independent Category-I Merchant Banker ("**Fairness Opinion**"); and
 - (1.d) Report of the Audit Committee of the Board of Directors dated September 28, 2017.



IMFA Building
Bhubaneswar -751010
Odisha, India

Corporate Identity No.
L27101081961PLC000428

TEL +91 674 3051000
+91 674 2580100
FAX +91 674 2580020
+91 674 2580145

mail@imfa.in

www.imfa.in

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMFA:

5. The Scheme, amongst others, contemplates the following arrangement:

(1.a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**

> For amalgamation of IMCL into IMFA:

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

> For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMCL as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and Undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

(1.b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

(1.c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

Thus, under the Scheme, an arrangement is sought to be entered into between IMFA and its equity shareholders.



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6. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
7. IMFA has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
8. IMFA has no outstanding public deposits and therefore, the effect of the Scheme of any such public deposit holders does not arise.
9. Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.
10. As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
11. The directors, key managerial personnel of IMFA and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/or to the extent that the following directors, namely, Mr Baijayant Panda, Mr Subhrakant Panda and Mrs Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board

(Chitta Ranjan Ray)
Whole-time Director
DIN: 00241059

Date: 28th September 2017
Place: Bhubaneswar

INDIAN METALS & CARBIDE LIMITED

Regd Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS & CARBIDE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of Indian Metals & Carbide Limited at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2" or the "Company") and Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of the Company, a wholly owned subsidiary of the Transferee Company and BPCO, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMCL:

5. The Scheme, amongst others, contemplates the following arrangement:
 - (a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**
 - **For amalgamation of IMCL into IMFA:**
Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire



INDIAN METALS & CARBIDE LIMITED

Regd Office:IMFA Building,Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

➤ For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

- (a) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;
 - (b) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;
6. All the equity shares of IMCL are held by its promoters. Accordingly, IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 8. IMCL has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
 9. IMCL does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
 10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.



INDIAN METALS & CARBIDE LIMITED

Regd Office:IMFA Building,Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

11. The directors, key managerial personnel of IMCL and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/or to the extent that the following director, namely, Mr. Baijayant Panda is promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.

12. No special valuation difficulties were reported.

By Order of the Board

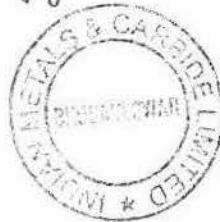

(Chitta Ranjan Ray)

Director

DIN:00241059

Date: 28th September 2017

Place: Bhubaneswar



B. PANDA AND COMPANY PRIVATE LIMITED

Regd. Office : IMFA Building, Bhubaneswar-751010, Odisha, India,

Tel: 91 674 2580100, 2580125 fax: 91 674 2580020

Corporate Identity No. U74210OR1965PTC000478

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF B. PANDA AND COMPANY PRIVATE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of **B. Panda and Company Private Limited** at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), **B. Panda and Company Private Limited** ("BPCO" or the "Transferor Company 2" or the "Company") and **Indian Metals and Ferro Alloys Limited** ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of IMCL, a wholly owned subsidiary of the Transferee Company and the Company, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF BPCO:

5. The Scheme, amongst others, contemplates the following arrangement:

(a) Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:

➤ For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.



➤ For amalgamation of IMCL into IMFA:

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

(b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

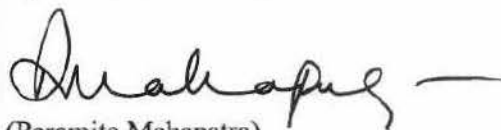
(c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

6. All the equity shares of BPCO are held by its promoters. Accordingly, BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.

7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
8. BPCO has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
9. BPCO does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.
11. The directors, key managerial personnel of BPCO and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following directors, namely, Dr. Banshidhar Panda, Mr. Baijayant Panda, and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board



(Paramita Mahapatra)

Director

DIN: 00143058



Date: 28th September 2017

Place: Bhubaneswar



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BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

Sub: Certificate on adequacy and accuracy of disclosures of information pertaining to B. Panda and Company Private Limited and Indian Metals & Carbide Limited in relation to proposed scheme of amalgamation ("Scheme") amongst Indian Metals & Carbide Limited ("IMCL" or "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or "Transferor Company 2"), Indian Metals and Ferro Alloys Limited ("IMFA" or "Transferee Company") and their respective shareholders and creditors.

Dear Sirs,

We, BNK Securities Pvt Ltd (hereinafter referred to as "BNK" or "We"), SEBI registered Merchant Bankers, having license number MB / INM000011641 have been appointed by the management of IMCL and BPCO respectively for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to IMCL and BPCO in connection with the proposed Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a scheme of arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.



SEBI Regn No.
 INF 230653536, INF 230653536, INF 230653536 (NSE)
 INF 010653534, INF 010653534 (BSE)
 INF 030757035 (CSE), INF 200653536 (MCX-SX)
 IN-CP-CDSL-598-2609 (DP-CDL)
 MS/INM000011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1999PTC071182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India)
 Tel. : +91-33 4602 2160-63, Fax : +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapital.com

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entities viz. BPCO and IMCL and is not an opinion on the proposed Scheme or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by IMFA, IMCL & BPCO, explanations provided by the management of IMFA, IMCL & BPCO and information which is available in the public domain and wherever required, the appropriate representations from IMFA, IMCL & BPCO and others have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

IN THE NATURE OF ABRIDGED PROSPECTUS –MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION BETWEEN INDIAN METALS & CARBIDE LIMITED AND B. PANDA AND COMPANY PRIVATE LTD. AND INDIAN METALS AND FERRO ALLOYS LTD AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE “SCHEME”)

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSIST OF 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosure in abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Indian Metals and Ferro Alloys Ltd (hereinafter referred to as “IMFA” or the ‘Transferee Company’) is listed on the BSE Ltd. and National Stock Exchange of India Ltd. (hereafter collectively referred to the “Stock Exchanges”) pursuant to the scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of Indian Metals and Carbide Limited (hereafter referred to as “IMCL” or the ‘Transferor Company 1’). The equity shares so issued will be listed on the Stock Exchange under the Regulation 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Company and Transferee Company and the Audit Committee of the Transferee Company vide their resolution dated 28th September 2017 A Copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India (“SEBI”)



INDIAN METALS & CARBIDE LIMITED
Registered and Corporate Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937299350 Fax: +91 674 2580020 and 2580145 CIN : U272090OR1973PLC000598 Email: IMCL@imfa.in
PROMOTER : INDIAN METALS AND FERRO ALLOYS LIMITED

INDIAN METALS & CARBIDE LIMITED is an unlisted public limited company incorporated on November 26, 1973 bearing Corporate Identification Number U272090OR1973PLC000598. The Registered office is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751010 and forms part of the Promotor group of IMFA. IMCL is inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

It is proposed to amalgamate IMCL with IMFA pursuant to the Scheme.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue / Offer would not be applicable as this issue is only to the shareholders of IMCL, pursuant to the Scheme without any cash consideration. Hence the procedure with respect to GiD may be applicable only to the limited extent as specifically provided.

ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;




- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of an IMCL pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue / reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants / instruments / agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of IMCL will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.

Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, {+/- % change in closing benchmark}		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				




Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616 Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR G PANDA & CO. BIJU PATNAIK CHOWK, TULASIPUR, CUTTACK – 753 008 PH: - 91-671-2301348, 2301349 EMAIL: gpandaco@yahoo.com Registration No: 303123E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

Promoters of IMCL

IMFA is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA building, Bomikhal, Rasulgarh, Bhubaneswar – 751010. The equity shares of IMFA are listed on both the BSE Ltd and National Stock Exchanges of India Ltd.

IMFA is India's largest fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognised globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

Past Merger information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

List of top largest group companies as per part A, Schedule viii, Regulation 2, item (ix)(C)(2) SEBI (ICDR) Regulations, 2009 are:-

1. Indian Metals and Ferro Alloys Limited



Details authorized, subscribed, issued and paid-up share capital as At 30th June, 2018

Authorised Share Capital:	45,00,000 Equity Shares of Rs 10/- each 50,000 Preference Shares of Rs 100/- each	Rs 4,50,00,000 Rs 50,00,000
Issued, Subscribed and Paid-up Share Capital	10,79,996 Equity Shares of Rs 10/- each	Rs 1,07,99,960

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

IMCL was incorporated on November 26, 1973 within the jurisdiction of the Registrar of Companies, Cuttack bearing Corporate Identification Number U272090OR1973PLC000598 . The Registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751006. IMCL is a wholly owned subsidiary of Indian Metals & Ferro Alloys Limited. IMCL inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Businesses Consolidation
- Rationalize and streamline the ownership structure

Board of Directors of IMCL as on 20th July, 2018:

Sr.No	Name of Directors, Age and Date of appointment	Designation(Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1.	CHITTA RANJAN RAY (73 Years) 21 st March, 2008	Director	00241059	Mr Chitta Ranjan Ray has a Bachelor of Science in Electronics from Burdwan University. He has a long career spanning over 48 years in IMFA. His successful supervision of all important aspects of operations and projects in IMFA has made him the IMFA's Whole-time Director. Besides, he is responsible for overall Health, Safety and Environment (HSE)




				Compliance of IMFA.
2.	DEEPAK KUMAR MOHANTY (56 Years) 18 th January, 2007	Director	00288572	An engineer with 30 years of work experience in varied capacity and presently heading Ferro Alloys Business Unit of IMFA)
3.	ASHOK KUMAR NAYAK (55 Years) 21 st April, 2018	Director	08114116	A Cost Accountant having more than 30 years of experience in the field of Finance, Accounts and Taxation

Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	14 th January, 1974	14 th July, 2017 (Retired by Rotation) Due to demise
Baijayant Panda	18 th February, 1992	16 th July, 2017 (Retired by Rotation)-
Ashok Kumar Nayak	21 st April, 2018	-

Details of means of finance : Not applicable

Change in the Auditors: No

OBJECTS

The Scheme will benefit Transferor Company and the Transferee Company and their respective shareholders and also the creditors in various ways including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. Create enhanced value for all stakeholders of the respective companies; and
- e. Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.




Terms of issuance of Convertible Security, if any – Not Applicable

SHAREHOLDING PATTERN OF IMCL AS ON 30TH JUNE 2018

Name of the Equity shareholders:	No of equity shares	% of holding
1. Indian Metal & Ferro Alloys Limited (IMFA)	1079958	99.99
2. Mr. Sanatan Dash (beneficial interest with IMFA)	32	0.003
3. Mr. A K Nayak (beneficial interest with IMFA)	1	0.0001
4. Mr. R K Sahoo (beneficial interest with IMFA)	1	0.0001
5. Mr. C R Ray (beneficial interest with IMFA)	1	0.0001
6. Mr. S R Ray (beneficial interest with IMFA)	1	0.0001
7. Mr. S K Padhi (beneficial interest with IMFA)	1	0.0001
8. Mr. U C Pattanayak (beneficial interest with IMFA)	1	0.0001
	1079996	100%

AUDITED FINANCIALS

Figures in Rupees

Particulars	As at 31 st March, 2018	As at March 31, 2017	As at March 31, 2016
Total Income from Operations (net)	0	0	0
Less: Profit(+)/Loss(-) before tax and extraordinary items	-4,36,838	-1,56,920	-6,67,133
Net Profit(+) / Loss(-) after tax and extraordinary items	-441,002	-1,56,920	-6,67,133
Equity Share Capital	1,07,99,960	1,07,9,9960	1,07,99,960
Reserve and Surplus/ Other Equity	-93,89,984	-89,48,982	-87,92,062
Net Worth	14,09,976	18,50,978	20,07,898
Basic and Diluted earnings per share	-0.41	-0.15	-0.62
Return on net worth (%)	-31.28%	-8.48%	-33.23%
Market value per share	1.31	1.71	1.86

INTERNAL RISK FACTORS

IMCL: Since IMCL is wholly owned subsidiary and dependent upon IMFA, there is no internal risk. Moreover, this is a unlisted company and could not utilize its assets because of fund constraint. Hence the amalgamation is required to reduce its overheads and better utilization of assets in its parent Company. There is no perceived internal risks to IMFA pursuant to the proposed Scheme amalgamation.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

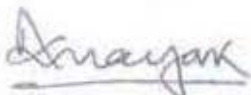
- A. 2 nos of demand notices both dated 30.11.2017 from Mining Officer,Phulbani were received by IMCL in respect of its Kalasulia quart mines (claiming Rs.42,59,472/-) and Sekamal quartz Mine (claiming Rs.3,77,131/-) for alleged excess production.
- B. Revenue case-2 Nos Mutation cases filed by IMCL at Khaparakhoh Tahasil in respect of its purchased land (Ac.2.82 under Jallabahal Village and Ac.2.47 under Buromal village)
- C. Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a and b - Nil.
- D. Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - Same and accept above – save and accept above mentioned point a and b - Nil
- E. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: Same and accept above – save and accept above mentioned point a and b - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY : NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For INDIAN METALS & CARBIDE LIMITED



Ashok Kumar Nayak
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018





www.bnkcapi.com

BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

Sub: Certificate on adequacy and accuracy of disclosures of information pertaining to B. Panda and Company Private Limited and Indian Metals & Carbide Limited in relation to proposed scheme of amalgamation ("Scheme") amongst Indian Metals & Carbide Limited ("IMCL" or "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or "Transferor Company 2"), Indian Metals and Ferro Alloys Limited ("IMFA" or "Transferee Company") and their respective shareholders and creditors.

Dear Sirs,

We, BNK Securities Pvt Ltd (hereinafter referred to as "BNK" or "We"), SEBI registered Merchant Bankers, having license number MB / INM000011641 have been appointed by the management of IMCL and BPCO respectively for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to IMCL and BPCO in connection with the proposed Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a scheme of arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.



SEBI Regn No.
 PIN 23065353, INF 23065353, ISE 23065353 (NSE)
 INF 01065353, INF 01065353 (BSE)
 INF 030757035 (CSE), ISE 26065353 (MCX-SX)
 IN-DP-CDSL-508-2009 (DP-CDSL)
 MB/INM00011641-CATEGORY I MERCHANT BANKER

CIR No. : US7120WB1995PTC01182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India)
 Tel: +91-33 4902 2160-63, Fax: +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapi.com

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entities viz. BPCO and IMCL and is not an opinion on the proposed Scheme or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by IMFA, IMCL & BPCO, explanations provided by the management of IMFA, IMCL & BPCO and information which is available in the public domain and wherever required, the appropriate representations from IMFA, IMCL & BPCO and others have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

IN THE NATURE OF ABRIDGED PROSPECTUS –MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION BETWEEN INDIAN METALS AND CARBIDE LIMITED AND B. PANDA AND COMPANY PRIVATE LTD. AND INDIAN METALS AND FERRO ALLOYS LTD AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME")

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSIST OF 9 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosure in abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Indian Metals and Ferro Alloys Ltd (hereinafter 'IMFA' or the 'Transferee Company') is listed on BSE Ltd. and National Stock Exchange of India Ltd. (hereafter collectively referred to the "Stock Exchanges") pursuant to the scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of B. Panda and Company Private Ltd. (hereinafter 'BPCO' or the 'Transferor Company 2'). The equity shares so issued will be listed on the Stock Exchange under the Regulation 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GiD (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Company and Transferee Company and the Audit Committee of the Transferee Company vide their resolution dated 28th September 2017 A Copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India ("SEBI")



B. Panda and Company Private Ltd
Registered and Corporate Office: IMFA Building, Bomikhal, Rasuigarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937297067 Fax: +91 674 2580020 and 2580145
CIN : U74210OR1965PTC000478
Email: bpco@imfa.in
PROMOTER : B PANDA TRUST, MANAGING TRUSTEE – MR. BAIJAYANT PANDA

Dr. Bansidhar Panda, Managing Trustee of B PANDA TRUST prior to Mr. Baijayant Panda, passed away on 22nd May, 2018.

OFFER DETAIL LISTING AND PROCEDURE

B. PANDA AND COMPANY PRIVATE LIMITED IS A PRIVATE LIMITED COMPANY INCORPORATED ON FEBRUARY 20, 1965 BEARING CORPORATE IDENTIFICATION NUMBER U74210OR1965PTC000478. THE REGISTERED OFFICE IS CURRENTLY LOCATED AT IMFA BUILDING, BOMIKHAL, RASULGARH, BHUBANESWAR, ORISSA – 751010 AND FORMS PART OF THE PROMOTER GROUP OF IMFA. BPCO IS THE HOLDING COMPANY OF IMFA OWNING AND HOLDING 1,39,18,046 EQUITY SHARES OF FACE VALUE OF INR 10/- EACH CONSTITUTING 51.59% OF THE ENTIRE ISSUE SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF IMFA. BPCO IS ENGAGED IN THE BUSINESS OF INVESTING, HOLDING AND MANAGING INVESTMENTS IN SHARES OF GROUP COMPANIES.

IT IS PROPOSED TO AMALGAMATE BPCO WITH IMFA PURSUANT TO THE SCHEME, AS A RESULT OF WHICH SHAREHOLDERS OF BPCO (WHO ARE ALSO THE PROMOTERS OF IMFA), SHALL DIRECTLY HOLD SHARES IN IMFA.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

DETAILS ABOUT THE BASIS FOR THE SHARE EXCHANGE RATIO MENTIONED IN THE SCHEME AND THE VALUATION REPORT DATED SEPTEMBER 27, 2017 ISSUED BY M/S. T.R. CHADHA & CO. LLP INCLUDING THE SHARE EXCHANGE RATIO AND FAIRNESS OPINION DATED SEPTEMBER 28, 2017 ISSUED BY BNK SECURITIES PVT. LTD. WILL BE AVAILABLE ON THE WEBSITES OF THE ISSUING COMPANY, BSE AND NSE.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of BPCO, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.




ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of BPCO pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue/ reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants/ instruments/ agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of BPCO will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.



Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, [+/- % change in closing benchmark]		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				

Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616; Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR SOURJYA & BISWAJIT, CHARTERED ACCOUNTANTS, A/23, SAHEEDNAGAR, NEAR AANGAN RESTAURANT, BHUBANESWAR, 751007 PH: - :- 0674-2549861 / 2549862 EMAIL: sbcabbsr@gmail.com Registration No.: 322779E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

History of IMFA:

IMFA established in 1961 in the Eastern State of Odisha known for its rich natural resources, IMFA is India's largest, fully integrated producer of ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chore ore mining tracts. It's unique from the quality perspective due to comprehensive ISO 9001 Quality Management certification besides ISO 14001 Environment Management and ISO 18001 Occupational Health & Safety certification.

IMFA recognized globally as a reliable and cost-competitive producer with particular focus on customer satisfaction. Over the years, developed long standing relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, AIA Engineering Ltd and Viraj Profiles Ltd are IMFA's leading customers.

The company has following Business Segments:

- Ferro Alloy Segment
- Mining Segment
- Power Segment



1. **Ferro Alloy Segment:** The Company has installed six furnaces at Therubali and Choudwar in Odisha, with installed furnace capacity of 187 MVA. This has made IMFA the largest producer of Ferro chrome in India capable of producing up to 2,75,000 tonnes per annum.

2. **Mining Segment:** The Company's captive mines have an Environmental Clearance limit of 6.5 lakh tonnes per annum at present and meet most of the requirement with a small quantity of ore being imported.

3. **Power Segment:** The Company's captive power generation capacity stands at 261 MW comprising of 228 MW coal-based capacity, a 30 MW dual fuel unit which operates on a mixture of coal and furnace gas and 3 MW of Solar Power Plant.

Past Merger Information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

PROMOTERS OF BPCO

B Panda Trust: Managing Trustee is Dr Bansidhar Panda, aged 86 years and was a Promoter & Non-Executive Director of BPCO who passed away on 22nd May, 2018. Dr. Panda was a scientist of international repute and founder and Chairman Emeritus of Indian Metal & Ferro Alloys Limited and had been the Director of the Company since January, 1974. He obtained Degrees from Benaras Hindu University, Harvard University and Michigan Technological University. Dr. Panda served on Boards of Air India and Hindustan Aeronautics Limited. Besides, he had been the former Chairman of the Board of Governors of NIT, Rourkela and members on the governing Boards of IIT, Kharagpur and IIM, Kolkata.

List of top 5 largest listed group companies: Indian Metals and Ferro Alloys Limited

Details Authorized, Subscribed, Issued and Paid-up share capital As at 30th June, 2018

Authorised Share Capital:	75,000 Equity Shares of Rs 100/- each	Rs 75,00,000
Issued, Subscribed and Paid-up Share Capital	1,949 Equity Shares, Rs 100/- each	Rs 1,94,900



BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

BPCO was incorporated on 20th February, 1965 as a private limited company within the jurisdiction of the Registrar of Companies, Cuttack. BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Business Consolidation
- Rationalize and streamline the ownership structure

BOARD OF DIRECTORS OF BPCO AS ON 20th JULY, 2018:

Sr.No	Name of directors, Age and Date of Appointment	Designation (Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1	BAIJAYANT PANDA (54 YEARS) 19 th September, 1992	Director	00297862	Mr Baijayant Panda majored with a degree in Scientific and Technical Communication from Michigan Technological University in 1985. He is in the Company since 19 th September 1992. He is currently Vice Chairman of Indian Metals and Ferro Alloys Limited. He has rich experience in the ferro alloys industry besides having founded Ortel Communications Ltd. In the past, he has been associated with the Government of Odisha's Industrial Advisory Committee. Besides, he has been a Director on the Industrial Promotion and Investment Corporation of Odisha (IPICOL).
2	PARAMITA MAHAPATRA (53 YEARS) 17 th March, 1999	Director	00143058	Mrs Paramita completed her Post Graduation in Personal Management and Industrial Relations from Utkal University with a Gold Medal. She is in the Company since 17 th March, 1999. She has handled several responsibilities in Indian Metals and Ferro Alloys Limited before becoming the Managing Director of UMSL Ltd.
3	SUBHRAKANT PANDA (47 YEARS) 28 th November, 2011	Director	00171845	Mr Subhrakant Panda holds a Bachelor of Science Degree in Business Administration from the School of Management, Boston University. He graduated with honours summa cum laude with a dual



				concentration in Finance and Operations Management. Mr Panda has been recognised with several awards for his outstanding scholastic achievements. He is in the Company since November 2017. He is currently Managing Director of Indian Metals and Ferro Alloys Limited. He is the Chairman of Federation of Indian Chambers of Commerce & Industry (FICCI) - Odisha State Council.
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Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	20 th February, 1965	22 nd May, 2018 Due to demise
Subhrakant Panda	28 th November, 2017	-

Details of means of finance: - Not applicable

Change in the Auditors: Yes

Name of Auditor	Date of appointment/reappointment	Date of cessation	Reasons for change
Raghunath Rai & Co.	-	25 th May, 2018	Due to pre-occupation
Sourjya & Biswajit	6 th July, 2018	-	-

OBJECTS

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- Reduce overheads and administrative, managerial and other expenditure;
- Provide greater efficiency and more optimal utilization of resources;
- Reduce legal and regulatory compliances;
- create enhanced value for all stakeholders of the respective companies; and
- reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Terms of issuance of Convertible Security, if any – Not Applicable




SHAREHOLDING PATTERN OF BPCO AS ON 30TH JUNE 2018 IS AS FOLLOWS:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
1.	B. Panda Trust	1948	100%	Not applicable since post sanction of the Scheme, BPCO shall be dissolved without being wound-up.	
2.	Mrs. Paramita Mahapatra (Beneficial interest with B Panda Trust)	1			
	Total	1949	100%		

SHAREHOLDING PATTERN OF IMFA COMPANY AS ON 30TH JUNE 2018:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
A	<i>Promoter & Promoter group</i>				
01	B Panda and Company Pvt Ltd	1,39,18,046	51.59	----	----
02	Raila Enterprises Pvt Ltd	6,08,078	2.25	6,08,078	2.25
03	Subhrakant Panda	2,18,095	0.81	2,18,095	0.81
04	Paramita Mahapatra	6,40,115	2.37	6,40,115	2.37
05	Nivedita Ganapathi	2,17,539	0.81	2,17,539	0.81
06	Baljayant Panda	2,17,539	0.81	2,17,539	0.81
07	Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
08	B Panda Trust	----	----	1,39,18,046	51.59
	<i>Total promoter shareholding</i>	1,58,31,856	58.69	1,58,31,856	58.69
B	<i>Non-promoter shareholding</i>				
	Public shareholding	1,11,45,197	41.31	1,11,45,197	41.31
	Total (A+B)	2,69,77,053	100.00	2,69,77,053	

AUDITED FINANCIALS

Figure in Rupees

Particulars	As at March 31,2018	As at March 31, 2017	As at March 31, 2016
Total income (net)	13,91,86,508	13,92,11,210	1,88,11,820
Net Profit before tax and extraordinary items	13,59,06,100	13,33,36,421	1,85,66,896

Net Profit after tax and extraordinary items	13,64,05,760	13,33,00,989	1,85,66,896
Equity Share Capital	1,94,900	1,94,900	1,94,900
Reserve and Surplus/ Other Equity	24,59,20,040	15,82,22,050	-49,97,168
Net Worth	24,61,14,940	15,84,16,950	-48,02,268
Basic and Diluted earnings per share	69,988	68,395	9,526
Return on net worth (%)	55.42	84.15	-386.63
Net asset value per share	1,26,277	81,281	(-)2,464

INTERNAL RISK FACTORS

BPCO is an unlisted private limited company and holds only IMFA shares, the consolidation ensures reduction of overhead and better management under IMFA as the shares gets cancelled and the same being issued to the promoters of BPCO. There is no perceived internal risk to IMFA pursuant to the proposed Scheme of Amalgamation.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

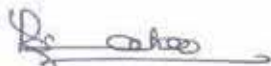
- No case by or against BPCO. (Except transfer of certain landed properties to UREPL and BRPL in view of investment companies merger order by OHC)
- Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a - Nil.
- Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - save and accept above mentioned point a - Nil
- Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: save and accept above mentioned point a - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For B. Panda and Company Private Limited



Rabindra Kumar Sahoo
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018



INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals and Ferro Alloys Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Indian Metals and Ferro Alloys Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation



of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Emphasis of Matters

- (a) We draw attention to Note No. 6.1 to the standalone Ind AS financial statements relating to the Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Company has initiated arbitration proceedings for protecting its said investment.
- (b) We draw attention to Note Nos. 45 and 46 to the standalone Ind AS financial statements relating to the Company's exposure in a subsidiary and non-recognition of income from interest on unsecured loan given to the subsidiary, respectively. These matters have arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



Continuation Sheet

HARIBHAKTI & CO. LLP

Chartered Accountants

- (2) As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. The matters described in the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note Nos. 6.1,38,45,46,47,48,49 and 50 to the standalone Ind AS financial statements;
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103526WYW100048

A. K. Jhunjunwala

Anand Kumar Jhunjunwala
Partner
Membership No.056613

Bhubaneswar
21st May, 2018



ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

- (i)
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) According to the information and explanations given to us, major portion of fixed assets has been physically verified by the Company's Management ("management") during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
 - (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification.
- (iii) The Company has granted unsecured loan to a Company covered in the register maintained under Section 189 of the Act.
- (a) According to the information and explanations given to us, we are of the opinion that the terms and conditions of the grant of the aforesaid loan are not prejudicial to the Company's interest, except that the loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future, which may be prejudicial to the Company's interest as the borrower's ability to repay/pay such loan/interest is contingent on the outcome of certain matters as detailed in Note No. 45 to the standalone Ind AS financial statements.
 - (b) According to the information and explanations given to us, the aforesaid loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future. As no such demand has been raised by the Company till date, clause (b) is not applicable in this case.
 - (c) As explained in (b) aforesaid, there is no amount which is overdue.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of Sections 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.



Continuation Sheet

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(vii)

- (a) According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the dues as at 31st March, 2018 of income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	17.45	Assessment Years 1987-88 to 1989-90	Orissa High Court
Income Tax Act, 1961	Income Tax	29.43	Assessment Year 2015-16	Commissioner of Income Tax (Appeals)
Odisha Sales Tax Act, 1947	Sales Tax	1.02	1990-91 to 1991-92	Orissa High Court
Odisha Sales Tax Act, 1947	Sales Tax	4.19	1994-95	Odisha Sales Tax Tribunal
Central Excise Act, 1944	Excise Duty	19.10	1993-2002	Orissa High Court
Central Excise Act, 1944	Excise Duty	1.45	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	0.11	2011-2012	Assistant Commissioner, Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	1,818.16	2009-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	7.58	2012-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	4.64	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	126.12	April, 2015 to September, 2015	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	526.04	2014-2015	Customs, Excise & Service Tax Appellate Tribunal
Odisha Value Added Tax Act, 2004	Value Added Tax	2.76	October, 2011 to March, 2015	Odisha Sales Tax Tribunal

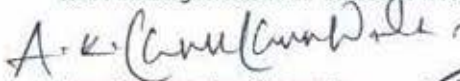


HARIBHAKTI & CO. LLP

Chartered Accountants

- (viii) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government. The Company has not issued any debentures as at the balance sheet date.
- (ix) In our opinion and according to the information and explanations given to us, term loans were prima facie applied during the year for the purposes for which those were raised. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with directors or persons connected with them.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048



Anand Kumar Jhunjunwala
Partner
Membership No. 056613

Bhubaneswar
21st May, 2018



HARIBHAKTI & CO. LLP

Chartered Accountants

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets; the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that



Continuation Sheet

HARIBHAKTI & CO. LLP

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(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

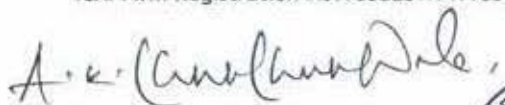
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No. 103523W/W100048



Anand Kumar Jhunjhunwala
Partner
Membership No. 056613

Bhubaneswar
21st May, 2018



INDIAN METALS AND FERRO ALLOYS LIMITED
Balance Sheet as at 31st March, 2018

(Rs. in Crore)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	987.80	1,001.72
Capital Work-in-Progress	3	89.66	56.45
Investment Property	4	10.96	11.26
Intangible Assets	5	2.66	3.56
Investments in Subsidiaries and Associate	6	168.65	168.42
Financial Assets			
-Trade Receivables	7	11.39	11.39
-Loans	8	23.65	22.84
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		24.48	22.93
Current Assets			
Inventories	11	428.06	340.08
Financial Assets			
-Investments	12	144.82	158.50
-Trade Receivables	13	65.20	66.68
-Cash and Cash Equivalents	14	16.12	6.65
-Other Bank Balances	15	22.29	20.19
-Loans	16	263.18	263.78
-Other Financial Assets	17	1.44	9.93
Other Current Assets	18	200.82	160.82
Total Assets		2,629.97	2,483.79
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	19	26.98	26.98
Other Equity		1,168.61	1,016.22
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	20	546.52	632.70
-Other Financial Liabilities	21	11.94	13.08
Provisions	22	9.11	9.47
Deferred Tax Liabilities (Net)	23	96.06	78.46
Other Non-Current Liabilities	24	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	25	193.22	181.37
-Trade Payables	26	196.43	117.84
-Other Financial Liabilities	27	230.77	233.74
Other Current Liabilities	28	11.47	37.34
Provisions	29	6.62	6.48
Total Equity and Liabilities		2,629.97	2,483.79

Notes to Financial Statements

1 to 58

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Bhudaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjayant Panda

Bajjayant Panda
Vice Chairman
(DIN - 00297862)

S. Panda
Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Chandelwal
Prem Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. in Crore)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	30	1,769.26	1,697.04
Other Income	31	37.33	49.35
Total Income		1,806.59	1,746.39
EXPENSES			
Cost of Materials Consumed	32	813.44	706.55
Changes in Inventories of Finished Goods	33	1.40	(1.57)
Excise Duty	35	3.66	24.69
Employee Benefits Expense	34	176.70	170.25
Finance Costs	35	78.23	86.33
Depreciation and Amortisation Expense	3 to 5	100.80	108.69
Other Expenses	36	350.00	281.79
Total Expenses		1,524.23	1,376.73
Profit before Exceptional Items and Tax		282.36	369.66
Exceptional Items - (Income):Expense		-	-
Profit Before Tax		282.36	369.66
Tax Expense:			
-Current Tax		95.74	92.23
-Deferred Tax		(0.31)	27.60
Profit After Tax		186.31	249.83
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.26
- Income Tax		1.26	(0.09)
Total Comprehensive Income for the year		184.58	250.00
[comprising profit and other comprehensive income for the year]			
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)	37	69.29	95.04
Notes to Financial Statements	1 to 58		

The Notes referred to above form an integral part of the Statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

(Anand Kumar Jhunjhunwala)

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

(Baljyant Panda) *(Subhrakant Panda)*

Baljyant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

(Prem Khandelwal)

Prem Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

(Rs. in Crore)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
25.98	26.98	1.00	-	26.98	26.98

B. Other Equity

(Rs. in Crore)

Particulars	Reserves and Surplus					Total
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2016	0.91	131.39	0.20	277.12	373.46	783.08
Profit for the year	-	-	-	-	249.83	249.83
Other comprehensive income (net of tax)	-	-	-	-	0.17	0.17
Issue of equity shares on conversion of equity warrants	-	15.33	-	-	-	15.33
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2017	0.91	146.72	0.20	277.12	801.27	1,016.22
Profit for the year	-	-	-	-	186.93	186.93
Other comprehensive income (net of tax)	-	-	-	-	(2.35)	(2.35)
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2018	0.91	146.72	0.20	277.12	743.66	1,168.61

This is the Statement of Changes in Equity referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Dhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda *Subhrakant Panda*

Baljayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khundelwal
Prem Khundelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	282.36	369.66
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.55)	(9.00)
Dividend Income	(1.38)	(1.38)
Finance Costs	78.23	86.33
Impairment Loss Allowance	0.01	0.35
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 56)	(17.96)	-
Liability no longer required written back	(0.85)	(1.83)
Operating Profit before Working Capital Changes	424.52	553.28
Adjustments for:		
Trade and other receivables	(39.55)	(82.63)
Inventories	(87.98)	(9.23)
Trade payables and other liabilities	80.49	(8.71)
Cash Generated from Operations	377.48	452.71
Direct Taxes paid	(78.11)	(29.45)
Net Cash Generated from Operating Activities	299.37	423.26
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.35)	(42.97)
Sale of Property, Plant and Equipment	3.37	2.06
Sale / (Purchase) of Investments (net)	26.69	(134.43)
Loan to Subsidiaries (net)	0.62	(89.78)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	1.38	1.38
Interest received	4.46	9.00
Net Cash Used in Investing Activities	(86.46)	(248.02)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(191.35)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(19.44)
Interest and financing charges paid	(79.10)	(87.76)
Dividend paid (including dividend distribution tax)	(32.19)	(32.19)
Net Cash Used in Financing Activities	(203.44)	(173.56)
Net increase in Cash and Cash Equivalents (A+B+C)	9.47	1.68
Cash and Cash Equivalents at the beginning of the year	6.65	4.97
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.12	6.65

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:

Cash on hand	0.18	0.24
Balance with Banks:		
- In Current Accounts	15.94	4.55
- Fixed Deposits	-	1.86
Total	16.12	6.65

2. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Bhubaneswar

Date: 21st May, 2018

For and on behalf of the Board of Directors

Bhijayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khandelwal
CFO & Company Secretary

INDEPENDENT AUDITOR'S REPORT**To the Members of Indian Metals and Ferro Alloys Limited****Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of Indian Metals and Ferro Alloys Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the



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consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated state of affairs of the Group as at 31st March, 2018, its consolidated profit (including consolidated other comprehensive income), consolidated cash flows and consolidated changes in equity for the year ended on that date.

Material Uncertainty Related to Going Concern

- (a) We draw attention to the 'Material Uncertainty Related to Going Concern' paragraph in the audit report on the financial statements of Utkal Coal Ltd., a subsidiary of the Holding Company, issued by us vide our report dated 20th May, 2018 and reproduced as hereunder:

"We draw attention to Note No. 25 in the financial statements which indicates that due to the events or conditions as mentioned in the said Note, material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern".

- (b) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Power Ltd., a subsidiary of the Holding Company, issued by an independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" Since inception of the company, it has not started its operation. During the year the government refunded the security deposit to the company which was deposited earlier for its power project. At present the company has no other projects to run but the continuity of the company depends on the financial assistance by its holding company".

- (c) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Green Energy Ltd., a subsidiary of the Holding Company, issued by an



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Chartered Accountants

independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" The company since inception has not started its operation. We draw attention to Note No.09 to the standalone Ind AS financial statement, where it has been described the continuity and going concern of the business. In our opinion the continuity of this company completely depends on the financial assistance by its holding company "

Our opinion is not modified in respect of these matters.

Emphasis of Matters

- (a) We draw attention to Note No. 38 to the consolidated Ind AS financial statements relating to the Holding Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Holding Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Holding Company has initiated arbitration proceedings for protecting its said investment.

The auditors of Indmet, an independent firm of Public Accountants and Chartered Accountants, have also emphasised the matter in their audit report on the financial statements of Indmet for the financial year 2017-18, dated 30th April, 2018.

- (b) We draw attention to Note No. 40 to the consolidated Ind AS financial statements relating to the Holding Company's exposure in Utkal Coal Ltd., a subsidiary. The matter has arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

We, as independent auditors of the subsidiary, have also emphasised the matter in our audit report on the financial statements of the subsidiary for the financial year 2017-18, dated 20th May, 2018.

Our opinion is not modified in respect of these matters.

Other Matters

We did not audit the Ind AS financial statements of six subsidiaries, whose Ind AS financial statements reflect total assets of Rs. 107.80 crores as at 31st March, 2018, total revenues of Rs. 3.05 crores and net cash outflows amounting to Rs. 0.54 crores for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Two of these subsidiaries are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries (refer Note No. 42 to the consolidated Ind AS financial statements). The Holding Company's management has converted the financial statements of such subsidiaries located outside India to Ind AS financial statements (i.e from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India and relevant for preparation of the aforesaid consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiaries located outside India, is based on



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the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company.

The financial statements of one of these subsidiaries, located in India, have been prepared in accordance with the Accounting Standards (Indian GAAP) [as it is a Non Banking Financial Company and Ind AS is not yet applicable to it] and which have been audited by other auditors. Such Indian GAAP financials have been restated into Ind AS financials by the Holding Company's management, for the purposes of consolidation (refer Note No. 42 to the consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiary located in India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the Consolidated Ind AS Financial Statements and our report on the Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the conversion adjustments prepared by the management of the Holding Company.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. The matters described in the 'Material Uncertainty Related to Going Concern' and 'Emphasis of Matters' paragraphs above, in our opinion, may have an adverse effect on the functioning of the Group;
- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, we give our separate Report in the "Annexure".



Consolidation Sheet

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Chartered Accountants

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note Nos. 37,38,40,43,44,45, and 46 to the consolidated Ind AS financial statements;

(ii) Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W/M/00048



Anand Kumar Jhunjunwala

Partner

Membership No. 056613



Bhubaneswar
21st May, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (g) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Holding Company on the consolidated Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of the Group, in respect of companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the entities of the Group which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to the respective company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



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statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

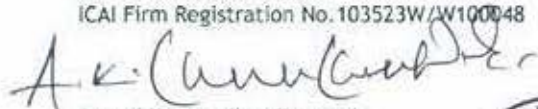
Opinion

In our opinion, the Group, in respect of companies incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to four subsidiaries of the Holding Company which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048



Anand Kumar Jhunjunwala
Partner
Membership No. 056613



Bhubaneswar
21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Balance Sheet as at 31st March, 2018

(Rs. in Crores)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,169.69	1,186.91
Capital Work-in-Progress	2	273.08	236.18
Investment Property	3	10.96	11.26
Goodwill		73.12	73.09
Other Intangible Assets	4	2.66	3.56
Investments in Associate	5	-	-
Financial Assets			
-Investments	6	0.10	0.10
-Trade Receivables	7	11.39	11.39
-Loans	8	23.69	22.88
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		25.50	23.92
Current Assets			
Inventories	11	428.07	340.14
Financial Assets			
-Investments	12	147.86	161.20
-Trade Receivables	13	65.24	66.68
-Cash and Cash Equivalents	14	16.50	7.39
-Other Bank Balances	15	30.52	28.59
-Other Financial Assets	16	1.44	9.97
Other Current Assets	17	201.41	162.18
Total Assets		2,650.04	2,504.09
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	26.98	26.98
Other Equity		1,188.72	1,037.05
Non-Controlling Interest		30.43	30.54
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	19	516.16	601.75
-Other Financial Liabilities	20	11.96	13.11
Provisions	21	9.11	9.55
Deferred Tax Liabilities (Net)	22	96.16	78.47
Other Non-Current Liabilities	23	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	24	193.22	181.37
-Trade Payables	25	196.43	117.83
-Other Financial Liabilities	26	230.44	233.49
Other Current Liabilities	27	11.57	37.36
Provisions	28	6.62	6.48
Total Equity and Liabilities		2,650.04	2,504.09

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Balance Sheet. This is the Consolidated Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjant Panda
Vice Chairman
(DIN - 00297862)

Subhrant Panda
Managing Director
(DIN - 00171845)

Preeti Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

Particulars	Note No.	(Rs. in Crore)	
		Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	29	1,769.26	1,697.04
Other Income	30	36.21	48.12
Total Income		1,805.47	1,745.16
EXPENSES			
Cost of Materials Consumed	31	813.44	706.55
Changes in Inventories of Finished Goods	32	1.40	(1.37)
Excise Duty	53	3.66	24.69
Employee Benefits Expense	33	176.69	169.86
Finance Costs	34	75.41	83.47
Depreciation and Amortisation Expense	2 to 4	100.80	108.69
Other Expenses	35	350.99	284.02
Total Expenses		1,522.39	1,375.71
Profit before Exceptional Items and Tax		283.08	369.45
Exceptional Items - (Income)/Expense		-	-
Profit Before Tax		283.08	369.45
Tax Expense:			
- Current Tax		96.52	93.12
- Deferred Tax		(0.23)	27.63
Profit After Tax		186.79	248.70
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.22
- Income Tax		1.26	(0.09)
Items that will be reclassified to profit or loss			
- Exchange differences in translating the financial statements of a foreign operation		0.12	(0.43)
Total Comprehensive Income for the year (before adjustment for Non-Controlling Interest)		184.56	248.40
[Comprising profit and other comprehensive income for the year]			
Profit/(Loss) attributable to :			
(a) Owners of the Parent		186.37	248.94
(b) Non-Controlling Interest		0.42	(0.24)
Other Comprehensive Income/(Expense) (net of tax) attributable to :			
(a) Owners of the Parent		(2.23)	(0.29)
(b) Non-Controlling Interest		-	(0.01)
Total Comprehensive Income/(Expense) after tax attributable to :			
(a) Owners of the Parent		184.14	248.65
(b) Non-Controlling Interest		0.42	(0.25)
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)	36	69.08	94.70

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Statement of Profit and Loss. This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100788

Anand Kumar Jhunjhunwala

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajayant Panda *Subbrakant Panda*

Bajayant Panda
Vice Chairman
(DIN - 00297862)

Subbrakant Panda
Managing Director
(DIN - 00171845)

Preeti Khandelwal
Preeti Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

	Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018	2018
	25.94	26.94	1.00	26.94	26.94	26.98

B. Other Equity and Non-Controlling Interest

Particulars	Attributable to the equity shareholders of the Parents										Non-Controlling Interest (b)	Total (a) + (b)
	Reserves and Surplus											
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	Special Reserve	General Reserve	Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Total other equity (a)	-	-		
Balance as at 1st April, 2016	1.01	153.12	6.28	1.24	276.60	350.71	22.16	885.54	37.32	-	922.86	
Profit/(Loss) for the year	-	-	-	-	-	248.54	-	248.54	(9.34)	-	239.20	
Other comprehensive income (out of tax)	-	-	-	-	-	0.34	(0.43)	(0.29)	(0.01)	-	(0.31)	
Issue of equity shares on conversion of equity warrants	-	13.35	-	-	-	-	-	13.35	-	-	13.35	
Dividend	-	-	-	-	-	-	-	-	-	-	-	
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	
Transfer from retained earnings to special reserve	-	-	-	0.41	-	-	-	-	-	-	0.41	
Balance as at 31st March, 2017	1.01	168.19	6.28	1.65	276.60	566.91	22.23	1,037.65	38.54	-	1,076.19	
Profit/(Loss) for the year	-	-	-	-	-	186.37	-	186.37	0.42	-	186.79	
Other comprehensive income (out of tax)	-	-	-	-	-	-	-	-	-	-	-	
Dividend	-	-	-	-	-	-	-	-	-	-	-	
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	
Transfer from retained earnings to special reserve	-	-	-	-	-	-	-	-	-	-	-	
Balance as at 31st March, 2018	1.01	168.19	6.28	2.07	276.60	718.04	22.35	1,188.72	39.43	-	1,228.15	

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants

ICAI Firm Registration No. 100523R / W/1009348

A. K. Chatterjee

Anand Kumar Banerjee
Partner
Membership No. 656613



Place: Bidhanagar
Date: 21st May, 2018

For and on behalf of the Board of Directors

S. P. Panda
S. P. Panda
Managing Director
(DIN - 00171845)

Pradyumn Choudhary
Pradyumn Choudhary
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	283.08	369.45
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.64)	(9.01)
Dividend Income	(0.16)	(0.13)
Finance Costs	75.41	83.47
Impairment Loss Allowance	0.01	-
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 54)	(17.96)	-
Liability no longer required written back	(0.86)	(1.84)
Operating Profit before Working Capital Changes	423.54	551.09
Adjustments for:		
Trade and other receivables	(38.09)	(79.14)
Inventories	(87.93)	(9.23)
Trade payables and other liabilities	80.40	53.95
Cash Generated from Operations	377.92	516.67
Direct Taxes paid	(78.91)	(31.29)
Net Cash Generated from Operating Activities	299.01	485.38
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.61)	(44.37)
Sale of Property, Plant and Equipment	3.39	2.06
Sale / (Purchase) of Investments (net)	26.80	(134.91)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	0.01	0.06
Interest received	4.55	9.01
Net Cash Used in Investing Activities	(88.49)	(161.43)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(269.44)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(81.80)
Interest and financing charges paid	(76.28)	(94.96)
Dividend paid (including dividend distribution tax)	(32.99)	(32.99)
Net Cash Used in Financing Activities	(201.42)	(322.01)
Net increase in Cash and Cash Equivalents (A+B+C)	9.10	1.94
Cash and Cash Equivalents at the beginning of the year	7.39	5.74
Effect of Exchange Rate on Translation of Foreign Currency	0.01	(0.29)
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.50	7.39

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:
- | | | |
|-----------------------|--------------|-------------|
| Cash on hand | 0.18 | 0.24 |
| Balance with Banks: | | |
| - In Current Accounts | 13.99 | 5.29 |
| - Cheques on Hand | 0.33 | - |
| - Fixed Deposits | - | 1.86 |
| Total | 16.50 | 7.39 |

2. The above Consolidated Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100088

Anand Kumar Jhunjhunwala
 Partner
 Membership No. 056013



Place: Bhubaneswar
 Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda
 Vice Chairman
 (DIN - 00297862)

Subbrakant Panda
 Managing Director
 (DIN - 00171845)

Prem Khandalwal
 CFO & Company Secretary

G.PANDA & Co.
Chartered Accountants
Biju Pattnaik Colony,
Biju Pattnaik Chowk, Tulasipur
Cuttack-753008
E-Mail-gpandaco@yahoo.com

Cuttack-(0671)
Ph. 2301348(O)
2302349(O)

INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals & Carbide Limited
Report on the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **INDIAN METALS & CARBIDE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with



ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A , a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.



(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books .

(c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.

(e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the Internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B

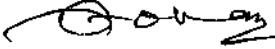
(g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- iii. There has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 21/4/2018



**For G. PANDA & CO.
Chartered Accountants
Firm's Registration No. 303123E**


**(CA. P K Mohapatra)
Partner
Membership No.: 56058**

Annexure A to Independent Auditor's Report

The Annexure referred to in our Independent Audit Report to the members of the Company on the standalone financial statement for the year ended 31st March 2018, we report that,

INDIAN METALS & CARBIDE LIMITED

- i) a) the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
- c) according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company;
- ii) the physical verification of inventory has been conducted at reasonable intervals by the management. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. On the basis of our examination, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
- iii) the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. so, this clause is not applicable;
- iv) the company has not given any loans, made any investments, provide any guarantees and security , so this clause is not applicable;
- v) the Company has not accepted any deposits from public, so this clause is not applicable;
- vi) the Central Government has not so far, prescribed rules for maintenance of cost records under the sub-section (1) of Section 148 of the Companies Act, 2013, so this clause is not applicable;
- vii) (a) the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities according to the information and explanations given to us;
- (b) there is no dues of income tax or sales tax or service tax or Goods and Service Tax, duty of customs or duty of excise or value added tax have not been deposited on account of any dispute;
- viii) the company has not taken any loan from any financial institution, bank, Government or dues to debenture holders, so, this clause is not applicable;
- ix) according to the information and explanations, the no money has been raised by way of public offer. Hence this clause in not applicable;



- x) according to the information and explanations, there is no fraud by the company or no fraud on the Company by its officers or employees has been noticed or reported during the year;
- xi) there is no managerial remuneration has been paid or provided in the current financial year;
- xii) the company is not a Nidhi Company, so this clause is not applicable;
- xiii) all transactions with the related parties are in ordinary course of business and on arm length basis and necessary approval has been taken in compliance with 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards, the provision relating to section 177 is not applicable to the company;
- xiv) the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, so this clause is not applicable;
- xv) the company has not entered into any non-cash transactions with directors or persons connected with him, so this clause is not applicable;
- xvi) the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, so this clause is not applicable.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

**Chartered Accountants
Firm's Registration No. 303123E**

**(CA. P K Mohapatra)
Partner
Membership No.: 56058**

Annexure B to Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INDIAN METALS & CARBIDE LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

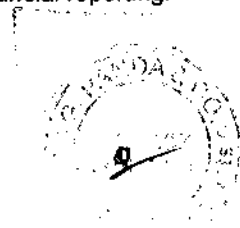
The Company's management is responsible for establishing and maintaining internal financial controls based on accounting manual, organisational structure and financial delegation of powers. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Opinion

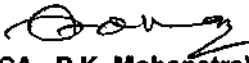
Our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the policies as referred above.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

Chartered Accountants
Firm's Registration No. 303123E


(CA. P K Mohapatra)

Partner
Membership No.: 56058

INDIAN METALS & CARBIDE LIMITED

Balance Sheet as at 31st March, 2018

(Rs. thousands)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	362.54	362.54
Financial Assets			
-Investments	3	950.54	950.54
-Loans	4	186.40	186.40
Current Assets			
Inventories		-	417.43
Financial Assets			
-Cash and Cash Equivalents	5	26.74	39.04
Current Tax Assets (Net)	6	-	4.16
TOTAL ASSETS		1,626.22	1,960.11
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	10,799.96	10,799.96
Other Equity		(9,389.98)	(8,948.99)
LIABILITIES			
Current Liabilities			
Financial Liabilities			
- Borrowings	8	110.34	101.23
Other Current Liabilities	9	5.90	7.91
TOTAL EQUITY AND LIABILITIES		1,626.22	1,960.11

Significant Accounting Policies and
Other notes forming part of the Accounts

1 to 20

Auditors' Report to the Members
As per our report of even date attached.


For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

(P K Mohapatra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018


Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. thousands)

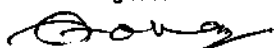
	Note	Year ended 31st March, 2018	Year ended 31 st March, 2017
REVENUE			
Revenue from operation		-	-
Other Income	10	-	65.49
Total Revenue		<u>-</u>	<u>65.49</u>
EXPENSES			
Inventory write off		417.43	-
Finance cost	11	9.21	27.44
Other expenses	12	10.19	194.98
Total Expenses		<u>436.83</u>	<u>222.42</u>
Loss before Tax		(436.83)	(156.93)
Tax Expenses:			
Tax pertaining to earlier year written off		4.16	-
Loss after Tax		<u>(440.99)</u>	<u>(156.93)</u>
Other Comprehensive Income (net off taxes):			
A. Items that will not be reclassified subsequently into profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
B. Items that will be reclassified subsequently to profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
Total Other Comprehensive Income net off tax		-	-
Total Other Comprehensive Income for the period		<u>(440.99)</u>	<u>(156.93)</u>

Earnings Per Equity Share	15	(0.41)	(0.15)
Basic and Diluted Earnings Per Share (in Rupees)			

Significant Accounting Policies and Other notes forming part of the Accounts	1 to 20
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Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E.


(P K Mohapatra)
Partner
Membership No. 66058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

INDIAN METALS & CARBIDE LIMITED

Statement of Changes in Equity

A. Equity Share Capital

(Rs. thousands)

Balance at the beginning		Changes in Equity Share Capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
10,799.96	10,799.96	-	-	10,799.96	10,799.96

B. Other Equity

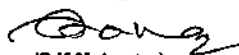
(Rs. thousands)

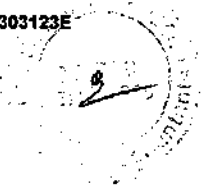
Particulars	Reserves and Surplus			Total
	Capital Reserve	General Reserve	Surplus/(deficit) in the Statement of Profit and Loss	
Balance as at 1st April, 2016	1,004.08	2,356.54	(12,152.68)	(8,792.06)
Loss for the year	-	-	(156.93)	(156.93)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2017	1,004.08	2,356.54	(12,309.61)	(8,948.99)
Loss for the year	-	-	(440.99)	(440.99)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2018	1,004.08	2,356.54	(12,750.60)	(9,389.98)

Significant Accounting Policies and
Other notes forming part of the Accounts

Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

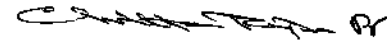

(P K Mohaptra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors


Director


Director

INDIAN METALS & CARBIDE LIMITED

Statement of Cash Flow for the year ended 31st March, 2018

	(Rs. thousands)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow From Operating Activities		
Loss before tax	(440.99)	(156.92)
Adjustment for :		
Finance cost recognised in profit or loss	9.21	27.44
Operating profit before working capital changes	(431.78)	(129.48)
Adjustment for :		
(Increase)/Decrease in loans and advances, receivables and inventories	421.59	51.57
(Increase)/Decrease in other payable	(2.01)	(61.47)
Cash (Used in)/ Generated from operations	(12.20)	(139.38)
Direct taxes paid	-	-
Net Cash (Used in)/ Generated from Operating Activities	(12.20)	(139.38)
B Cash Flow From Investing Activities		
Sale of fixed assets	-	(72.00)
Net Cash (Used in)/ Generated from Investing Activities	-	(72.00)
C Cash Flow From Financing Activities		
Proceeds / (Repayment) of short term borrowings	9.11	101.23
Interest and financial charges paid	(9.21)	(27.44)
Proceed from issue of Equity Shares	-	-
Net Cash(Used In)/ Generated From Financing Activities	(0.10)	73.79
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(12.30)	(137.59)
Cash and Cash Equivalents - Opening Balance	39.04	176.63
Cash and Cash Equivalents - Closing Balance	26.74	39.04

Explanations :

1. The above Cash Flow Statement has been prepared under the indirect method as set out in the Indian Accounting Standard 7 (' Ind AS- 7 ') ' Statement of Cash Flow ' notified by the Central Government.

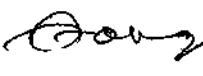
2. Cash & Cash equivalents are represented by :

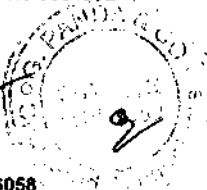
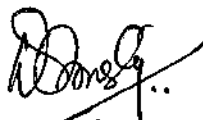
- In Current Accounts
- In Fixed Deposit

	26.74	39.04
	-	-
	26.74	39.04

3. Previous year's figures have been regrouped/ rearranged to confirm to the classification of the current year, wherever considered necessary

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E


(P K Mohaptra)
Partner
Membership No. 56058
Place: *Shubaneer*
Date: 21/4/2018



Assistant Secretary

For and on behalf of the Board of Directors


Director


Director



Sourjya & Biswajit
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
B.Panda and Company Pvt Ltd

Report on the Financial Statements

We have audited the accompanying (Standalone) Ind AS financial statements of **B.Panda and Company Pvt Ltd ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of

the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) As per the information obtained from the management we report that there are no branches of the company during the year, therefore audit of branches is not applicable.
 - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns.
 - e) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) There are no such observations or comments made by us which have adverse impact on the functioning of the company.
 - g) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) There is no qualification, reservation or adverse remark found by us during our audit relating to the maintenance of accounts and other matters connected therewith.



- i) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2018, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

“Annexure A” to the Independent Auditors’ Report

[Referred to in paragraph 1 under ‘Report on other legal & regulatory requirement’ in our independent auditors report of even date to the members of the company on the standalone financial statements for the year ended March 31, 2018]

- (i) (a) The Company has no fixed assets therefore maintenance records showing full particulars, including quantitative details and situation of fixed assets are not applicable;
(b) Though there are no fixed assets therefore this clause is not applicable.
(c) The title deeds of immovable properties are held in the name of the company.
- (ii) There is no inventory with the company during the year; therefore this clause is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013. In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as on March 31, 2018 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.

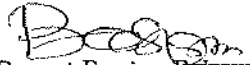


- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) No managerial remuneration paid/provided in the financial statement during the year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 clause (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone
Financial Statements of B. Panda and Company Private Limited**

[Referred to in paragraph 2 (i) under ‘Report on other legal and regulatory requirements’ in the independent auditors report of even date, to the members of the company on the standalone financial statements for the year ended 31st March 2018]

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

We have audited the internal financial controls over financial reporting of **B. Panda and Company Private Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

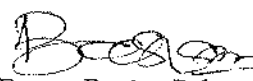
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

B. PANDA AND COMPANY PRIVATE LIMITED
Balance Sheet as at 31st March, 2018

(Rs in Thousands)


	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Investment in subsidiary company	3	242,559.75	242,559.75
Deferred Tax Assets	4	547.13	47.47
Current Assets			
Financial Assets			
-Loans	5	12.50	12.50
-Cash and Cash Equivalents	6	177.56	1,811.58
Other Current Assets	7	110.38	2,945.26
Current Tax Assets (net)		2,772.50	2,772.50
	Total Assets	246,179.82	250,149.06
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	8	194.90	194.90
Other Equity		245,920.04	158,222.05
LIABILITIES			
Current Liabilities			
Financial Liabilities			
-Trade payable		-	1,358.20
Other Current Liabilities	9	44.88	90,332.91
Provisions	10	20.00	41.00
	Total Equity and Liabilities	246,179.82	250,149.06

Notes to Financial Statements

1 to 21

The notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



For and on behalf of the Board of Directors

 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs in Thousands.)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations		-	-
Other Income	11	139,343.51	139,211.21
Total Income		139,343.51	139,211.21
EXPENSES			
Employee Benefits Expense	12	410.31	248.57
Finance Costs	13	14.20	4,385.25
Depreciation		-	34.04
Merger and Restructuring expenses		2,833.03	708.26
Other Expenses	14	179.87	498.67
Total Expenses		3,437.41	5,874.79
Profit Before Tax		135,906.10	133,336.42
Tax Expense :			
- Current Tax		-	-
- Deferred Tax		(499.66)	3.64
- Previous year tax adjustment		-	31.79
Profit After Tax		136,405.76	133,300.99
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		-	-
- Income Tax		-	-
Total Comprehensive Income for the year		136,405.76	133,300.99
[comprising profit/(loss) and other comprehensive income for the year]			
Earnings per Equity Share (Basic and Diluted) (in Rs.)	15	69,987.56	68,394.56
(Par Value Rs.100/- per Equity Share)			

Notes to Financial Statements

1 to 21

The notes referred to above form an integral part of the Statement of Profit and Loss.

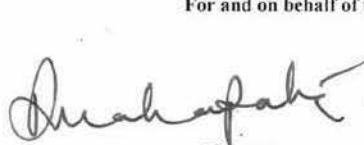
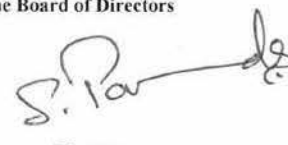
This is the Statement of Profit and Loss referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E

For and on behalf of the Board of Directors


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED
Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital

(Rs in Thousands.)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
194.90	194.90	-	-	194.90	194.90


B. Other Equity

(Rs in Thousands.)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at 1st April, 2016	(4,997.17)	(4,997.17)
Profit for the year	133,300.99	133,300.99
Other comprehensive income (net of tax)	-	-
Share of Dividend received from BPDPL, BRPL and UREPL	32,652.22	32,652.22
Demerger adjustments	(2,733.99)	(2,733.99)
Balance as at 31st March, 2017	158,222.05	158,222.05
Profit for the year	136,405.76	136,405.76
Other comprehensive income (net of tax)	-	-
Interim Dividend	(48,725.00)	(48,725.00)
Tax on interim dividend	-	-
Other adjustments	17.23	17.23
Balance as at 31st March, 2018	245,920.04	245,920.04

This is the Statement of Changes in Equity referred to in our report of even date.

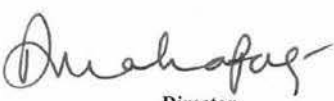
For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E



CA. Pravat Ranjan Behera
Partner
Membership No- 306268

Place: Bhubaneswar
Date: 18th July, 2018



For and on behalf of the Board of Directors


Director


Director



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

**Indian Metals and Ferro Alloys Limited
CIN: L27101OR1961PLC000428**

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,
a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

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-mail Id: _____

Folio No./ DPID & Client ID*: _____

*Applicable in case shares are held in dematerialized form.

I/We, being the member(s) of Indian Metals and Ferro Alloys Limited holding _____ 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 act for me/ us at the meeting of the equity shareholders of the Indian Metals and Ferro Alloys Limited, pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, to be held at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time), for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors, at such meeting or at any adjournment or adjournments thereof in respect of such resolution as mentioned below:

Resolution No.	Resolution	Optional**	
		For	Against
1	Proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors		

Signed this _____ day of _____ 2018

Signature of shareholder(s):

Signature of Proxy holder(s):

Affix Revenue
Stamp of not
less than Re.
0.15/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of IMFA, not less than 48 (forty eight) hours before the commencement of the meeting of equity shareholders of IMFA.
2. ** It is optional to put a 'X' in the appropriate column against the resolution indicated in the Box above. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
3. All alterations made in the proxy form should be initialed.
4. Please affix appropriate revenue stamp before putting signature.



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

ATTENDANCE SLIP

Equity shareholders/ authorized representatives or their proxies attending the meeting must fill this attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip at the venue of the meeting.

DP ID *: _____

Folio No.: _____

Client ID*: _____

No. of Shares: _____

(*Applicable to investors holding shares in dematerialized form)

Name of the member/ proxyholder:

Address of the member/ proxyholder:

I/we hereby record my/ our presence at the meeting of equity shareholders of Indian Metals and Ferro Alloys Limited, convened pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India, on Tuesday, September 4, 2018 at 12:30 p.m. (Indian Standard Time).

.....
Signature of the Member/ Proxyholder**

**Strike out whichever is not applicable

Equity shareholders or their authorized representatives or their proxies desiring to attend the meeting must bring his/ her copy of the notice for reference at the meeting.



ROUTE MAP FOR THE VENUE OF THE MEETING



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT KOLKATA
CA (CAA) No. 566/KB/2018**

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Hon'ble NCLT, Kolkata)

Serial No.

Name(s) of member(s)/ beneficial holder(s) (including joint holders, if any) (In block letters):	
Registered address of the sole/first named member/ beneficial holder(s):	
Registered Folio No./DP ID No. & Client ID No.* *(applicable to members holding share(s) in dematerialized form)	
No. of equity share(s) held:	

I/ We hereby exercise My/ Our vote in respect of the resolution proposed to be passed through postal ballot for the business stated in the notice dated July 23, 2018 convening meeting of the equity shareholders of Indian Metals and Ferro Alloys Limited (the "**Company**"), pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, to be held on Tuesday, September 4, 2018 at 12:30 pm (Indian Standard Time) at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India by sending my/ our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

S. No.	Description	Number of Shares for which votes cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)	I/We abstain from voting on the Resolution
1.	Proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors				

Place:

Date:

(Signature of the member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note:

- Please read the instructions carefully before exercising the vote through this postal ballot form or remote e-voting.
- Please note that the last date and time for receipt of postal ballot by the Scrutinizer is September 3, 2018 at 5:00 p.m. (Indian Standard Time).

INSTRUCTIONS:

1. Members desiring to exercise their vote through postal ballot shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before September 3, 2018. Postal ballot form, if sent by courier or by registered post/ speed post at the expense of an equity shareholder will also be accepted. Any postal ballot form received after the aforementioned date and time shall be treated as if the reply from the equity shareholders has not been received.
2. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/ CDSL as on the cut-off date i.e. July 20, 2018 shall not be entitled to avail the facility of voting through postal ballot in respect of the equity shareholders meeting to be held on Tuesday, September 4, 2018. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on July 20, 2018.
3. Voting through postal ballot commences on and from August 4, 2018 at 9:00 a.m. (Indian Standard Time) and ends on September 3, 2018 at 5:00 p.m. (Indian Standard Time).
4. Equity shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website www.imfa.in or seek duplicate postal ballot form from the Company.
5. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the Scrutinizer. The vote on postal ballot cannot be exercised through proxy.
6. There will be only 1 (one) postal ballot form for every registered folio/ client ID irrespective of the number of joint equity shareholders.
7. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("PoA") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
8. Assent or dissent or abstaining from voting to the proposed resolution may be reckoned by placing a tick mark (✓) in the appropriate column. The form bearing tick marks (✓) in both the columns will render the form invalid.
9. 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 1 above.
10. Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant has been appointed as the Scrutinizer ("**Scrutinizer**") by the Hon'ble National Company Law Tribunal, Bench at Kolkata *vide* its order dated July 12, 2018 to conduct the postal ballot and electronic voting process and voting at the venue of the meeting in a fair and transparent manner. The Scrutinizer's decision on the validity of this postal ballot shall be final.
11. Upon receipt of scrutinizer's report, the result of this postal ballot shall be announced by the Chairman appointed by the Hon'ble National Company Law Tribunal, Bench at Kolkata or under his instructions by the Managing Director/ Whole-Time Director/ Company Secretary of the Company latest by 11:00 a.m. (Indian Standard Time) on September 6, 2018 at the registered office of the Company at IMFA Building, Bomikhal, P.O. Rasulgargh, Bhubaneswar, Odisha and displayed along with the scrutinizer's report on the Company's website www.imfa.in and on the website of NSDL, www.evoting.nsdl.com, besides being communicated to BSE and NSE. The date of declaration of results shall be deemed to be the date of passing the said resolution.
12. 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 or abstain from voting and putting their signature.
13. The Company has also offered 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 electronic voting is optional. The detailed procedure in respect of electronic voting is enumerated in the notes to the notice dated July 23, 2018.
14. Kindly note that the equity shareholders can opt only one mode for voting i.e. either by postal ballot or electronic voting or voting at the venue of the meeting. If an equity shareholder has opted for electronic voting, then he/she should not vote by postal ballot form also and vice versa. However, in case equity shareholders cast their vote both via postal ballot and electronic voting, then voting validly done through electronic voting shall prevail and voting done by postal ballot shall be treated as invalid.
15. Any queries/ grievances in relation to the voting by postal ballot may be addressed to Mr. Prem Khandelwal, Chief Financial Officer and Company Secretary of the Company at IMFA Building, Bomikhal, Rasulgargh, Bhubaneswar - 751010, India, or through email to secretarial@imfa.in



INDIAN METALS AND FERRO ALLOYS LIMITED

Registered Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, India

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

CIN: L27101OR1961PLC000428

Website: www.imfa.in

E-mail: secretarial@imfa.in

NOTICE OF MEETING OF THE SECURED CREDITORS

OF

INDIAN METALS AND FERRO ALLOYS LIMITED

*(convened pursuant to the order dated July 12, 2018 passed by the
National Company Law Tribunal, Bench at Kolkata)*

MEETING:

Day	:	Tuesday
Date	:	September 4, 2018
Time	:	10:30 a.m. (Indian Standard Time)
Venue	:	Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF THE APPLICANT/ TRANSFEREE COMPANY

To,

All the secured creditors of Indian Metals and Ferro Alloys Limited:

Notice is hereby given that by an order dated July 12, 2018 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Kolkata ("**Tribunal**") has directed a meeting to be held of the secured creditors of the Applicant/ Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation ("**Scheme**") among Indian Metals & Carbide Limited ("**Transferor Company No. 1**"), B. Panda and Company Private Limited ("**Transferor Company No. 2**") and Indian Metals and Ferro Alloys Limited (the "**Applicant/ Transferee Company**") and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the secured creditors of the Applicant/ Transferee Company will be held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time), at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by each of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), both dated February 15, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Cuttack ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any,

which may be required and/ or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Copies of the Scheme and of the Explanatory Statement under Section 230(3) of the Companies Act, 2013 (“**Act**”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Rules**”), along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant/ Transferee Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India.

The Hon’ble Tribunal has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate to be the Chairman of the said meeting (“**Chairman**”) including for any adjournment or adjournments thereof. The Hon’ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting (“**Scrutinizer**”), including for any adjournment or adjournments thereof, to conduct the voting process through ballot/ polling at the venue of the meeting in a fair and transparent manner.

Take further notice that you may attend and vote at the said meeting in person or through proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Applicant/ Transferee Company located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.

Take further notice that in compliance with the provisions of Section 230(4) of the Act read with Rule 6(3)(xi) of the Rules, the Applicant/ Transferee Company has provided the facility of voting through ballot/polling paper at the venue of the meeting to be held on Tuesday, September 4, 2018.

This notice convening the meeting along with the requisite documents is placed on the website of the Applicant/ Transferee Company viz. www.imfa.in.

Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon’ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the proposed Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon’ble National Company Law Tribunal, Bench at Cuttack.

A copy of the explanatory statement under Section 230(3) of the Act read with Rule 6 of the Rules, the proposed Scheme and the other enclosures as indicated in the index are enclosed.

Dev Dhar Nagpal

**(Practicing Chartered Accountant)
Chairman appointed for the meeting**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

Notes:

1. Only secured creditors of the Applicant/ Transferee Company are entitled to attend and vote either in person or through proxy (a proxy need not be a secured creditor of the Applicant/ Transferee Company) or in the case of a body corporate, by a representative authorized under Section 113 of the Act at the meeting of the secured creditors of the Applicant/ Transferee Company. The authorized representative of a body corporate which is a secured creditor of the Applicant/ Transferee Company may attend and vote at the meeting of the secured creditors of the Applicant/ Transferee Company provided a copy of the resolution of the Board or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the secured creditors of the Applicant/ Transferee Company, duly certified to be a true copy by a director, the manager, the secretary or other authorized officer of such body corporate, is deposited at the registered office of the Applicant/ Transferee Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the secured creditors of the Applicant/ Transferee Company.

2. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.
3. All alterations made in the form of proxy should be signed/initialed.
4. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a secured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant/ Transferee Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant/ Transferee Company.
5. Hon'ble Tribunal by its said Order has directed that a meeting of the secured creditors of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time) for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Secured creditors would be entitled to vote in the said meeting either in person or through proxy.
6. As directed in the Order, the quorum of the meeting of the secured creditors of the Applicant/ Transferee Company shall be 5 (five) secured creditors of the Applicant/ Transferee Company, present in person or through proxy.
7. A secured creditor or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
8. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the secured creditors at the registered office of the Applicant/ Transferee Company between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
9. Secured Creditors as per the audited books of accounts as on March 31, 2018, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
10. The Notice, together with the documents accompanying the same, is being sent to all the secured creditors either by registered post or by hand or by courier or electronically by e-mail at their respective or last known addresses. The Notice will be also displayed on the website of the Applicant/ Transferee Company www.imfa.in.
11. The notice convening the meeting will be published through advertisement in (i) Business Standard (in the English language - Odisha Edition); and (ii) Pragativadi (in Oriya language daily – Odisha Edition).
12. In accordance with the provisions of Sections 230 - 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths (75%) in value of the secured creditors of the Applicant/ Transferee Company, voting in person or by proxy, agree to the Scheme.
13. The Chairman, at the meeting of secured creditors, at the end of discussion on the proposed resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot/ polling paper for all those secured creditors who are present at the meeting.
14. The Scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the secured creditors of the Applicant/ Transferee Company through ballot/ polling paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through ballot/ polling paper at the venue of the meeting will be announced latest by 11:00 (Indian Standard Time) on September 6, 2018 at the registered office of the Applicant/ Transferee Company. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Applicant/ Transferee Company and also on the website of the Applicant/ Transferee Company www.imfa.in.
15. The route map of the venue for the meeting of the secured creditors of the Applicant/ Transferee Company is annexed hereto and forms part of this notice.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated July 12, 2018 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata (the "**Tribunal**"), in joint company application bearing number (CAA) No. 566/KB/2018, a meeting of the secured creditors of Indian Metals and Ferro Alloys Limited ("**Applicant/ Transferee Company**" or "**IMFA**") is being convened at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation (the "**Scheme**") amongst Indian Metals & Carbides Limited (the "**Transferor Company No. 1**" or "**IMCL**") and B. Panda and Company Private Limited (the "**Transferor Company No. 2**" or "**BPCO**") ("**IMCL**" and "**BPCO**" are together referred to as the "**Transferor Companies**"), the Applicant/ Transferee Company and their respective shareholders and creditors under Sections 230 - 232 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act (IMCL, BPCO and IMFA are together referred to as the "**Companies**" or "**Parties**"). A copy of the proposed Scheme, which has been, *inter alia*, approved by the Audit Committee and the Board of the Applicant/ Transferee Company at their separate meetings held on September 28, 2017, is enclosed as **Annexure 1**. A copy of the Order is enclosed as **Annexure 2**.
2. In terms of the said Order, the quorum for the said meeting shall be 5 (five) secured creditors present in person or through proxy. Further in terms of the said Order, Hon'ble Tribunal, has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate as the Chairman of the meeting ("**Chairman**") of the Applicant/ Transferee Company including for any adjournment or adjournments thereof. Further, the Hon'ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting ("**Scrutinizer**"), including for any adjournment or adjournments thereof.
3. This statement is being furnished as required under Sections 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "**Rules**").
4. As stated earlier, Hon'ble Tribunal by its said Order has, *inter alia*, directed that a meeting of the secured creditors of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Secured creditors would be entitled to vote in the said meeting either in person or through proxy.
5. In accordance with the provisions of Sections 230 - 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths (75%) in value of the secured creditors, of the Applicant/ Transferee Company, voting in person or by proxy through ballot/ polling at the venue of the meeting, agree to the Scheme.

6. In terms of the Order dated July 12, 2018, passed by the Hon'ble Tribunal in joint company application bearing number (CAA) No. 566/KB/2018, if the entries in the records/ registers of the Applicant/ Transferee Company in relation to the number or value, as the case may be, of the secured creditors are disputed, the Chairman shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the orders of the Hon'ble National Company Law Tribunal, Bench at Cuttack in the petition seeking sanction of the Scheme.

Particulars of IMFA

7. IMFA was incorporated on November 20, 1961 as Indian Metals and Ferro Alloys Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMFA is L27101OR1961PLC000428 and its Permanent Account Number is AAACI4818F. The equity shares of IMFA are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").
8. The registered office of IMFA is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMFA is secretarial@imfa.in.
9. The main objects for which IMFA has been established are set out in its Memorandum of Association. The main objects of IMFA, *inter alia*, are as follows:
1. *"To carry on the business of manufacturing Ferro Alloys, Iron, Steel, Special Steels, Cast Iron and other Pipes and Castings and all other products incidental to and connected with Ferro Alloys, Iron and Steel, Ferrous and Non-Ferrous Alloys and to obtain leases of mines anywhere to work the minerals therein for processing and for sale.*
 2. *To generate electricity by thermal or hydro or any other process and for sale and distribution thereof.*
 3. *To carry on the business of metallurgy, chemists and importers and manufactures of and dealers in metallurgical, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, dyeware paint and other grinders, makers of and dealers in proprietary articles of all kinds and of metallurgical, electrical, chemical and scientific apparatus and materials.*
 4. *To carry on the business of Electric Engineers and Contractors, carriers and passengers of goods and dealers in railway, tramway, trolleyway, electronic, magnetic, galvanic, and other apparatus, mechanical engineers, suppliers of light, heat, sound and power, and to acquire any inventions and to construct railways, trolleyways and tramways and work the same by stem, gas, oil, electricity or other power.*
 5. *To carry on the business of iron-founders, mechanical engineers and manufactures of agricultural and industrial implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, smiths, wood-workers, builders, painters, metal-lurgists, water supply engineers, gas-makers."*

Clause 3rd (b) (33) of the Memorandum of Association of IMFA permits it:

"(33) To amalgamate with any other company having objects altogether or in part similar to those of this Company or otherwise."

There has been no change in the name, objects and the registered office address of IMFA in the last five (5) years.

10. IMFA, *inter alia*, is engaged in the business of producing high quality ferro alloys with 187 MVA installed furnace capacity backed by 261 MW captive power generation and extensive chrome ore mining tracts. A brief description of the major businesses being carried out by the subsidiaries and/ or associates of IMFA is as under:
- 10.1 IMFA holds 100% of the paid-up equity share capital of IMCL, which is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise deal in any form of Silicon Carbide.
 - 10.2 IMFA holds 100% of the paid-up equity share capital of Utkal Green Energy Limited, which is engaged in the business of producing, manufacturing, supplying, distributing, in all form of products and by products derived from ash, fly ash, ash bottom, fly ash in to bricks, lightweight aggregate and any products derived from thereto.
 - 10.3 IMFA holds 100% of the paid-up equity share capital of Utkal Power Limited, which is engaged in the business of efficient development of Thermal Power, Wind Power, Hydro Power or Non-Conventional Energy.
 - 10.4 IMFA holds 100% of the paid-up equity share capital of Indmet Mining Pte Ltd (Singapore), which is engaged in the business of trading and investment holding company.

- 10.5 IMFA holds 79.2% of the paid-up equity share capital of Utkal Coal Limited, which is engaged in the business of coal mining.
- 10.6 IMFA holds 76% of the paid-up equity share capital of IMFA Alloys Finlease Limited, which is engaged in the business of leasing, purchasing and financing of all types of movable and immovable properties.
- 10.7 IMFA, through Indmet Mining Pte Ltd (Singapore), holds 70% of the paid-up equity share capital of Pt Sumber Rahayu Indah (Indonesia), which is engaged in the business of coal mining.
11. The Authorized, Issued, Subscribed and Paid up Share Capital of IMFA as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
3,00,00,000 equity shares of INR 10/- each	30,00,00,000
40,000 redeemable cumulative preference shares of INR 100/- each	40,00,000
2,60,000 IInd series redeemable cumulative preference shares of INR 100/- each	2,60,00,000
Total	33,00,00,000
Issued, subscribed and paid-up capital	
2,69,77,053 equity shares of INR 10/- each	26,97,70,530
Total	26,97,70,530

Particulars of IMCL

12. IMCL was incorporated on November 26, 1973 as Indian Metals & Carbide Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMCL is U27209OR1973PLC000598 and its Permanent Account Number is AAAC14819E.
13. The registered office of IMCL is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMCL is imcl@imfa.in.
14. The main objects for which IMCL has been established are set out in its Memorandum of Association. The main objects of IMCL, *inter alia*, are as follows:
- “1. To manufacture, process, buy, sell, import, export, barter, exchange, prepare for market, distribute or otherwise deal in Silicon Carbide whether abrasive grains, lumps or in any other form. Coated Abrasives, Bounded Abrasives, Crucibles, Refractory Bricks, Rectifiers, Lightening Arrestors, Glowbars, Resisters and other items used in the manufacture or in processing of abrasives of any kind.
 2. To carry on business as manufacturers or dealers in all kinds of abrasive materials such as Grinding Wheels, Sharpening Stones, Hones, Grit or grains, Transistors, and packing materials of any kind used in the manufacture or distribution of abrasives.
 3. To purchase, acquire, take on lease and work, explore or turn to account or sell any mines, mining rights, and rights and interests in any land containing or considered likely to contain any minerals or ores.”

Clause III (B) 3 of the Memorandum of Association of IMCL permits it:

- “3. to acquire and undertake the whole or any of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.”

Further, Clause III (C) 16 of the Memorandum of Association of IMCL permits it:

“16. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this Company or to undertake any business or operation which may appear to assist or benefit this Company or enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of any such company as aforesaid or to amalgamate with, absorb or have community of interest with any other company.”

There has been no change in the name, object and the registered office address of IMCL in the last 5 (five) years.

15. IMCL, *inter alia*, is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise dealing in any form of Silicon Carbide.
16. The Authorized, Issued, Subscribed and Paid up Share Capital of IMCL as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
45,00,000 equity shares of INR 10/- each	4,50,00,000/-
50,000 redeemable cumulative preference shares of INR 100/- each	50,00,000/-
Total	5,00,00,000/-
Issued, subscribed and paid-up capital	
10,79,996 equity shares of INR 10/- each	1,07,99,960/-
Total	1,07,99,960/-

Particulars of BPCO

17. BPCO was incorporated on February 20, 1965 as B. Panda and Company Private Limited, a private limited company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of BPCO is U74210OR1965PTC000478 and its Permanent Account Number is AABC3614P.
18. The registered office of BPCO is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of BPCO is bpco@imfa.in.
19. The main objects for which BPCO has been established are set out in its Memorandum of Association. The main objects of BPCO, *inter alia*, are as follows:

“(a) To carry on the business of Industrial Consultants for undertaking installation work of industries either on Turn-key basis or on any other basis independently in India and abroad or with the help of foreign consultants and collaborators, and to undertake such project schemes from the Government Departments in the State or at the Centre or from other parties in the private sector on such terms and conditions as may be acceptable to the Management of the Company.

(b) To carry on the business of civil mechanical, electrical, metallurgical, chemical and of other allied engineers and general industrial advisers on such industrial schemes either in the public or in the private sector with such technical know-how or equipments and machineries and plants and for completing installation of the same.

(c) To undertake either as independent contractors, or sub-contractors for installation of any particular industrial project either in respect of mechanical engineering or in respect of civil engineering work including electrical, metallurgical and chemical etc. both in Government and private sectors.

(d) To carry on the business of manufacturers, merchants, exporters and importers in all kinds of equipments, machineries, stores and commodities of any description of articles, materials, mineral ores, substance, force or energy (including automatic machines and appliances) and also trade of business of general engineers to deal with metals and minerals of all descriptions.

(e) To invest moneys of the company not immediately required in such securities or in such manner as may from time to time to be calculated to advance the objects of the company or the interests of its members.”

Clause III (k) of the Memorandum of Association of BPCO permits it:

(k) To enter into partnership or into any arrangement for sharing profits, union of interest or co-operation with any person or company carrying on or about to carry on any business which this company is authorised to carry on or any

business or transaction capable of being conducted so as to directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stock in any such company.”

There has been no change in the name, object and the registered office address of BPCO in the last 5 (five) years.

20. BPCO, *inter alia*, is engaged in the business of investing, holding and managing investments in shares of group companies.

21. The Authorized, Issued, Subscribed and Paid up Share Capital of BPCO as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorised share capital	
75,000 equity shares of INR 100/- each	75,00,000
Total	75,00,000
Issued, subscribed and paid-up capital	
1,949 equity shares of INR 100/- each	1,94,900
Total	1,94,900

22. Description of the proposed Scheme

(a) The proposed Scheme, *inter alia*, provides for:

- (i) amalgamation of IMCL into and with IMFA;
- (ii) cancellation of entire issued, subscribed and paid-up equity share capital of IMCL;
- (iii) dissolution of IMCL without winding up;
- (iv) amalgamation of BPCO into and with IMFA;
- (v) cancellation of entire issued, subscribed and paid-up equity share capital of BPCO;
- (vi) issue and allotment of 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each to the shareholders of BPCO in proportion to their existing shareholding in IMFA;
- (vii) dissolution of BPCO without winding up; and
- (viii) various other matters consequential or incidental to or otherwise integrally connected with the above

(b) The Appointed Date under the proposed Scheme is April 1, 2017.

(c) Effective Date is defined under the proposed Scheme to mean the date on which certified copies of the order of the Tribunal (as defined in the Scheme) are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

23. Rationale of the proposed Scheme

(i) The management of each of the parties believes that the Scheme will result in inter-alia the following benefits:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. Create enhanced value for all stakeholders of the respective companies; and
- e. Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

(ii) The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Key terms/ material provisions of the proposed Scheme

24. The key terms/ material provisions of the proposed Scheme are as follows:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date (*as defined in the Scheme*) and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand transferred to and vested in, and/ or be deemed to be transferred to, and vested in the Applicant/ Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Applicant/ Transferee Company including without limitation, the following:
- (i) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds as contemplated under the Scheme.
 - (ii) All debts (secured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances (as defined in the Scheme) in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Applicant/ Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Applicant/ Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
 - (iii) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed, mutated by the banks or financial institutions or other lenders concerned therewith in favour of the Applicant/ Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Applicant/ Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.
 - (iv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance (*as defined in the Scheme*) of any kind, if any, as on the Appointed Date and/ or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Appointed Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related to or attached to such assets of the Transferor Companies prior to the Appointed Date even after such assets are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Applicant/ Transferee Company.
- (b) Upon the Scheme becoming effective on the Appointed Date, all taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits shall be treated as the tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any tax incentives, benefits, advantages, privileges, exemptions, credits, tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall

be available to the Applicant/ Transferee Company, and following the Appointed Date, the Applicant/ Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such taxes on behalf of the Transferor Companies.

- (c) Any tax liabilities under the Income-tax Act, 1961 or other applicable law(s) or regulations related to tax allocable to the Transferor Companies, whether or not provided for or, covered by any tax provisions in the accounts of the Transferor Companies made as on the date immediately preceding the Appointed Date shall be, transferred to the Applicant/ Transferee Company. Any surplus in the provision for taxation or duties or levies in the accounts of the Transferor Companies, including advance tax and tax deducted at source as on the close of business in India on the date immediately preceding the Appointed Date will also be transferred to the account of the Applicant/ Transferee Company.
- (d) All suits, actions and other proceedings by or against the Transferor Companies or related to its business or assets, pending on the Appointed Date, on any matter arising immediately prior to or from the Appointed Date of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Applicant/ Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies into the Applicant/ Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Applicant/ Transferee Company as fully and effectively as if the Applicant/ Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Applicant/ Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.
- (e) The Applicant/ Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favourable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the amalgamation. The Applicant/ Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal/ retirement benefits.
- (f) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Applicant/ Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Applicant/ Transferee Company without any further action or deed of the Applicant/ Transferee Company.
- (g) Consideration for amalgamation of the Transferor Companies into the Applicant/ Transferee Company, under the Scheme, is as under:
 - i. Since the Applicant/ Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 (*as defined in the Scheme*), upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Applicant/ Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Applicant/ Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Applicant/ Transferee Company.
 - ii. Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor Company 2 (*as defined in the Scheme*) in the Applicant/ Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Applicant/ Transferee Company shall not be required to add "and reduced" as a suffix to its name.
 - iii. Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Applicant/ Transferee Company as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the

entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Applicant/ Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each.

- (h) Upon allotment of equity shares of the Applicant/ Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of the Scheme, the said shareholders for the purposes of Applicable Law(s) (*as defined in the Scheme*) shall become the promoters of the Applicant/ Transferee Company, together with the existing promoters of the Applicant/ Transferee Company.
- (i) Upon the Scheme becoming effective:
 - i. The Transferor Companies shall stand dissolved without winding up and the board of directors of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
 - ii. The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
 - iii. Upon the Scheme coming into effect, the board of directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

The secured creditors are requested to read the entire text of the proposed Scheme to get fully acquainted with the provisions thereof. The above key terms/ material provisions of the proposed Scheme are only certain salient features of the proposed Scheme.

Relationship among Companies who are parties to the proposed Scheme

- 25. IMCL is a wholly owned subsidiary of IMFA. BPCO is the holding company of IMFA holding 1,39,18,046 equity shares of the face value of INR 10 each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of IMFA.

Corporate Approvals

- 26. The proposed Scheme, was placed before the Audit Committee of IMFA at its meeting held on September 28, 2017. The Audit Committee of IMFA took into account the Valuation Report dated September 27, 2017, issued by M/s. TR Chadha & Co. LLP, Chartered Accountants (the "**Valuation Report**") and the fairness opinion, dated September 28, 2017, issued by BNK Securities Private Limited, Merchant Bankers (the "**Fairness Opinion**") appointed for this purpose by IMFA. A copy of Valuation Report is enclosed as **Annexure 3**. The Valuation Report is also open for inspection at the registered office of IMFA. A copy of the Fairness Opinion is enclosed as **Annexure 4**. The Audit Committee of IMFA based on the aforesaid, *inter alia*, recommended the Scheme to the Board of IMFA for its favourable consideration.
- 27. The Scheme along with the report submitted by the Audit Committee recommending the draft Scheme, Valuation Report and Fairness Opinion were placed before the Board of IMFA at its meeting held on September 28, 2017. Based on the aforesaid, the Board of IMFA approved the Scheme. The meeting of the Board of IMFA held on September 28, 2017 was attended by five (5) directors in person (namely, Mr. R.N. Misra, Mr. S.P Mathur, Mr. N.R. Mohanty, Mr. J.K. Misra and Mr. Chitta Ranjan Ray). Mr. Baijayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra, being promoters of IMFA, abstained from voting on the resolution in respect of the Scheme. None of the directors of IMFA who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
- 28. The Scheme along with the Valuation Report was placed before the Board of Directors of IMCL at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of IMCL approved the Scheme. The meeting of the Board of Directors of IMCL held on September 28, 2017 was attended by 2 (two) directors in person (namely Mr. Chitta Ranjan Ray and Mr. Deepak Kumar Mohanty). None of the directors of IMCL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
- 29. The Scheme along with the Valuation Report was placed before the Board of Directors of BPCO at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of BPCO approved the Scheme. The meeting of the

Board of Directors of BPCO held on September 28, 2017 was attended by 2 (two) directors in person (namely, Late Dr. Banshidhar Panda and Mrs. Paramita Mahapatra). None of the directors of BPCO who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

Approvals and actions taken in relation to the Scheme

30. Pursuant to the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (“**SEBI Circular**”), NSE was appointed as the designated stock exchange by IMFA for the purpose of coordinating with the SEBI.
31. As required by the SEBI Circular, IMFA had filed the complaints report with BSE and NSE on January 5, 2018 and January 25, 2018 respectively. These reports indicate that IMFA received nil complaints. A copy of the above said complaints report submitted by IMFA to BSE and NSE are enclosed as **Annexure 5** and **Annexure 6** respectively.
32. Pursuant to the SEBI Circular read with Regulation 37 of SEBI Listing Obligations and Disclosure Requirements, 2015, IMFA had filed necessary applications before the BSE and NSE seeking their respective no-objection to the proposed Scheme. IMFA received no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 conveying their no adverse observations/ no-objection for filing the proposed Scheme with Hon’ble Tribunal. Pursuant to the letter dated February 15, 2018 addressed by SEBI to BSE and NSE, which, *inter alia*, stated the following:
 - “(a) *Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B. Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.*
 - “(b) *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
 - “(c) *Company shall duly comply with various provisions of the circulars.*
 - “(d) *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
 - “(e) *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations /representations.”*

A copy of the no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 is enclosed as **Annexure 7** and **Annexure 8** respectively.

33. The Companies will obtain such other approvals/ sanctions/ no-objection(s) from regulatory or other governmental authorities in respect of the Scheme as may be required in accordance with law.
34. The joint company application along with the exhibits thereto (which includes the proposed Scheme) was filed by the Companies with the Hon’ble Tribunal on May 1, 2018.
35. As per the audited books of accounts as on March 31, 2018 of IMFA, the amount due to the secured creditors of IMFA is INR 8,51,57,99,373 (Rupees Eight Hundred and Fifty One Crore Fifty Seven Lacs Ninety Nine Thousand Three Hundred Seventy Three Only) and to the unsecured creditors of IMFA is INR 2,97,96,20,750 (Rupees Two Hundred Ninety Seven Crore Ninety Six Lac Twenty Thousand Seven Hundred Fifty Only). As per the audited books of accounts as on March 31, 2018 of IMCL, IMCL does not have any secured creditor and the amount due to the unsecured creditors of IMCL is INR 1,10,344 (Rupees One Lac Ten Thousand Three Hundred Forty Four Only). As per the audited books of accounts as on March 31, 2018 of BPCO, BPCO does not have any secured creditor and the amount due to the unsecured creditors of BPCO is INR 44,863 (Rupees Forty Four Thousand Eight Hundred Sixty Three Only).

Valuation and accounting treatment

36. A copy of the Valuation Report dated September 27, 2017 issued by M/s. TR Chadha & Co. LLP, Chartered Accountants to the board of directors of Indian Metals and Ferro Alloys Limited and B. Panda and Company Private Limited is enclosed as Annexure 3.
37. The proposed Scheme is in compliance with the applicable accounting standards prescribed under Section 133 of the Act. A certificate issued by the Statutory Auditor of IMFA to this effect is open for inspection at the registered office of IMFA.

Effect of the proposed Scheme on various parties

38. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMFA:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
 - (b) The directors, key managerial personnel of IMFA and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/ or to the extent that the following directors, namely, Mr. Baijayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) Under the Scheme, the effect of the Scheme on all the promoters and non-promoter shareholders of IMFA will be same as they will continue to hold the same number of equity shares in IMFA as they were holding prior to the Scheme.
 - (d) As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
 - (e) IMFA has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders does not arise.
 - (f) IMFA has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
 - (g) Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.

A copy of the report adopted by the board of directors of IMFA under Section 232(2)(c) of the Act is enclosed as **Annexure 9**.

39. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMCL:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 - (b) The directors, key managerial personnel of IMCL and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/ or to the extent that the following director, namely, Mr. Baijayant Panda is one of the promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) All the equity shares of IMCL are held by its promoters and IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 - (d) IMCL does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.
 - (e) IMCL has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
 - (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and

conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.

A copy of the report adopted by the board of directors of IMCL under Section 232(2)(c) of the Act is enclosed as **Annexure 10**.

40. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of BPCO:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
 - (b) The directors, key managerial personnel of BPCO and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following director, namely, Mr. Baijayant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) All the equity shares of BPCO are held by its promoters and BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
 - (d) BPCO does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.
 - (e) BPCO has not issued any debentures and accordingly, the effect of the Scheme on any debenture holders does not arise.
 - (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.

A copy of the report adopted by the board of directors of BPCO under Section 232(2)(c) of the Act is enclosed as **Annexure 11**.

Other matters

- 41. To the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
- 42. To the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.
- 43. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.
- 44. A copy of the proposed Scheme has been filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack on July 21, 2018.
- 45. In terms of SEBI Circular, the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 12**.
- 46. In terms of SEBI Circular, the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 13**.

47. Dr. Banshidhar Panda, the founder and promoter of IMFA passed away on May 22, 2018. After the demise of Dr. Banshidhar Panda, the names and addresses of the remaining promoters of IMFA as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	Mr. Baijayant Panda	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
3	Mr. Subhrakant Panda	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi - 110070
4	Mrs. Nivedita Ganapathi	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Odisha-751010
5	Mr. Subhrakant Panda, Managing Trustee, Shaisah Foundation	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi - 110070
6	B. Panda and Company Private limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
7	Raila Enterprises Private Limited	B-4/147, Safdarjung Enclave, New Delhi - 110029

48. The names and addresses of the promoters of IMCL as on June 30, 2018 is as under:

S. NO.	NAME	ADDRESS
1	Indian Metals and Ferro Alloys Limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

49. The names and addresses of the promoters of BPCO as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	B. Panda Trust	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

50. The names and addresses of the directors of IMFA as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Vice Chairman	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Managing Director	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi - 110070
4	Mr. Jayant Kumar Misra Director (Corporate) & COO	A-27, Nanda Devi Appartment, Chandrashekharpur, Bhubaneswar - 751016, Odisha
5	Mr. Sudhir Prakash Mathur Independent Director	Plot No-305, Rajmahal Apartment, D-253, Devi Marg Bani Park, Chinkara Canteen, Jaipur - 302016, Rajasthan
6	Mr. Nalini Ranjan Mohanty Independent Director	Flat No 302, Scion Court, Ist Cross Kaggadaspura, C.V.Raman Nagar, P.O- Bangalore - 560093, Karnataka
7	Mr. Chitta Ranjan Ray Whole-Time Director	F-15, Manorama Apartment, Rasulgarh Bhubaneswar - 751010, Odisha
8	Mr. Rabi Narayan Mishra Independent Director	G-4, Everard Nagar, Eastern Express Highway, Sion, Mumbai - 400022, Maharashtra
9	Mr. Debabrata Bandyopadhyay Independent Director	GD-89 Sector-III, Salt Lake, Kolkata - 700106, West Bengal
10	Mr. Stefan Georg Amrein Director	Alte Zurichstr. 3, 8124 Maur Maur 8124 CH
11	Mr. Shankar Roychowdhury Independent Director	Fe 238, Salt Lake City, Sector - 3 Kolkata -700091, West Bengal

S. NO.	NAME & DESIGNATION	ADDRESS
12	Mr. Santosh Nautiyal Independent Director	1454, A T S Green Village, Sector 93 A, Noida - 201301, Uttar Pradesh
13	Mr. Bijoy Kumar Das Independent Director	52/1, Palace Road, Balabrooie Guest House Compound Bangalore - 560052, Karnataka

51. The names and addresses of the directors of IMCL as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar - 751012, Odisha
2	Mr. Chitta Ranjan Ray Director	F-15, Manorama Apartment, Rasulgarh, Bhubaneswar -751010, Odisha
3	Mr. Deepak Kumar Mohanty Director	B-103, Sonali Palace Apts, Sailshree Vihar, Bhubaneswar - 751021, Odisha
4	Mr. Ashok Kumar Nayak Director	Plot No.30/67, Road No-4, Divya Vihar, Samantarapur, Khordha, Bhubaneswar - 751002, Odisha

52. The names and addresses of the directors of BPCO as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Director	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi -110070

53. The pre-Scheme shareholding pattern of IMFA, IMCL and BPCO as on June 30, 2018 and the post-Scheme (expected) shareholding pattern of IMFA are as under:

Pre-Scheme shareholding pattern of IMFA as on June 30, 2018 and post-Scheme (expected) shareholding pattern:

Particulars	Number of Shares Pre-Scheme	% Holding of share capital Pre-Scheme	Number of Shares Post-Scheme	% Holding of share capital Post-Scheme
Promoter & Promoter group				
B. Panda and Company Private Limited	1,39,18,046	51.59	----	----
Raila Enterprises Private Limited	6,08,078	2.25	6,08,078	2.25
Subhrakant Panda	2,18,095	0.81	3,23,620	1.20
Paramita Mahapatra	6,40,115	2.37	3,23,540	1.20
Nivedita Ganapathi	2,17,539	0.81	3,23,064	1.20
Baijayant Panda	2,17,539	0.81	3,23,064	1.20
Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
B Panda Trust	----	----	1,39,18,046	51.59
Total promoter shareholding (A)	1,58,31,856	58.69	1,58,31,856	58.69
Non-promoter shareholding				
Public shareholding (B)	1,11,45,197	41.31	1,11,45,197	41.31
Total (A+B)	2,69,77,053	100.00	2,69,77,053	100.00

Pre-Scheme and post-Scheme shareholding pattern of IMCL as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	Indian Metals and Ferro Alloys Limited (IMFA)	10,79,958	100	Not Applicable since post sanction of the proposed Scheme, IMCL shall be dissolved without being wound up.	
2.	Sanatan Dash (beneficial interest is with IMFA)	32	-		
3.	Ashok Kumar Nayak (beneficial interest is with IMFA)	1	-		
4.	Rabindra Kumar Sahoo (beneficial interest is with IMFA)	1	-		
5.	Chinta Haran Ray (beneficial interest is with IMFA)	1	-		
6.	Smruti Ranjan Ray (beneficial interest is with IMFA)	1	-		
7.	Susant Kumar Padhi (beneficial interest is with IMFA)	1	-		
8.	Umesh Charan Pattanayak (beneficial interest is with IMFA)	1	-		
Total		10,79,996	100		

Pre-Scheme and post-Scheme shareholding pattern of BPCO as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	B. Panda Trust	1,948	100	Not Applicable since post sanction of the proposed Scheme, BPCO shall be dissolved without being wound up.	
2.	Mrs. Paramita Mahapatra	1	0.00		
Total		1,949	100		

54. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
55. The following documents will be open for inspection by the secured creditors of IMFA at its registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
- (i) Copy of the Order dated July 12, 2018 passed by Hon'ble Tribunal;
 - (ii) Copy of joint company application (with annexures) bearing number (CAA) No. 566/KB/2018 filed with the Hon'ble Tribunal;
 - (iii) Copy of the Memorandum and Articles of Association of the Companies;
 - (iv) Copy of the annual reports of the Companies, for the financial years ended on March 31, 2018, March 31, 2017 and March 31, 2016, respectively;
 - (v) List of the subsidiaries, joint ventures and associates of Companies;
 - (vi) Copy of Valuation Report dated September 27, 2017 as per Para I (A) (4) of Annexure I of SEBI Circular recommending share exchange ratio issued by TR Chadha & Co. LLP, Chartered Accountants to IMFA and BPCO;
 - (vii) Copy of Fairness Opinion dated September 28, 2017 on consideration to equity shareholders of BPCO issued by BNK Securities Private Limited to IMFA in relation to the proposed Scheme.

- (viii) Copy of the Audit Committee Report and resolution both dated September 28, 2017 of IMFA;
 - (ix) Copy of the resolutions passed by the Board of Directors of IMFA, IMCL and BPCO approving the Scheme in their respective board meetings held on September 28, 2017;
 - (x) Copy of the Register of Directors' Shareholding of each of the Companies;
 - (xi) Copy of the outcome of the board meeting dated September 28, 2017 issued by IMFA;
 - (xii) Copy of certificate issued by Haribhakti & Co. LLP, Chartered Accountants, statutory auditor of IMFA certifying that the Scheme complies with the applicable accounting standards pursuant to the provisions of Section 133 of the Act;
 - (xiii) Copy of the Complaints Report dated January 5, 2018 submitted by IMFA to BSE;
 - (xiv) Copy of the Complaints Report January 25, 2018 submitted by IMFA to NSE;
 - (xv) Copy of the Observation Letter/ No-objection letter issued by BSE and NSE both dated February 15, 2018 to IMFA;
 - (xvi) Copy of the proposed Scheme;
 - (xvii) Copy of Forms GNL-1 filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack, along with their respective challans all dated July 21, 2018 evidencing filing of the Scheme Registrar of Companies, Cuttack;
 - (xviii) Copy of the Reports dated September 28, 2017 adopted by the Board of Directors of each of IMFA, IMCL and BPCO respectively under Section 232(2)(c) of the Act;
 - (xix) Copy of the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (xx) Copy of the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (xxi) Copy of the list of secured and unsecured creditors certified by the respective Statutory Auditor of IMFA, IMCL and BPCO certifying the amount due to the secured and unsecured creditors of IMFA as on March 31, 2018.
56. This statement may be treated as an Explanatory Statement under Sections 230(3) of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by the Applicant/ Transferee Company to its secured creditors, free of charge, within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the secured creditors of the Applicant/ Transferee Company.
57. Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon'ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon'ble National Company Law Tribunal, Bench at Cuttack. After the Scheme is approved, by the equity shareholders, secured creditors and unsecured creditors of the Applicant/ Transferee Company, it will be subject to the approval/ sanction by the Hon'ble National Company Law Tribunal, Bench at Cuttack.

For Indian Metals and Ferro Alloys Limited

**Prem Khandelwal
CFO & Company Secretary**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

SCHEME OF AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AMONGST
INDIAN METALS & CARBIDE LIMITED
TRANSFEROR COMPANY 1
AND
B. PANDA AND COMPANY PRIVATE LIMITED
TRANSFEROR COMPANY 2
AND
INDIAN METALS AND FERRO ALLOYS LIMITED
TRANSFeree COMPANY
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This Scheme of Amalgamation ("**Scheme**") has been prepared pursuant to Sections 230-232 and other applicable provisions of the Act (*as defined below*) that involves:

- (a) Amalgamation (*as defined below*) of **Indian Metals & Carbide Limited**, a public limited company incorporated on November 26, 1973 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**IMCL**" or the "**Transferor Company 1**") into **Indian Metals and Ferro Alloys Limited**, a public limited company incorporated on November 20, 1961 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**IMFA**" or the "**Transferee Company**"); and
- (b) Amalgamation of **B. Panda and Company Private Limited**, a private limited company incorporated on February 20, 1965 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**BPCO**" or the "**Transferor Company 2**") into IMFA.

This Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected herewith.

THE SCHEME:

The Scheme is divided into the following four parts:

PART I	Introduction and rationale of the Scheme
PART II	Definitions, interpretation and share capital structure of the Companies (<i>as defined below</i>)
PART III	Amalgamation of IMCL and BPCO into IMFA
PART IV	General/ residuary terms and conditions

PART I

INTRODUCTION AND RATIONALE OF THE SCHEME

1.1 INTRODUCTION:

1. Indian Metals & Carbide Limited

IMCL is an unlisted public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598. The registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. IMCL is a wholly owned subsidiary of Indian Metals and Ferro Alloys Limited.

IMCL is *inter-alia* engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

2. B. Panda and Company Private Limited:

BPCO is a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478. The registered office of BPCO is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. BPCO is the holding company of Indian Metals and Ferro Alloys Limited holding 1,39,18,046 equity shares of the face value of INR 10/- each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of Indian Metals and Ferro Alloys Limited.

BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

3. Indian Metals and Ferro Alloys Limited:

Indian Metals and Ferro Alloys Limited is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. The equity shares of IMFA are listed on the Stock Exchanges (as defined below).

IMFA is India's largest, fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognized globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

1.2 RATIONALE OF THE SCHEME:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

PART II

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL STRUCTURE OF THE COMPANIES

2.1 DEFINITIONS:

In this Scheme, unless the context otherwise requires, in addition to the terms defined elsewhere in this Scheme, the following capitalized terms shall have the meaning set forth below:

“**Act**” shall mean the Companies Act, 2013 and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provision in the Companies Act, 2013 has not been notified;

“**Amalgamation**” means the amalgamation of IMCL and BPCO into IMFA as such amalgamation is more fully contemplated under Part III of this Scheme;

“**Applicable Law(s)**” mean any statute, law, regulation, ordinance, rule, judgement, rule of law, order, decree, ruling, bye-law, approval of any Governmental Authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter;

“**Appointed Date**” means April 1, 2017 or such other date as may be approved by the Tribunal;

“**Board**” or “**Board of Directors**” means the respective Board of Directors of each of IMCL or BPCO or IMFA, constituted from time to time under the Act;

“**BPCO**” or the “**Transferor Company 2**” shall mean B. Panda and Company Private Limited, a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**Companies**” shall mean, collectively, IMCL, BPCO and IMFA;

“**Effective Date**” means the date on which certified copies of the order of the Tribunal are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

“**Encumbrances**” means any encumbrance, including, without limitation, any deed of trust, right of others, security interest, burden, title defect, title retention agreement, lease, covenant, debenture, mortgage, pledge, charge, hypothecation, lien, deposit by way of security, bill of sale, option interest, proxy, beneficial ownership (including usufruct and similar entitlements), encroachment, public right, easement, common right, way leave, any voting agreement, interest, option, right of first offer, first, last or other refusal right, or transfer restriction in favour of any person, any statutory liens, any adverse claim as to title, possession or use, any provisional or executorial attachment and any other interest held by a third party or any agreement, arrangement or obligation to create any of the foregoing;

“**Governmental Authority**” means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include, without limitation the RBI, the SEBI, the Stock Exchanges, any relevant tax authority and any other authority exercising jurisdiction over the Companies;

“**IMCL**” or the “**Transferor Company 1**” shall mean Indian Metals & Carbide Limited, a public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**IMFA**” or the “**Transferee Company**” shall mean Indian Metals and Ferro Alloys Limited, a public listed company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**INR**” means Indian National Rupees;

“**IT Act**” means the Income-tax Act, 1961 and the rules made there under, as may be amended or re-enacted from time to time;

“**RBI**” means the Reserve Bank of India;

“**Scheme**” means this Scheme of Amalgamation involving Amalgamation as contemplated herein, including, any modification or amendment hereto;

“**SEBI**” means the Securities and Exchange Board of India;

“**SEBI Circular**” means, together, the circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 and the circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017, each issued by the SEBI;

“**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto;

“**Stock Exchanges**” means the BSE Limited and the National Stock Exchange of India Limited;

“**Tax**” or “**Taxes**” means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto), in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including without limitation, taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, anti-dumping duty, special additional duty, octroi, bonds with the custom authorities etc., CENVAT, withholding tax, self-assessment tax, advance tax, service tax, sales tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, customs duty and registration fees;

“**Transferor Companies**” shall be referred to mean, collectively, IMCL and BPCO; and

“**Tribunal**” means the National Company Law Tribunal, Kolkata Bench, which has jurisdiction in relation to the Companies, including, without limitation any other court of competent jurisdiction, judicial agency, quasi-judicial agency or other authority, as may be applicable.

2.2 INTERPRETATION:

- (a) The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.
- (b) The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other Applicable Law(s), rules, regulations, guidelines, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.
- (c) The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme.
- (d) Any references in the Scheme to “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall mean the Effective Date.
- (e) Any references in the Scheme to “sanction” of the Scheme shall mean the Scheme as approved by the Tribunal.

2.3 SHARE CAPITAL STRUCTURE OF THE COMPANIES:

(a) Share Capital of IMFA as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 IIInd series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

As on the date of approval of this Scheme by BPCO's Board of Directors, IMFA is a subsidiary of BPCO.

(b) Share Capital of BPCO as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

(c) Share Capital of IMCL as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-

2.4 DATE WHEN SCHEME COMES INTO OPERATION:

The Scheme set out herein in its present form or with such modification(s) as may be approved by the Tribunal or made pursuant to Clause 4.2 (*Modifications/ Amendments to the Scheme*) of the Scheme, shall become effective from the Appointed Date, but shall be operative from the Effective Date.

PART III

AMALGAMATION OF TRANSFEROR COMPANIES INTO TRANSFEREE COMPANY

3.1 Transfer and vesting of the entire business comprising of all the assets and liabilities of the Transferor Companies into the Transferee Company:

- (a) The provisions of this Scheme have been drawn up to comply with the conditions relating to “Amalgamation” as defined under Section 2(1B) of the IT Act and other relevant provisions of the IT Act and other related Applicable Law(s). If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the aforementioned provisions of the IT Act at a later date, including, resulting from an amendment of Applicable Law(s) or for any other reason whatsoever, the Scheme shall be deemed to be modified to the extent necessary to comply with aforementioned provisions of the IT Act. Such modifications will, however, not affect the remaining parts of the Scheme.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand, transferred to and vested in, and/ or be deemed to be transferred to, and vested in, the Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Transferee Company, including, without limitation, the following:
 - (i) all assets and properties of the Transferor Companies, including, incorporeal assets or properties, which are movable in nature, including investments, leased assets, sundry debtors, outstanding loans and advances, bank balances and deposits (including deposits with Government, semi-Government, local and other authorities, bodies or Tax authorities), or which are otherwise capable of transfer by physical delivery or by endorsement and delivery or by delivery instructions in relation to dematerialized shares or mutual fund units or transfer by vesting and recording pursuant to this Scheme, shall stand so transferred and vested in the Transferee Company, without requiring execution of any deeds, actions, costs, charges or instrument for the same and shall become the assets and property of the Transferee Company. The vesting of aforesaid assets and properties pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement.
 - (ii) In respect of such of the assets and properties other than those referred in the foregoing paragraph, including, without limitation, any immovable properties (including leasehold rights, leasehold improvements, easements rights, benefits or interests therein or other investments made in leasehold properties) and any title, rights, entitlements, claims or benefits or interests therein, shall, without any further acts, instruments, costs, charges or deeds, be transferred to and vested in and/ or be deemed to be transferred to or vested in the Transferee Company upon this Scheme becoming effective.
 - (iii) All statutory and regulatory permissions (including municipal permissions), authorizations, clearances, approvals, consents, licenses, entitlements, subsidies, privileges, benefits, exemptions, deferrals, quotas, incentives, liberties, tenancy rights, concessions, plans, authorities (including for the operation of bank accounts), or powers of attorneys of whatsoever nature or kind given by, issued to or executed by, enjoyed by, conferred upon, held by or availed of by the Transferor Companies, including, the statutory licenses, and any title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, costs, charges, instruments or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
 - (iv) All quality certifications and approvals, trademarks, trade names, service names, patents, goodwill and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property of any kind or type whatsoever, including any applications/representations filed in relation to the foregoing, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information and all other records

and documents whether in physical form or electronic form relating to the business activities and operations of the Transferor Companies and the title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.

- (v) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds in a manner contemplated under this Scheme.
- (vi) All contracts, deeds, bonds, agreements, leases, instruments, schemes, arrangements, bids, tenders, letters of intent, expression of interest, development rights (whether vested or potential and whether under agreements or otherwise), writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or to the benefit of which the Transferor Companies may be eligible or entitled, and which are subsisting or have effect immediately before the Effective Date, shall wholly and entirely stand vested in, or transferred to the Transferee Company (including the title, rights, entitlements, claims or benefits or interests therein) without any further acts, costs, charges, instruments or deeds, shall continue in full force and effect in the name of, or in favour of, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto or thereunder.
- (vii) All other title, rights, entitlements, claims or benefits or interests of whatsoever nature or kind relating to the goods or services being dealt with by the Transferor Companies, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the authorities concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
- (viii) Any person having any obligation towards the Transferor Companies, shall perform and satisfy such obligation in favor of the Transferee Company without any further acts, instruments, costs, charges or deeds, including, any obligation to make any payment to the Transferor Companies upon the Scheme becoming effective.
- (ix) All debts (secured or unsecured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including, liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- (x) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the banks or financial institutions or other lenders concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.

Provided further that the Scheme shall not operate to enlarge the security for any loan, borrowing, deposit or facility created or available to the Transferor Companies which shall vest in the Transferee Company by virtue of the Amalgamation and the Transferee Company shall not be obligated to create any additional security therefore after the Amalgamation has become effective or otherwise.

- (xi) Where any of the liabilities and obligations pertaining to the Transferor Companies on the Appointed Date has been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of Transferee Company.
- (xii) All loans raised and used, duties, obligations and liabilities incurred, if any, by the Transferor Companies on or after the Appointed Date, but prior to the Effective Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme be deemed to have been transferred to and vested in the Transferee Company without any further acts, instruments, costs, charges or deeds and shall become the loans, duties, obligations and liabilities of the Transferee Company which shall meet, discharge and satisfy the same.
- (xiii) For the removal of doubt, it is clarified that to the extent that there are any inter-company loans, deposits, obligations, letters of credit, letters of comfort, balances or other obligations (including under any other instrument or arrangement which may give rise to a contingent liability in whatever form) outstanding as between Transferor Companies and Transferee Company, the obligations in respect thereof shall stand discharged and come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances with effect from the Appointed Date.
- (xiv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance of any kind, if any, as on the Appointed Date and/or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Effective Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related or attached to such assets of the Transferor Companies prior to the Effective Date even after such assets are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Transferee Company.
- (xv) From the Effective Date, without any further acts, instruments, costs, charges or deeds, the Transferee Company shall be entitled to realize all payments or claims or money related to the Transferor Companies and its business and complete and/ or enforce all pending or existing contracts and transactions related to the Transferor Companies and its business in the name of and for the benefit of the Transferee Company.
- (xvi) With effect from the Appointed Date, the borrowing and investment limits of the Transferee Company under the relevant provisions of the Act respectively, shall, without any further act or deed or action, be deemed to have been enhanced by the borrowing and investment limits of the Transferor Companies, such limits being incremental to the existing limits of the Transferee Company. Any corporate approvals obtained by the Transferor Companies, whether for purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.
- (xvii) Without prejudice to the foregoing, for the purpose of giving effect to the vesting and transfer as aforesaid order passed under sections 230 and 232 of the Act or such other applicable provisions of the Act, in respect of this Scheme, the Transferee Company shall be entitled to get the recorded the change in the legal title, interests, rights or appurtenant thereto upon the transfer and vesting of all the assets and properties as aforesaid of the Transferor Companies pursuant to the Scheme becoming effective.

(xviii) Without prejudice to the other provisions of this Scheme, the Transferee Company may, at any time after the coming into effect of the Scheme, in accordance with its provisions, if so required under any Applicable Law(s) or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferee Company is a party or any writings as may be necessary, in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies to be carried out or performed.

3.2 Taxes:

- (a) Upon the Scheme becoming effective on the Effective Date, all Taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits (including credits for income Tax, Tax deducted at source, withholding Tax, advance Tax, self-assessment Tax, minimum alternate Tax, CENVAT credit, goods and services Tax credits, other indirect Tax credits and other Tax receivables) shall be treated as the Tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any Tax incentives, benefits (including claims for unabsorbed Tax losses and unabsorbed Tax depreciation), advantages, privileges, exemptions, credits, Tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall be available to the Transferee Company, and following the Effective Date, the Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such Taxes on behalf of the Transferor Companies.
- (b) Upon the Scheme becoming effective:
 - (a) to the extent required, the Transferee Company is permitted to revise and file its income Tax returns, withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns; and
 - (ii) the Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Companies, which may be allowable in accordance with the provisions of the IT Act on or after the Effective Date; and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Companies prior to the Effective Date.
- (c) Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated Tax loss, unabsorbed Tax depreciation, minimum alternate Tax credit, if any, of the Transferor Companies as on the Appointed Date, shall, for all purposes, be treated as accumulated Tax loss, unabsorbed Tax depreciation and minimum alternate Tax credit of the Transferee Company. It is further clarified that any business loss and unabsorbed depreciation of the Transferor Companies as specified in their respective books of account shall be included as business loss and unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.
- (d) Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Companies under Applicable Law(s), including income Tax, sales Tax, value added Tax, service Tax, entry Tax, custom duty, goods and services Tax or any other Tax.
- (e) Upon the Scheme becoming effective, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of the Transferor Companies, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, of the Transferee Company without any further act or deed.
- (f) Upon the Scheme becoming effective, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, CENVAT, customs, value added Tax, sales Tax, service Tax, entry Tax and goods and services Tax to which the Transferor Companies are entitled shall be available to and vest in the Transferee Company, without any further act or deed.
- (g) Any Tax liabilities under the IT Act or other Applicable Law(s) or regulations related to Tax allocable to the Transferor Companies, whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Companies

made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Companies, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company.

- (h) All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in this Scheme.
- (i) Any refund under the IT Act or any other Applicable Law(s) related to or due to the Transferor Companies, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.
- (j) Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and services Tax and applicable state value added Tax) to which the Transferor Companies are entitled to in terms of Applicable Law(s) related to Tax, shall be available to and vest in the Transferee Company from the Effective Date.
- (k) All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of five (5) years beginning with the financial year in which this Scheme becomes effective.

3.3 Legal Proceedings:

All suits, actions and other proceedings (including legal or taxation and any proceedings before any statutory, regulatory or quasi-judicial authority or tribunal) by or against the Transferor Companies or related to its business or assets, pending on the Effective Date, on any matter arising immediately prior to or from the Appointed Date (including, those relating to any pending licenses, issues, properties, rights, powers, liabilities, obligations or duties) of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the Amalgamation of the Transferor Companies into the Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

3.4 Contracts, Deeds, Licenses, Approvals & Permits:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date, all arrangements, contracts, deeds, bonds, agreements, leases, instruments, writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or any rights, claims, entitlements or interests related thereto, shall remain in full force and effect and, wholly and entirely stand vested in, or assigned, novated or transferred to the Transferee Company, without any further acts, instruments, costs, charges, or deeds, and can be enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Without prejudice to the provisions of this sub-clause, the Board of Directors or any other official as authorized by the Board of Directors of the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, execute renewal of lease deeds, as may be applicable.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date, each of the permissions, approvals, applications, consents, sanctions, remissions, special reservations, registrations, permits, licences, incentives, concessions, benefits, power of attorneys, no-objection certificates, subsidies, clearances and other authorizations or grants of whatsoever nature or kind in respect of the Transferor Companies or any rights, claims, entitlements or

interests related thereto shall remain in full force and effect and, wholly and entirely, stand vested in, or assigned, novated or transferred to the Transferee Company (as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company will be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company), without any further acts, instruments, costs, charges or deeds pursuant to and upon this Scheme becoming effective and the Transferee Company shall, after the Scheme becoming effective, inform or intimate, for the record of the statutory authorities, who shall take them on file, pursuant to the order of the Tribunal.

3.5 Employees:

- (a) The Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the Amalgamation. The Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal / retirement benefits.
- (b) The accumulated balances, if any, standing to the credit of the employees and staff of the Transferor Companies in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts created or existing, of which they are members, will be transferred to such provident fund, gratuity fund and superannuation fund or any special funds or trusts nominated by the Transferee Company and/ or such new funds to be established by the Transferee Company as such new funds are recognized by the relevant governmental or regulatory authorities. Pending the transfer as aforesaid, any amount lying to the credit of the provident fund, gratuity fund and superannuation fund or any special funds or trusts related to the said employees and staff of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts respectively. This shall be binding on the managers of such funds, if any.
- (c) In relation to those employees and staff for whom the Transferor Companies are making contributions to the provident fund, gratuity fund and superannuation fund or any special funds or trusts, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said provident fund, gratuity fund and superannuation fund or any special funds or trusts in accordance with the provisions of such fund or bye laws, in respect of such employees and staff.
- (d) It is clarified that the services of the employees and staff of the Transferor Companies will be treated as having been continuing for the purpose of said fund or funds.

3.6 Saving of Concluded Transactions:

The transfer and vesting of the assets and liabilities and continuance of the proceedings by the Transferee Company and/ or contracts as aforesaid shall not affect any action taken or transactions or proceedings or contracts already concluded or actions taken but not concluded by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company on or after the Appointed Date, and the Transferee Company accepts all such acts, deeds or things done lawfully or executed by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company.

3.7 Conduct of Business till Effective Date:

- (a) With effect from the Appointed Date and up to and including the Effective Date:
 - (i) the Transferor Companies shall be deemed to have been carrying on all business and activities, including, without limitation, making of any investment in or acquisition of any body corporate or business or part of any business for and on account of and in trust for the Transferee Company; and
 - (ii) All profits accruing to the Transferor Companies or losses arising or incurred by them relating to the Transferor Companies shall for all purposes, be treated as the profits or losses, as the case may be, of the Transferee Company.

- (b) The Transferor Companies hereby undertakes from the Appointed Date and up to, and including, the Effective Date:
- (i) to carry on and be deemed to have been carrying on their business and activities and shall stand possessed of, and hold all of their properties and assets for and on account of, and in trust for the Transferee Company. The Transferor Companies hereby undertake to hold the said assets with utmost prudence until the Effective Date;
 - (ii) to carry on their business and activities with reasonable diligence, business prudence and shall not, without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of their undertakings or any part thereof, including their assets, liabilities, employees or business activities, except in the ordinary course of business or as otherwise expressly stated under this Scheme or otherwise with the consent of the Transferee Company;
 - (iii) not to borrow any money or enter into any transaction or arrangement to create any borrowing or indebtedness or give any guarantee or indemnity or loans or create encumbrance of any kind on its assets/ properties except in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company; and
 - (iv) not to utilize the profits or reserves, if any, relating to the Transferor Companies for the purpose of declaring or paying any dividends including, interim dividend, or for making any bonus or right issuance, in respect of the period falling on and after the Appointed Date except with the written consent of the Transferee Company.

3.8 Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company:

- (a) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Transferee Company without any further action or deed of the Transferee Company.
- (b) The stamp duty and filing fees paid on the authorized share capital of the Transferor Companies are permitted to be utilized and applied towards the increase in the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), and no further demand of additional stamp duty or filing fee shall be raised or made upon the Transferee Company by any regulatory authorities including, the Registrar of Companies, Orissa, in relation to such increase in the authorized share capital of the Transferee Company.
- (c) It is hereby clarified that for the purposes of increasing the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient and that no further resolution under Section 13, Section 61 or any other applicable provisions of the Act, if any, would be required to be separately passed.
- (d) Consequently, upon the Scheme becoming effective, Clause 5th of the memorandum of association of the Transferee Company shall without any further action or deed shall stand altered, modified and amended accordingly without compliance of any provisions of the Act except for filing the relevant forms with the relevant Registrar of Companies, if so required.

3.9 Consideration for Amalgamation of the Transferor Companies into the Transferee Company:

- (a) Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.

- (b) Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor Company 2 in the Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Transferee Company shall not be required to add "and reduced" as a suffix to its name.
- (c) Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) above, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of 10/- (Rupees Ten Only) each.
- (d) In case any shareholder of the Transferee Company 2 becomes entitled to a fraction of one share of the Transferee Company in accordance with the share exchange ratio as mentioned in Clause 3.9(c) above, such fraction shall be rounded off to the nearest one.
- (e) Pursuant to the SEBI Circular, the price at which the above-referenced equity shares of the Transferee Company will be issued to the shareholders of the Transferor Company 2 will comply with the pricing guidelines set forth in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (f) For the purpose of issue and allotment of shares pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*), the following terms shall apply:
- (i) Approval of this Scheme by the shareholders of the Transferee Company shall be deemed to constitute due compliance with section 62 and any other applicable provisions of the Act, the SEBI Listing Regulations and the articles of association of the Transferee Company, and no other consent shall be required under the Act or the articles of association of the Transferee Company, for the issue of equity shares to the shareholders of the Transferor Company 2 existing on the Effective Date in proportion to their existing shareholding under the Scheme and upon the shareholders of the Transferee Company approving the Scheme, it shall be deemed that they have given their consent, including under the Act and the articles of association of the Transferee Company, to the issue of shares of the Transferee Company to the equity shareholders of the Transferor Company 2 in accordance with the Scheme.
 - (ii) The shares proposed to be allotted pursuant to the Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank *pari passu* with the existing shares of the Transferee Company, including the rights in respect of dividend and bonus shares, if declared, by the Transferee Company on or after the Effective Date.
 - (iii) The issue and allotment of shares as provided in the Scheme shall be carried out in accordance with the provisions of the Act. All shareholders of the Transferor Company 2 as on the Effective Date shall be issued fresh equity shares in the Transferee Company in dematerialized form.
 - (iv) For the purpose of issue and allotment of shares to the shareholders of the Transferor Company 2 as existing on the Effective Date, the Transferee Company shall, if and to the extent required, apply for and obtain the required approvals from Governmental Authorities.
 - (v) The shares issued pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*) shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. The Transferee Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law(s) and take all steps to procure the listing of the shares issued by it pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*).

3.10 Accounting Treatment:

Notwithstanding anything to the contrary herein, upon the Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Effective Date.

3.11 Promoters

Upon allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of the Transferee Company, together with the existing promoters of the Transferee Company.

3.12 Dissolution of the Transferor Companies:

Upon the Scheme becoming effective:

- (i) The Transferor Companies shall stand dissolved without winding up and the Board of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
- (ii) The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
- (iii) Upon the Scheme coming into effect, the Board of Directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

PART IV

GENERAL/ RESIDUARY TERMS AND CONDITIONS

4.1 APPLICATION TO THE TRIBUNAL

- (a) The Companies shall, make and file all applications and petitions to the Tribunal for sanctioning this Scheme under Sections 230-232 of the Act and other applicable provisions for carrying this Scheme into effect and shall apply for such approvals as may be required under Applicable Law(s).

4.2 MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- (a) The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may at any time before or after filing of the Scheme with the Tribunal (and pending for sanction before the Tribunal) authorize, to make and/ or consent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the Tribunal or any other Governmental Authority(ies) may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may authorize to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directives or orders of any other statutory/regulatory authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- (b) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the authorized representatives of the Companies may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise, or to review the position relating to the satisfaction of the various conditions to the Scheme and if necessary, to

waive any such conditions (to the extent permissible under Applicable Law(s)) and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

- (c) The Board of Directors of the respective Companies shall, pending the sanction of the Scheme filed, be at liberty to withdraw, at any time, this Scheme for any business and commercial reasons including, but not limited to, in a case any condition or alteration imposed by the Tribunal or any other authority is not on terms acceptable to them.

4.3 RESIDUAL PROVISIONS

- (a) Any error, mistake, omission, commission, which is apparent and/or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned herein above.
- (b) If any part of the Scheme is found to be infeasible or unworkable for any reason whatsoever, subject to the decision of the respective Boards of the Transferor Companies and the Transferee Company, this shall not affect the validity or implementation of the other parts and/or provisions of the Scheme.
- (c) In the event a part(s) of the Scheme is found to be unworkable and the Transferor Companies and the Transferee Company decide to implement the remaining part(s) of the Scheme, the Scheme, to the extent it is unworkable, shall become *null and void* and no rights or liabilities whatsoever shall accrue to, or be incurred *inter se* by, the parties or their respective shareholders, creditors, employees or any other person with respect to such part of the Scheme.

4.4 SCHEME CONDITIONAL ON APPROVAL/ SANCTIONS

- (a) The Scheme is conditional upon and subject to:
 - (i) Stock Exchanges' Approval: The Transferee Company shall have received no-objection letters from the Stock Exchanges in respect of the Scheme (prior to filing the Scheme with the Tribunal as well as following approval of the Scheme by the Tribunal), which shall be in form and substance acceptable to the Board of the respective Companies;
 - (ii) Approval of the Tribunal: The Scheme shall have been approved by the Tribunal, either on terms as originally approved by the relevant parties to the Scheme, or subject to such modifications approved by the Tribunal, which shall be in form and substance acceptable to the Board of the respective Companies;
 - (iii) Shareholders' and Creditors' Approval: Approval of the Scheme by the requisite majority in number and value of the members and creditors of the respective Companies (where applicable) in accordance with the Act, the SEBI Circular and the SEBI Listing Regulations, as may be applicable. It is hereby clarified that the voting by public shareholders of the Transferee Company will be carried out through postal ballot and e-voting in accordance with the SEBI Circular;
 - (iv) The certified true copy of the orders passed by the Tribunal sanctioning the Scheme being filed by the respective Companies with the relevant Registrar of Companies.

4.5 COSTS

- (a) All costs, charges and expenses (including fees, duties, levies, registration charges, stamp duty etc.) any deed, document, instrument or Tribunal order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company.

4.6 REVOCATION OF THE SCHEME AND SEVERABILITY

- (a) In the event of any of the said sanctions and approvals referred to in Clause 4.4 (*Scheme Conditional on Approval/ Sanctions*) above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Tribunal, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* between the Companies or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Law(s) and in such case, each party shall bear its own costs unless otherwise mutually agreed.

- (b) If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Law(s), then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any company, in which case the Board of Directors of the respective Companies shall attempt to bring about a modification in this Scheme, as will best preserve for the respective Companies, the benefits and obligations of this Scheme, including but not limited to such part.

4.7 VALIDITY OF EXISTING PROVISIONS

- (a) Upon the coming into effect of the Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company.

For Indian Metals and Ferro Alloys Ltd.

For Indian Metals & Carbide Ltd.

(Prem Khandelwal)
CFO & Company Secretary

(Ashok Kumar Nayak)
Authorised Representative

For B. Panda and Company Private Limited

(Rabindra Kumar Sahoo)
Authorised Signatory

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA
CA(CAA) No. 566/KB/ 2018

An application under Sections 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 ;

And

In the matter of:

1. Indian Metals & Carbide Limited, a public Company incorporated in 1973 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Momikhal, Rasulgarh, Bhubaneswar – 751010, India ;

.. Transferor Company No. 1

And

2. B. Panda and Company Private Limited, a Private Company incorporated in 1965 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Mokikhal, Rasulgarh, Bhubaneswar – 751 010, India ;

.. Transferor Company No. 2

And

Indian Metals and Ferro Alloys Limited, a public Company incorporated in 1961 under the provisions of the Companies Act,

1956, having its registered Office at IMFA Building, Mokikhal,
Rasulgarh, Bhubaneswar – 751 010

... Transferee Company

And

1. Indian Metals & Carbide Ltd.
2. B.Panda and Company Pvt. Ltd.
3. Indian Metals and Ferro Alloys Ltd.

Coram : Mr. Madan B Gosavi, Member(Judicial)

Date of Pronouncement of the Order :

For the Applicants :

Mr. Sumit Garg, Advocate

ORDER

1. The object of this Application is to ultimately obtain sanction of this Tribunal to the Scheme of Amalgamation involving amalgamation of the Applicant No.1, Transferor Company No.1, namely, India Metals & Carbide Limited, the Applicant No.2, Transferor Company No.2, namely, B. Panda and Company Private Limited, into the Applicant No.3, Transferee Company, namely, Indian Metals and Ferro Alloys Limited, whereby and whereunder the entire undertaking of the Transferor Companies together with all properties, assets and liabilities relating thereto as a going concern is proposed to be

transferred to and vested in the Applicant No.3, the Transferee Company on the terms and conditions fully stated in the Scheme of Amalgamation.

2. The Applicant Company No.1, the Transferor Company No.1, is an unlisted public limited company and is a wholly owned subsidiary of the Applicant No.3, the Transferee Company.

3. The Applicant No.2, the Transferor Company No.2 is an unlisted private limited company and is the holding company of the Applicant No.3, the Transferee Company.

4. The Applicant No.3, the Transferee Company is a listed public limited Company and holds the entire paid up equity share capital of the Applicant No.1, the Transferor Company No.1. The equity shares of Applicant No.3, the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

5. The Applicant Company No.3, the Transferee Company had, vide its two separate letters, both dated November 24, 2017 applied through physical mode and through online mode on November 30, 2017 to the BSE and NSE Stock exchanges for obtaining their no objection to the Scheme of Amalgamation.

6. Thereafter, certain information/details were sought for by NSE and BSE and the same were submitted by the Applicant No.3, the Transferee Company. In the meantime, the Scheme of Amalgamation along with related documents was hosted on the websites of the Applicant No.3, the Transferee Company, NSE and BSE and was open for complains/comments from January 3, 2018 to January 24, 2018

on the website of the NSE and from December 12, 2017 to January 4, 2018 on the website of the BSE.

7. During the above period, no complaint was received. Accordingly, the Applicant No.3, the Transferee Company filed a nil complaint report with the NSE and BSE vide its letters dated January 25, 2018 and January 5, 2018 respectively.

8. A certified copy of the nil complaint reports dated January 25, 2018 and January 5, 2018 submitted by the Applicant No.3, the Transferee Company respectively, to NSE and BSE in terms of paragraph I.A.6 of the Circular dated March 10, 2017, being number CFD/DIL3/CIR/2017/21 issued by SEBI is annexed with the Application and marked as Exhibit 23 and Exhibit 24, respectively.

9. SEBI, thereafter, by its letter dated February 15, 2018 addressed a communication in respect of the Scheme to NSE and BSE. In the said communication, SEBI, inter alia, made certain comments.

10. NSE and BSE have, vide their respective letters both dated February 15, 2018 given their no adverse observations/no objection to file the Scheme of Amalgamation with the Tribunal.

11. A certified copy of the letters both dated February 15, 2018 issued by NSE and BSE to the Applicant No.3, the Transferee Company is annexed with the Application and marked as Exhibit 25 and Exhibit 26, respectively.

12. The Board of Directors of all the Companies have, at their respective meetings held on 28th September, 2017, by resolutions unanimously approved the draft Scheme of Amalgamation.

13. It has been stated in the Application that the Scheme has been envisaged to consolidate business of the Applicant No.1, the Transferor Company No.1 into the Applicant No.3, the Transferee Company and to rationalise and streamline the ownership structure of the Applicant No.3, the Transferee Company.

14. Accordingly, the amalgamation of the Applicant No.1, the Transferor Company No.1 and Applicant No.2, the Transferor Company No.2 respectively into the Applicant No.3, Transferee Company is being proposed under the Scheme of Amalgamation.

15. It has been stated in the Application that the Management of the Applicant Companies involved in the Scheme of Amalgamation believe that the Scheme will result in, inter alia, the following benefits :

- (a) Reduce overheads and administrative, managerial and other expenditure ;
- (b) Provide greater efficiency and more optimal utilisation of resources ;
- (c) Reduce legal and regulatory compliances;
- (d) Create enhanced value for all stake holders of the respective companies; and
- (e) Reorganise businesses to optimize for operational efficiency, rationalise for cost and streamline for growth.

16. It has been stated in the Application that to the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.

17. It has also been stated in the Application that to the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.

18. No winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.

19. It has been stated in the Application that in respect of the Scheme of Amalgamation, the Applicant No.3, the Transferee Company has received no adverse observations/no objection from NSE and BSE pursuant to letter dated February 15, 2018 addressed by SEBI to NSE and BSE, respectively.

20. It has also been stated in the Application that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

21. A certificate dated September 28, 2017 issued by the Chartered Accountants, the statutory auditor of the Applicant No.3, the

Transferee Company is annexed with the Application and marked Exhibit 27.

22. It has also been stated in the Application that under the Scheme of Amalgamation, an arrangement is sought to be entered into between the Transferor Company No.1 and its equity shareholders.

23. Clause 3.9(a) of Part III of the Scheme of Amalgamation stipulates that since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1, upon the Scheme of Amalgamation becoming effective, the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1 shall stand cancelled and/or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme of Amalgamation becoming effective and upon vesting in and transfer of the entire business of the Transferor Company No.1 into the Transferee Company in accordance with the Scheme of Amalgamation, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/payable as consideration for the amalgamation of the Transferor Company No.1 with the Transferee Company.

24. Under the Scheme of Amalgamation, there is no arrangement with the Creditors, either secured or unsecured of the Transferor Company No.1. No compromise is offered under the Scheme of Amalgamation to any of the Creditors of the Transferor Company No.1. The liability of the Creditors of the Transferor Company No.1, under the Scheme of Amalgamation, is neither being reduced nor

being extinguished. Accordingly, no creditors of the Transferor Company No.1 would in any way be affected by the Scheme of Amalgamation.

25. It has been stated in the Application that as on date, the Transferor Company No.1 has no outstanding public deposits and therefore, the effect of the Scheme of Amalgamation on any such public deposit holders or deposit trustees does not arise.

26. In terms of SEBI Circular, the Transferee Company along with the notice and the explanatory statement in respect of the Scheme of Amalgamation to be sent to its equity shareholders, would also be required to send the applicable information pertaining to the Transferor Company No.1 and the Transferor Company No. 2 in the format specified for abridged prospectus as provided in Part D of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to its equity shareholders.

27. It has been stated in the Application that the Transferee Company, after seeking the necessary directions from this Tribunal for convening the meetings, inter alia, of its equity shareholders, while sending the notice and the explanatory statement to its equity shareholders, shall also comply with the aforesaid along with the observations made by SEBI in its letter dated February 15, 2018 addressed to NSE and BSE.

28. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.1 has 8 equity shareholders and they have given their consent along with affidavits in support

thereof for dispensing with convening and holding of meeting of the equity shareholders.

29. A certificate issued by the Statutory Auditor of the Transferor Company No.1 certifying the list of equity shareholders of the Transferor Company No.1 as on April 13, 2018 is annexed with the Application and marked as Exhibit 33.

30. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.1 are annexed with the Application and marked as Exhibit 34.

31. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No.1 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No.1 does not arise.

32. It has been also stated that as on February 28, 2018, the Transferor Company No.1 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.1.

33. A list of secured creditors and unsecured creditors of the Transferor Company No.1 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No.1 and

by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 35.

34. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.2 has 2 (two) equity shareholders and they have given their consent along with affidavits in support thereof for dispensing with convening and holding of meeting of the equity shareholders.

35. A certificate issued by the Statutory Auditor of the Transferor Company No.2 certifying the list of equity shareholders of the Transferor Company No.2 as on April 13, 2018 is annexed with the Application and marked as Exhibit 36.

36. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.2 are annexed with the Application and marked as Exhibit 37.

37. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No. 2 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No. 2 does not arise.

38. It has been also stated that as on February 28, 2018, the Transferor Company No.2 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies

have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.2.

39. A list of secured creditors and unsecured creditors of the Transferor Company No. 2 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No. 2 and by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 38.

40. As on April 13, 2018 and as on the date of institution of this Application, the Transferee Company has an aggregate of 41,868 (Forty one thousand eight hundred and sixty eight) equity shareholders.

41. A certificate issued by the Statutory Auditor of the Transferee Company certifying the shareholding pattern of the Transferee Company as on April 13, 2018 reflecting the promoter shareholding and public shareholding and the aggregate number of shareholders in the Transferee Company is annexed with the Application and marked as Exhibit 39.

42. It is stated in the Application that the entire list of equity shareholders of the Transferee Company as on April 13, 2018 is running into approximately 850 pages which being bulky has not been annexed with the Application. However, a list of top 100 (one hundred) equity shareholders of the Transferee Company as on April 13, 2018 certified by a Director/CFO and Company Secretary of the

Transferee Company and a Chartered Accountant is annexed with the Application and marked as Exhibit 40.

43. As on February 28, 2018, there are 16(sixteen) secured Creditors and 1040 (one thousand forty) unsecured creditors in the Transferee Company.

44. A list of secured and unsecured Creditors of the Transferee Company as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by its statutory auditor along with a certificate from its Statutory Auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 41.

45. A list of statutory liabilities of the Transferee Company No.3 as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by a Chartered Accountant confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 42.

46. It is stated in the Application that none of the Companies involved in the Scheme of Amalgamation is a non-banking Financial company registered with Reserve Bank of India.

47. Notice under Section 230(5) of the Act is also not required to be given to the Competition Commission of India as the thresholds mentioned under the Competition Act, 2002 are not breached under the Scheme of Amalgamation.

48. It is stated in the Application that the Scheme of Amalgamation does not in any way violate, override or circumscribe any provisions of the Act to the extent applicable and/or the rules, regulations and guidelines made under the Act.

49. Heard the learned Advocate for the applicants, perused the records, documents annexed to the application and affidavits filed in the instant proceedings and after hearing the submissions made on behalf of the applicants, the following orders are passed :

- a) In view of the consents given in affidavit form by all the equity Shareholders of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the meetings of the equity shareholders of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;
- b) In view of the fact that there are no Secured Creditors in Transferor Company No.1 and in the Transferor Company No.2, the convening and holding of separate meetings of the Secured Creditors of the Transferor Company No.1 and the Transferor Company No.2 do not arise ;
- c) In view of the consents given in affidavit form by the Unsecured Creditor of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Unsecured Creditor

of the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the separate meetings of the Unsecured Creditors of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;

- d) Separate meeting of the equity shareholders of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 12-30 P.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- e) Separate meeting of the Secured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 10-30 A.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- f) Separate meeting of the Unsecured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 11-30 A.M. for

the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;

(g) That at least 30 (thirty) clear days before the date of the said separate meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company, an advertisement convening the meeting and stating that copies of the said Scheme of Amalgamation and of the Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and a form of proxy can be obtained free of charge at the Registered Office of the concerned Applicant companies or at the office of their Advocates, be inserted once each in Business Standard, English language, Odisha edition and in Pagativadi, Oriya language, Odisha edition.

(h) That in addition, at least 30 (thirty) clear days before the separate meetings to be held as aforesaid, a notice convening the said meeting of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at the place and time as aforesaid together with a copy of the said Scheme of Amalgamation, a copy of the Statement required to be sent under the Act and the prescribed form of Proxy be sent by registered post or by hand or by courier or by e-mail addressed to each of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at their respective or last known addresses.

(i) To serve the notice as per requirements of sub-section (5) of Section 230 of the Companies Act, 2013 along with all the

documents including a copy of the Scheme and the Statement disclosing necessary details on the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, Odisha ; Income Tax Department, BSE & NSE, having jurisdiction over the Transferor company and the Transferee Company and such other relevant sectoral regulators/ authorities, if applicable, which are likely to be affected by the proposed scheme, by sending the same by hand delivery through special messenger or by registered post or speed post within 14 days from the date of this order for filing their representation, if any, within 30 days from the date of notice. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the applicants and/or their Advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 and Companies (Compromises, Arrangements & Arrangement) Rules, 2016 with necessary variations incorporating the directions therein.

- (j) That Mr. Dev Dhar Nagpal, Practicing Chartered Accountant (Mobile No. 9811081571) shall be the Chairperson/ Mr. Sidharth Aggarwal, Advocate (Mobile No. 9810271460) shall be the Alternate Chairperson for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 50,000/- (Rupees Fifty thousand only).

- (k) That Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant (Mobile No. 9437033628) shall be the Scrutinizer for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 25,000/- (Twenty five thousand only).
- (l) That Chairperson/Alternate Chairperson appointed for the said meetings or any person authorised by him do issue and send out the notice of the said meetings referred to above.
- (m) The quorum for meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee company be fixed in accordance with Section 103 of the Companies Act, 2013 present either in person or by proxy.
- (n) That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person(s) entitled to attend and vote at the meeting, is filed with the concerned Applicant Company at their Registered Office not later than forty eight hours before the meetings. The Chairperson shall have the power to adjourn the meeting, if necessary, and to conduct the procedure for the adjourned meeting as deemed necessary under the Act.
- (o) That the value of each equity shareholder, Secured Creditor and the Unsecured Creditor shall be in accordance with the respective books of the concerned Applicant Companies and where entries in

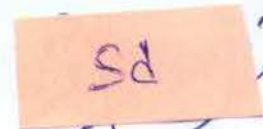
the books are disputed, the Chairperson concerned shall determine the value for the purpose of the meeting.

(p) That the Chairperson do report to this Court the results of the said meetings within four weeks from the date of the conclusion of the respective meetings and his report shall be verified by his affidavit.

50. The Application bearing No. CA(CAA) No. 566/KB/2018 is, accordingly, disposed of.

51. Parties and the Chairpersons to act on the order.

52. Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.



(Madan B Gosavi)

Member(Judicial)

GOUR_STENO

T R Chadha & Co LLP
Chartered Accountants



Private and Confidential

Date: 27th September, 2017

To,

Board of Directors

Indian Metals & Ferro Alloys Limited
IMFA Building,
Bomikhal, Rasulgarh,
Bhubaneshwar, Odisha-751010

Board of Directors

B.Panda & Company Private Limited
IMFA Building,
Bomikhal, Rasulgarh,
Bhubaneshwar, Odisha-751010

Sub: Recommendation of Share Exchange Ratio for the proposed Amalgamation of B. Panda & Company Private Limited (BPCO) in Indian Metals & Ferro Alloys Limited (IMFA).

Dear Sir / Madam,

We refer to our appointment for conducting share valuation and recommending a share exchange ratio for the proposed scheme of amalgamation, whereby Indian Metal and Carbide Limited (hereinafter referred to as 'IMCL') and B. Panda and Company Private Limited (hereinafter referred to as 'BPCO') will be merged with Indian Metals and Ferro Alloys Limited (hereinafter referred to as 'IMFA').

A. SUMMARY OF THE VALUATION RESULTS

We have carried out valuation of the following Companies and our respective reports have been submitted to you;

- Indian Metals and Ferro Alloys Limited
- B. Panda and Company Private Limited

In addition to merger of BPCO with IMFA, IMCL is also proposed to be merged with IMFA but there is no requirement for valuation of IMCL as IMCL is a wholly owned subsidiary of IMFA and as per the scheme, the existing paid-up share capital issued by IMCL will get cancelled and no further shares will be issued by IMFA to the shareholders of IMCL.

We must emphasize that the financial projections are prepared by the management of the respective companies and provided to us for the purpose of our analysis. The fact that we have considered the financial projections in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast



T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP
(A limited liability partnership with LLP Identification No. AAF-3926] with effect from 28th December, 2015

Corporate Office : B-30, Connaught Place, Kuthisa Building, New Delhi - 110001
Phone : 43259900, Fax : 43259930, E-mail : delhi@trchadha.com
Regd. Office : Suite No. 11A, 2nd Floor, Gobind Mansion, H-Block, Connaught Circus, New Delhi - 110001
Phone : 011 41513059 / 41513169



used in the analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the financial projections. Since the financial projections relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. In accordance with our Engagement Letter(s) and in accordance with the customary approach adopted in valuation exercise, we have not audited, reviewed or otherwise investigated the historical financial information provided by the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial.

Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme, without our prior written consent.

We have estimated the value under DCF Method and NAV Method based on the Unaudited Provisional Financial Statements available on the latest closing date which is **31st August, 2017**, whereas the value under SEBI Method (Market Approach) has been estimated as per the SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

The Valuation opinion as per our report dated: 27th September, 2017 of the aforementioned companies is encapsulated below:

S.No	Company	Amount (in INR Crores)
i.	Valuation of Indian Metals and Ferro Alloys Limited	1,836.72
ii.	Valuation of B. Panda and Company Private Limited	948.02



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Phone : 011 41513059 / 41513169



Shareholding details of subject Companies.

The details of shares outstanding as on 31st August 2017 in respect of the companies are as follows:

S.No	Company	Number of Equity Shares
i.	Indian Metals and Ferro Alloys Limited	26,977,053
ii.	B.Panda and Company Pvt. Limited	1,949

(As per Audited Balance Sheet of IMFA and Provisional Balance Sheet of BPCO)

B. DETERMINATION OF SWAP RATIO

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

The determination of value of a Company is not a precise art science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single Value based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for decision of the Fair Value of business for which the proposed merger/demerger shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.

Per share value of the respective companies is given below:

S. No.	Company	Amount (in INR)
i.	Per share equity value of Indian Metals and Ferro Alloys Limited	680.85
ii.	Per share equity value of B.Panda and Company Pvt. Limited	48,64,148.56



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Phone : 011 41513059 / 41513169



The Share exchange ratio is accordingly given below:

7,14,428 (Seven Lakh Fourteen Thousand Four hundred and Twenty Eight) equity shares of Indian Metals and Ferro Alloys Limited of INR 10/- each fully paid-up will be issued for every 100 (One Hundred) equity shares in B. Panda and Company Private Limited. Based on the same, total 1,39,24,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) shares of IMFA of INR 10/- each fully paid-up will be issued to shareholders of BPCO. However, pursuant to the merger, intercompany shareholding by BPCO of 1,39,18,046 (One Crore Thirty Nine Lakh Eighteen Thousand and Forty Six) shares in IMFA will be cancelled out.

As advised by SEBI Regulations 76, with respect to Schedule 7 of SEBI(ICDR) Regulations, 2009 and the schemes which are pending with SEBI/Stock Exchanges as well as fresh schemes which will be filed hereafter, the valuation report shall display the workings, relative fair value per share and fair share exchange ratio in the following manner:

Computation of Fair Share Exchange Ratio:

Valuation Approach	IMFA Ltd.		BPCO Ltd.	
	Value Per Share	Weight	Value Per Share	Weight
Asset Approach	420.35	0%	48,64,148.56	100%
Income Approach	557.41	0%	-	-
Market Approach	680.85	100%	-	-
Relative Value per Share	680.85		48,64,148.56	
Exchange Ratio (rounded off)			7,14,428	

Ratio:

"7,14,428 equity share of IMFA Ltd of INR 10 each fully paid up for every 100 equity shares of BPCO Ltd."

Respectfully submitted,

For T R Chadha & Co LLP, Chartered Accountant

Aashish
Aashish Gupta
Partner
M.No. 097343



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Phone : 011 41513059 / 41513169



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BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 28th September 2017

To,
 The Board of Directors,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh
 Bhubaneswar, Orissa - 751010

Sub: Fairness opinion on consideration to equity shareholders of B. Panda and Company Private Limited with regards to proposed scheme of Amalgamation of Indian Metals & Carbide Limited (IMCL) and B. Panda and Company Private Limited (BPCO) (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (IMFA) (Transferee Company).

Dear Sir,

As Per Engagement Letter dated 20th Sept 2017 we are pleased to provide Fairness Report on proposed Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).

1) Background & Purpose of Engagement

I. Indian Metals and Ferro Alloys Ltd. (Transferee Company)

Indian Metals and Ferro Alloys Ltd. (CIN: L27101OR1961PLC000428) is a Company incorporated under The Companies Act, 1956 having registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010

Indian Metals and Ferro Alloys Ltd. is listed on BSE Limited (BSE) & National Stock Exchange of India Ltd. (NSE) having Security Code / Symbol as "533047" on BSE & IMFA on NSE. We have been provided with the draft Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).



SEBI Regn Nos.
 INB 230653536, INF 230653536, INE 230653536 (NSE)
 INB 010653534, INF 010653534 (BSE)
 INB 030757035 (CSE), INE 260653536 (MCX-SX)
 IN-DP-CDSL-506-2009 (DP-CDSL)
 MB/INM00011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1995PTC071182
 An ISO 9001 : 2008 COMPANY

Registered Office :
 Mayfair Tower, 2, Palm Avenue, Kolkata-700015, (India)
 Tel : 91-33-30028574-583, Fax : 91-33-3058-0562
 Dealing Room : 91-33-22810560-63, 30580560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapital.com

The share capital of Indian Metals and Ferro Alloys Ltd. as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 Ind series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

II. Indian Metals & Carbide Limited (Transferor Company 1)

Indian Metals & Carbide Limited (CIN: U27209OR1973PLC000598) is a company incorporated under The Companies Act, 1956 having Registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010. The Company is 100% subsidiary of Indian Metals and Ferro Alloys Ltd.

The share capital of Indian Metals & Carbide Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-



III. B. Panda and Company Private Limited (Transferor Company 2)

B. Panda and Company Private Limited (CIN: U74210OR1965PTC000478) is a Company incorporated under The Companies Act, 1956 having Registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa - 751006.

The share capital of B. Panda and Company Private Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

2) Scope of Engagement

We understand that the Board of Directors of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. are proposing to amalgamate Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company) from appointed date, which has been proposed as April 01, 2017 in the draft scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013 (herein referred to as scheme of Amalgamation).

Indian Metals and Ferro Alloys Ltd. vide engagement letter dated 20th September 2017 has engaged *BNK Securities Private Limited*, SEBI Registered Merchant Banker (*SEBI Registration No. INB 230653536*) to give fairness opinion with regards to the Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd.



3) Source of Information

For the Purpose of Fairness Opinion Certificate, we have relied upon the following documents as received from the Transferor Companies and Transferee Company.

1. Draft Scheme of Amalgamation for the merger of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company)
2. Annual Reports and List of Shareholders as on 31st March 2017. (Applicable for both Transferor & Transferee Companies)
3. Financial Statements and List of Shareholders as on 31st August 2017. (Applicable for both Transferor & Transferee Companies)
4. Valuation Report of Equity shares of Indian Metals and Ferro Alloys Ltd. by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.
5. Valuation Report of Equity shares of B. Panda and Company Private Limited by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.

4) Rationale:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.



The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

5) Valuation Report

In the Proposed Scheme of Amalgamation the Transferee Company will issue Shares to the Existing Shareholders of the Transferor Companies in the following Ratios and Cross holding of the Transferor Companies and Transferee Company will be cancelled as a result of which the Shareholding of the Transferee Company will change in Post Merger:

I. Indian Metals & Carbide Ltd. (Transferor Company 1)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.

II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.



The Valuation Reports received by the Companies Indian Metals and Ferro Alloys Ltd. & B. Panda and Company Private Limited from T R Chadha & Co LLP. Has proposed allotment of 13,924,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) equity shares of Rs. 10/- (Rupees Ten Only) each. However, as per the draft scheme it is proposed to allot 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each to the shareholders of B. Panda and Company Private Limited.

6) Disclaimer / Limitation/ Warranties and Caveat

1. This Report is prepared by us solely for the purpose and scope set out in this Report. It should not be copied, disclosed, circulated, quoted or referred to either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued and the purpose mentioned herein. We will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report without our written permission in each instance. The material is true only as of date of this letter. We assume no responsibility to update or revise the opinion based upon events or circumstances that occur later on.
2. We provide this report based on the information provided explanation given. Draft Scheme of Amalgamation provided to us, representations made by management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., & Valuation Reports of Independent Chartered Accountant. We have neither checked, audited nor independently verified such information and representations. We have solely relied on explanations, information, papers, reports, documents only and accepted all those information provided to us as consistent and accurate on "as is" basis and have considered the information provided by them in this Report in good faith and in the belief that such information is neither false nor misleading.
3. This report is issued on the understanding that the Management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. has drawn our attention to all matters of which they are aware concerning the financial position of the business of the company, which may have an impact on our opinion up to the date of issue. Our views are necessarily based on economic market and other conditions currently in effect. We however, have no obligation to update this Report for events, trends or transactions relating to the Company or the market/ economy in general & occurring subsequent to the date of this Report. We reserve the right to amend or replace the report at any time. We do not hold ourselves responsible or liable for any losses damages, costs, expenses or outgoings whatsoever and however caused, incurred, sustained or arising out of errors due to false, misleading wrong provisioning, assurance or incomplete information or documentations being provided to us due to any acts or omissions of any other persons.



4. We have no present interest in Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Our fairness Opinion do not express any opinion on the sustainability or other wise of entering into any transactions with Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Further BNK Securities Private Limited nor any members of the team working on the Fairness Opinion on Certificate of Advisory have been influenced or undertaken, advocating a management position in determining the value.
5. We owe responsibility only to the Board of Directors of the Company who have retained us and nobody else. BNK Securities Private Limited does not accept any liability to any third party in relation to the issue of this Report. Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or documents given to third parties without our prior written consent except to Equity Shareholders of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., BSE Limited & National Stock Exchange of India Ltd. or Securities Exchange Board of India. We retain the right to deny permission for the same.
6. We also clarify and confirm that we are Merchant Banker (SEBI Registration No. INB 230653536) Registered with Securities and Exchange Board of India and that the registration is valid as of the date of signing of this report.

7) Opinion

On the basis of the above information and explanation provided to us by the management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. and perusal of the Scheme of Amalgamation. The Transferee Company will issue shares to shareholders of the transferor Companies in the following ratios and cross holding of the Transferee and transferor Companies will be cancelled. The Company has obtained Valuation Reports from an Independent Chartered Accountant:

I. Indian Metals & Carbide Ltd. (Transferor Company I)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company I upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.



II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.

8) Conclusion

In light of the above and based on our examination of the reports of T R Chadha & Co LLP on valuation of Share Swap Ratio & Amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) and such other undertakings & explanations provided to us by the Companies, our independent analysis and evaluation subject to scope & limitations as mentioned herein above and as per applicable SEBI guidelines & to the best of our knowledge and belief, we are of the opinion that the Share Entitlement Ratio for the proposed amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) is fair.

Thanks and Regards

For BNK Securities Private Limited


Ajit Khandelwal
Director
SEBI Registration No. INB 230653536



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
Bhubaneswar-751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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5th January, 2018

The General Manager
(Corporate Services)
BSE Limited
Floor 25, P.J. Towers
Dalal Street, Fort
Mumbai-400001
Scrip Code: 533047

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

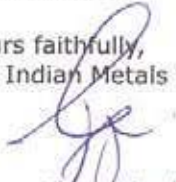
Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 70569 filed with BSE Limited ("BSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited


(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



IMFA Building
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Odisha, India

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+91 674 2580145

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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
	Not Applicable		

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary



Date: 5th January 2018



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
Bhubaneswar - 751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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+91 674 2580100
FAX +91 674 2580020
+91 674 2580145

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www.imfa.in

25th January, 2018

To,
Manager- Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 14252 filed with National Stock Exchange of India Limited ("NSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



IMFA Building
Bhubaneswar -751010
Odisha, India

Corporate Identity No.
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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
			Not Applicable

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Date: 25th January 2018



DCS/AMAL/SD/R37/1048/2017-18

February 15, 2018

The Company Secretary
INDIAN METALS & FERRO ALLOYS LTD.
 IMFA Building, Bhubaneswar,
 Orissa- 751010

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited.

We are in receipt of Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 15, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited, B. Panda & Company Private Limited is included in the abridged prospectus as per the format specified in the circular."
- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Copy of the NCLT approved Scheme;



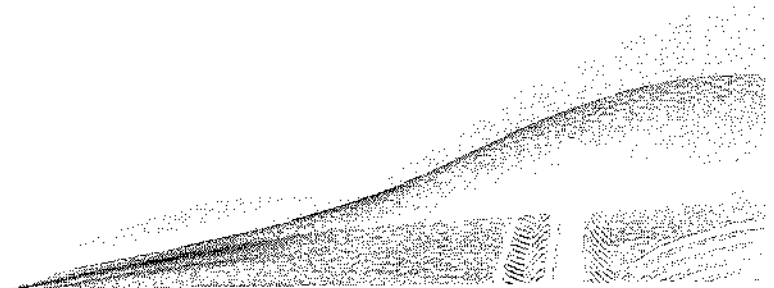
BSE Limited (Formerly Bombay Stock Exchange Ltd.)
 Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
 T: +91 22 2272 1234/333 | E: corp.comm@bseindia.com | www.bseindia.com
 Corporate Identity Number : L67120MH2005PLC155188

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Sr. Manager





Ref: NSE/LIST/14578

February 15, 2018

The Company Secretary
 Indian Metals & Ferro Alloys Limited
 IMFA Building,
 Bhubaneswar,
 Orissa – 751010.

Kind Attn: Mr. Smruti R Ray

Dear Sir,

Sub: Observation Letter for Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors.

This has reference to Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors NSE on November 30, 2017.

Based on our letter reference no Ref: NSE/LIST/36591 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated February 15, 2018, has given following comments on the draft Scheme of Amalgamation:

1. *Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B.Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.*
2. *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
3. *Company shall duly comply with various provisions of the circulars.*
4. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
5. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any



contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from February 15, 2018, within which the Scheme shall be submitted to the NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm



INDIAN METALS & FERRO ALLOYS LIMITED

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS AND FERRO ALLOYS LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "**Board**") of **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company"** or the "**Company**") at its meeting held on September 28, 2017 approved the Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("**IMCL**" or the "**Transferor Company 1**"), **B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2")** and **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company" or the "Company")** and their respective shareholders and creditors (the "**Scheme**") for the amalgamation of IMCL, a wholly owned subsidiary of the Company and BPCO, a holding company of the Company, into the Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (1.a) Draft Scheme as recommended by the Audit Committee of the Company;
 - (1.b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, independent Chartered Accountants ("**Valuation Report**");
 - (1.c) Fairness Opinion dated September 28, 2017 issued by BNK Securities Pvt Ltd, an independent Category-I Merchant Banker ("**Fairness Opinion**"); and
 - (1.d) Report of the Audit Committee of the Board of Directors dated September 28, 2017.



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EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMFA:

5. The Scheme, amongst others, contemplates the following arrangement:

(1.a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**

➤ **For amalgamation of IMCL into IMFA:**

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

➤ **For amalgamation of BPCO into IMFA:**

Simultaneously upon cancellation of all the equity shares held by BPCO in IMCL as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and Undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

(1.b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

(1.c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

Thus, under the Scheme, an arrangement is sought to be entered into between IMFA and its equity shareholders.



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6. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
7. IMFA has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
8. IMFA has no outstanding public deposits and therefore, the effect of the Scheme of any such public deposit holders does not arise.
9. Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.
10. As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
11. The directors, key managerial personnel of IMFA and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/or to the extent that the following directors, namely, Mr Baijayant Panda, Mr Subhrakant Panda and Mrs Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board

(Chitta Ranjan Ray)
Whole-time Director
DIN: 00241059

Date: 28th September 2017
Place: Bhubaneswar

INDIAN METALS & CARBIDE LIMITED

Regd Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS & CARBIDE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of Indian Metals & Carbide Limited at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2" or the "Company") and Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of the Company, a wholly owned subsidiary of the Transferee Company and BPCO, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMCL:

5. The Scheme, amongst others, contemplates the following arrangement:
 - (a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**
 - **For amalgamation of IMCL into IMFA:**
Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire



INDIAN METALS & CARBIDE LIMITED

Regd Office:IMFA Building,Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

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CIN : U27209OR1973PLC000598

issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

➤ **For amalgamation of BPCO into IMFA:**

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

- (a) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;
 - (b) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;
6. All the equity shares of IMCL are held by its promoters. Accordingly, IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 8. IMCL has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
 9. IMCL does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
 10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.



INDIAN METALS & CARBIDE LIMITED

Regd Office:IMFA Building,Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

11. The directors, key managerial personnel of IMCL and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/or to the extent that the following director, namely, Mr. Baijayant Panda is promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.

12. No special valuation difficulties were reported.

By Order of the Board


(Chitta Ranjan Ray)

Director

DIN:00241059

Date: 28th September 2017

Place: Bhubaneswar



B. PANDA AND COMPANY PRIVATE LIMITED

Regd. Office : IMFA Building, Bhubaneswar-751010, Odisha, India,

Tel: 91 674 2580100, 2580125 fax: 91 674 2580020

Corporate Identity No. U74210OR1965PTC000478

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF B. PANDA AND COMPANY PRIVATE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of **B. Panda and Company Private Limited** at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), **B. Panda and Company Private Limited** ("BPCO" or the "Transferor Company 2" or the "Company") and **Indian Metals and Ferro Alloys Limited** ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of IMCL, a wholly owned subsidiary of the Transferee Company and the Company, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF BPCO:

5. The Scheme, amongst others, contemplates the following arrangement:

(a) Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:

➤ For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

➤ For amalgamation of IMCL into IMFA:

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

(b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

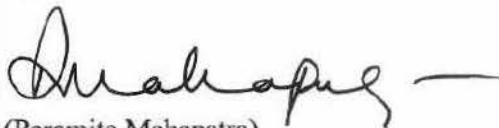
(c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

6. All the equity shares of BPCO are held by its promoters. Accordingly, BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.




7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
8. BPCO has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
9. BPCO does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.
11. The directors, key managerial personnel of BPCO and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following directors, namely, Dr. Banshidhar Panda, Mr. Baijayant Panda, and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board



(Paramita Mahapatra)

Director

DIN: 00143058



Date: 28th September 2017

Place: Bhubaneswar



www.bnkcapital.com

BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

Sub: Certificate on adequacy and accuracy of disclosures of information pertaining to B. Panda and Company Private Limited and Indian Metals & Carbide Limited in relation to proposed scheme of amalgamation ("Scheme") amongst Indian Metals & Carbide Limited ("IMCL" or "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or "Transferor Company 2"), Indian Metals and Ferro Alloys Limited ("IMFA" or "Transferee Company") and their respective shareholders and creditors.

Dear Sirs,

We, BNK Securities Pvt Ltd (hereinafter referred to as "BNK" or "We"), SEBI registered Merchant Bankers, having license number MB / INM000011641 have been appointed by the management of IMCL and BPCO respectively for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to IMCL and BPCO in connection with the proposed Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a scheme of arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

SEBI Regn No.
 INF 230653536, INF 230653536, INF 230653536 (NSE)
 INF 010653534, INF 010653534 (BSE)
 INF 030757035 (CSE), INF 260653536 (MCX-SX)
 IN-CP-CDL-598-2609 (DP-CDL)
 US/INM000011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1999PTC071182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India)
 Tel. : +91-33 4602 2160-63, Fax : +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapital.com

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entities viz. BPCO and IMCL and is not an opinion on the proposed Scheme or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by IMFA, IMCL & BPCO, explanations provided by the management of IMFA, IMCL & BPCO and information which is available in the public domain and wherever required, the appropriate representations from IMFA, IMCL & BPCO and others have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

IN THE NATURE OF ABRIDGED PROSPECTUS –MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION BETWEEN INDIAN METALS & CARBIDE LIMITED AND B. PANDA AND COMPANY PRIVATE LTD. AND INDIAN METALS AND FERRO ALLOYS LTD AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE “SCHEME”)

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSIST OF 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

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You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Company and Transferee Company and the Audit Committee of the Transferee Company vide their resolution dated 28th September 2017 A Copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India (“SEBI”)



INDIAN METALS & CARBIDE LIMITED
Registered and Corporate Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937299350 Fax: +91 674 2580020 and 2580145 CIN : U272090OR1973PLC000598 Email: IMCL@imfa.in
PROMOTER : INDIAN METALS AND FERRO ALLOYS LIMITED

INDIAN METALS & CARBIDE LIMITED is an unlisted public limited company incorporated on November 26, 1973 bearing Corporate Identification Number U272090OR1973PLC000598. The Registered office is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751010 and forms part of the Promotor group of IMFA. IMCL is inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

It is proposed to amalgamate IMCL with IMFA pursuant to the Scheme.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue / Offer would not be applicable as this issue is only to the shareholders of IMCL, pursuant to the Scheme without any cash consideration. Hence the procedure with respect to GiD may be applicable only to the limited extent as specifically provided.

ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;




- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of an IMCL pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue / reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants / instruments / agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of IMCL will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.

Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, {+/- % change in closing benchmark}		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				




Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616 Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR G PANDA & CO. BIJU PATNAIK CHOWK, TULASIPUR, CUTTACK – 753 008 PH: - 91-671-2301348, 2301349 EMAIL: gpandaco@yahoo.com Registration No: 303123E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

Promoters of IMCL

IMFA is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA building, Bomikhal, Rasulgarh, Bhubaneswar – 751010. The equity shares of IMFA are listed on both the BSE Ltd and National Stock Exchanges of India Ltd.

IMFA is India's largest fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognised globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

Past Merger information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

List of top largest group companies as per part A, Schedule viii, Regulation 2, item (ix)(C)(2) SEBI (ICDR) Regulations, 2009 are:-

1. Indian Metals and Ferro Alloys Limited



Details authorized, subscribed, issued and paid-up share capital as At 30th June, 2018

Authorised Share Capital:	45,00,000 Equity Shares of Rs 10/- each	Rs 4,50,00,000
	50,000 Preference Shares of Rs 100/- each	Rs 50,00,000
Issued, Subscribed and Paid-up Share Capital	10,79,996 Equity Shares of Rs 10/- each	Rs 1,07,99,960

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

IMCL was incorporated on November 26, 1973 within the jurisdiction of the Registrar of Companies, Cuttack bearing Corporate Identification Number U272090OR1973PLC000598 . The Registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751006. IMCL is a wholly owned subsidiary of Indian Metals & Ferro Alloys Limited. IMCL inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Businesses Consolidation
- Rationalize and streamline the ownership structure

Board of Directors of IMCL as on 20th July, 2018:

Sr.No	Name of Directors, Age and Date of appointment	Designation(Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1.	CHITTA RANJAN RAY (73 Years) 21 st March, 2008	Director	00241059	Mr Chitta Ranjan Ray has a Bachelor of Science in Electronics from Burdwan University. He has a long career spanning over 48 years in IMFA. His successful supervision of all important aspects of operations and projects in IMFA has made him the IMFA's Whole-time Director. Besides, he is responsible for overall Health, Safety and Environment (HSE)




				Compliance of IMFA.
2.	DEEPAK KUMAR MOHANTY (56 Years) 18 th January, 2007	Director	00288572	An engineer with 30 years of work experience in varied capacity and presently heading Ferro Alloys Business Unit of IMFA)
3.	ASHOK KUMAR NAYAK (55 Years) 21 st April, 2018	Director	08114116	A Cost Accountant having more than 30 years of experience in the field of Finance, Accounts and Taxation

Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	14 th January, 1974	14 th July, 2017 (Retired by Rotation) Due to demise
Baijayant Panda	18 th February, 1992	16 th July, 2017 (Retired by Rotation)-
Ashok Kumar Nayak	21 st April, 2018	-

Details of means of finance : Not applicable

Change in the Auditors: No

OBJECTS

The Scheme will benefit Transferor Company and the Transferee Company and their respective shareholders and also the creditors in various ways including the following:

- Reduce overheads and administrative, managerial and other expenditure;
- Provide greater efficiency and more optimal utilization of resources;
- Reduce legal and regulatory compliances;
- Create enhanced value for all stakeholders of the respective companies; and
- Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.




Terms of issuance of Convertible Security, if any – Not Applicable

SHAREHOLDING PATTERN OF IMCL AS ON 30TH JUNE 2018

Name of the Equity shareholders:	No of equity shares	% of holding
1. Indian Metal & Ferro Alloys Limited (IMFA)	1079958	99.99
2. Mr. Sanatan Dash (beneficial interest with IMFA)	32	0.003
3. Mr. A K Nayak (beneficial interest with IMFA)	1	0.0001
4. Mr. R K Sahoo (beneficial interest with IMFA)	1	0.0001
5. Mr. C R Ray (beneficial interest with IMFA)	1	0.0001
6. Mr. S R Ray (beneficial interest with IMFA)	1	0.0001
7. Mr. S K Padhi (beneficial interest with IMFA)	1	0.0001
8. Mr. U C Pattanayak (beneficial interest with IMFA)	1	0.0001
	1079996	100%

AUDITED FINANCIALS

Figures in Rupees

Particulars	As at 31 st March, 2018	As at March 31, 2017	As at March 31, 2016
Total Income from Operations (net)	0	0	0
Less: Profit(+)/Loss(-) before tax and extraordinary items	-4,36,838	-1,56,920	-6,67,133
Net Profit(+) / Loss(-) after tax and extraordinary items	-441,002	-1,56,920	-6,67,133
Equity Share Capital	1,07,99,960	1,07,9,9960	1,07,99,960
Reserve and Surplus/ Other Equity	-93,89,984	-89,48,982	-87,92,062
Net Worth	14,09,976	18,50,978	20,07,898
Basic and Diluted earnings per share	-0.41	-0.15	-0.62
Return on net worth (%)	-31.28%	-8.48%	-33.23%
Market value per share	1.31	1.71	1.86

INTERNAL RISK FACTORS

IMCL: Since IMCL is wholly owned subsidiary and dependent upon IMFA, there is no internal risk. Moreover, this is a unlisted company and could not utilize its assets because of fund constraint. Hence the amalgamation is required to reduce its overheads and better utilization of assets in its parent Company. There is no perceived internal risks to IMFA pursuant to the proposed Scheme amalgamation.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

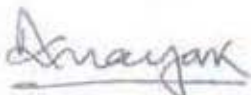
- A. 2 nos of demand notices both dated 30.11.2017 from Mining Officer,Phulbani were received by IMCL in respect of its Kalasulia quart mines (claiming Rs.42,59,472/-) and Sekamal quartz Mine (claiming Rs.3,77,131/-) for alleged excess production.
- B. Revenue case-2 Nos Mutation cases filed by IMCL at Khaparakhoh Tahasil in respect of its purchased land (Ac.2.82 under Jallabahal Village and Ac.2.47 under Buromal village)
- C. Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a and b - Nil.
- D. Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - Same and accept above – save and accept above mentioned point a and b - Nil
- E. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: Same and accept above – save and accept above mentioned point a and b - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY : NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For INDIAN METALS & CARBIDE LIMITED



Ashok Kumar Nayak
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018





www.bnkcapi.com

BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

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Regulatory Requirement:

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 IIR (320757035 (CSE), ISE 260653536 (MCX-SX)
 IN-DP-CDSL-528-2909 (DP-CDSL)
 MB/INM00011641-CATEGORY I MERCHANT BANKER

CIR No. : US7120WB1995PTC01182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kokata-700019, (India)
 Tel. : +91-33 4602 2160-63, Fax : +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapi.com

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Certification:

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1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



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B. Panda and Company Private Ltd
Registered and Corporate Office: IMFA Building, Bomikhal, Rasuigarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937297067 Fax: +91 674 2580020 and 2580145
CIN : U74210OR1965PTC000478
Email: bpco@imfa.in
PROMOTER : B PANDA TRUST, MANAGING TRUSTEE – MR. BAIJAYANT PANDA

Dr. Bansidhar Panda, Managing Trustee of B PANDA TRUST prior to Mr. Baijayant Panda, passed away on 22nd May, 2018.

OFFER DETAIL LISTING AND PROCEDURE

B. PANDA AND COMPANY PRIVATE LIMITED IS A PRIVATE LIMITED COMPANY INCORPORATED ON FEBRUARY 20, 1965 BEARING CORPORATE IDENTIFICATION NUMBER U74210OR1965PTC000478. THE REGISTERED OFFICE IS CURRENTLY LOCATED AT IMFA BUILDING, BOMIKHAL, RASULGARH, BHUBANESWAR, ORISSA – 751010 AND FORMS PART OF THE PROMOTER GROUP OF IMFA. BPCO IS THE HOLDING COMPANY OF IMFA OWNING AND HOLDING 1,39,18,046 EQUITY SHARES OF FACE VALUE OF INR 10/- EACH CONSTITUTING 51.59% OF THE ENTIRE ISSUE SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF IMFA. BPCO IS ENGAGED IN THE BUSINESS OF INVESTING, HOLDING AND MANAGING INVESTMENTS IN SHARES OF GROUP COMPANIES.

IT IS PROPOSED TO AMALGAMATE BPCO WITH IMFA PURSUANT TO THE SCHEME, AS A RESULT OF WHICH SHAREHOLDERS OF BPCO (WHO ARE ALSO THE PROMOTERS OF IMFA), SHALL DIRECTLY HOLD SHARES IN IMFA.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

DETAILS ABOUT THE BASIS FOR THE SHARE EXCHANGE RATIO MENTIONED IN THE SCHEME AND THE VALUATION REPORT DATED SEPTEMBER 27, 2017 ISSUED BY M/S. T.R. CHADHA & CO. LLP INCLUDING THE SHARE EXCHANGE RATIO AND FAIRNESS OPINION DATED SEPTEMBER 28, 2017 ISSUED BY BNK SECURITIES PVT. LTD. WILL BE AVAILABLE ON THE WEBSITES OF THE ISSUING COMPANY, BSE AND NSE.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of BPCO, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.




ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of BPCO pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue/ reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants/ instruments/ agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of BPCO will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.



Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, [+/- % change in closing benchmark]		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				

Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616; Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR SOURJYA & BISWAJIT, CHARTERED ACCOUNTANTS, A/23, SAHEEDNAGAR, NEAR AANGAN RESTAURANT, BHUBANESWAR, 751007 PH: - :- 0674-2549861 / 2549862 EMAIL: sbcabbsr@gmail.com Registration No.: 322779E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

History of IMFA:

IMFA established in 1961 in the Eastern State of Odisha known for its rich natural resources, IMFA is India's largest, fully integrated producer of ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chore ore mining tracts. It's unique from the quality perspective due to comprehensive ISO 9001 Quality Management certification besides ISO 14001 Environment Management and ISO 18001 Occupational Health & Safety certification.

IMFA recognized globally as a reliable and cost-competitive producer with particular focus on customer satisfaction. Over the years, developed long standing relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, AIA Engineering Ltd and Viraj Profiles Ltd are IMFA's leading customers.

The company has following Business Segments:

- Ferro Alloy Segment
- Mining Segment
- Power Segment



1. **Ferro Alloy Segment:** The Company has installed six furnaces at Therubali and Choudwar in Odisha, with installed furnace capacity of 187 MVA. This has made IMFA the largest producer of Ferro chrome in India capable of producing up to 2,75,000 tonnes per annum.

2. **Mining Segment:** The Company's captive mines have an Environmental Clearance limit of 6.5 lakh tonnes per annum at present and meet most of the requirement with a small quantity of ore being imported.

3. **Power Segment:** The Company's captive power generation capacity stands at 261 MW comprising of 228 MW coal-based capacity, a 30 MW dual fuel unit which operates on a mixture of coal and furnace gas and 3 MW of Solar Power Plant.

Past Merger Information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

PROMOTERS OF BPCO

B Panda Trust: Managing Trustee is Dr Bansidhar Panda, aged 86 years and was a Promoter & Non-Executive Director of BPCO who passed away on 22nd May, 2018. Dr. Panda was a scientist of international repute and founder and Chairman Emeritus of Indian Metal & Ferro Alloys Limited and had been the Director of the Company since January, 1974. He obtained Degrees from Benaras Hindu University, Harvard University and Michigan Technological University. Dr. Panda served on Boards of Air India and Hindustan Aeronautics Limited. Besides, he had been the former Chairman of the Board of Governors of NIT, Rourkela and members on the governing Boards of IIT, Kharagpur and IIM, Kolkata.

List of top 5 largest listed group companies: Indian Metals and Ferro Alloys Limited

Details Authorized, Subscribed, Issued and Paid-up share capital As at 30th June, 2018

Authorised Share Capital:	75,000 Equity Shares of Rs 100/- each	Rs 75,00,000
Issued, Subscribed and Paid-up Share Capital	1,949 Equity Shares, Rs 100/- each	Rs 1,94,900



BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

BPCO was incorporated on 20th February, 1965 as a private limited company within the jurisdiction of the Registrar of Companies, Cuttack. BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Business Consolidation
- Rationalize and streamline the ownership structure

BOARD OF DIRECTORS OF BPCO AS ON 20TH JULY, 2018:

Sr.No	Name of directors, Age and Date of Appointment	Designation (Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1	BAIJAYANT PANDA (54 YEARS) 19 th September, 1992	Director	00297862	Mr Baijayant Panda majored with a degree in Scientific and Technical Communication from Michigan Technological University in 1985. He is in the Company since 19 th September 1992. He is currently Vice Chairman of Indian Metals and Ferro Alloys Limited. He has rich experience in the ferro alloys industry besides having founded Ortel Communications Ltd. In the past, he has been associated with the Government of Odisha's Industrial Advisory Committee. Besides, he has been a Director on the Industrial Promotion and Investment Corporation of Odisha (IPICOL).
2	PARAMITA MAHAPATRA (53 YEARS) 17 th March, 1999	Director	00143058	Mrs Paramita completed her Post Graduation in Personal Management and Industrial Relations from Utkal University with a Gold Medal. She is in the Company since 17 th March, 1999. She has handled several responsibilities in Indian Metals and Ferro Alloys Limited before becoming the Managing Director of UMSL Ltd.
3	SUBHRAKANT PANDA (47 YEARS) 28 th November, 2011	Director	00171845	Mr Subhrakant Panda holds a Bachelor of Science Degree in Business Administration from the School of Management, Boston University. He graduated with honours summa cum laude with a dual



				concentration in Finance and Operations Management. Mr Panda has been recognised with several awards for his outstanding scholastic achievements. He is in the Company since November 2017. He is currently Managing Director of Indian Metals and Ferro Alloys Limited. He is the Chairman of Federation of Indian Chambers of Commerce & Industry (FICCI) - Odisha State Council.
--	--	--	--	---

Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	20 th February, 1965	22 nd May, 2018 Due to demise
Subhrakant Panda	28 th November, 2017	-

Details of means of finance: - Not applicable

Change in the Auditors: Yes

Name of Auditor	Date of appointment/reappointment	Date of cessation	Reasons for change
Raghunath Rai & Co.	-	25 th May, 2018	Due to pre-occupation
Sourjya & Biswajit	6 th July, 2018	-	-

OBJECTS

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- Reduce overheads and administrative, managerial and other expenditure;
- Provide greater efficiency and more optimal utilization of resources;
- Reduce legal and regulatory compliances;
- create enhanced value for all stakeholders of the respective companies; and
- reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Terms of issuance of Convertible Security, if any – Not Applicable




SHAREHOLDING PATTERN OF BPCO AS ON 30TH JUNE 2018 IS AS FOLLOWS:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
1.	B. Panda Trust	1948	100%	Not applicable since post sanction of the Scheme, BPCO shall be dissolved without being wound-up.	
2.	Mrs. Paramita Mahapatra (Beneficial interest with B Panda Trust)	1			
	Total	1949	100%		

SHAREHOLDING PATTERN OF IMFA COMPANY AS ON 30TH JUNE 2018:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
A	<i>Promoter & Promoter group</i>				
01	B Panda and Company Pvt Ltd	1,39,18,046	51.59	----	----
02	Raila Enterprises Pvt Ltd	6,08,078	2.25	6,08,078	2.25
03	Subhrakant Panda	2,18,095	0.81	2,18,095	0.81
04	Paramita Mahapatra	6,40,115	2.37	6,40,115	2.37
05	Nivedita Ganapathi	2,17,539	0.81	2,17,539	0.81
06	Baljayant Panda	2,17,539	0.81	2,17,539	0.81
07	Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
08	B Panda Trust	----	----	1,39,18,046	51.59
	<i>Total promoter shareholding</i>	1,58,31,856	58.69	1,58,31,856	58.69
B	<i>Non-promoter shareholding</i>				
	Public shareholding	1,11,45,197	41.31	1,11,45,197	41.31
	Total (A+B)	2,69,77,053	100.00	2,69,77,053	

AUDITED FINANCIALS

Figure in Rupees

Particulars	As at March 31,2018	As at March 31, 2017	As at March 31, 2016
Total income (net)	13,91,86,508	13,92,11,210	1,88,11,820
Net Profit before tax and extraordinary items	13,59,06,100	13,33,36,421	1,85,66,896

Net Profit after tax and extraordinary items	13,64,05,760	13,33,00,989	1,85,66,896
Equity Share Capital	1,94,900	1,94,900	1,94,900
Reserve and Surplus/ Other Equity	24,59,20,040	15,82,22,050	-49,97,168
Net Worth	24,61,14,940	15,84,16,950	-48,02,268
Basic and Diluted earnings per share	69,988	68,395	9,526
Return on net worth (%)	55.42	84.15	-386.63
Net asset value per share	1,26,277	81,281	(-)2,464

INTERNAL RISK FACTORS

BPCO is an unlisted private limited company and holds only IMFA shares, the consolidation ensures reduction of overhead and better management under IMFA as the shares gets cancelled and the same being issued to the promoters of BPCO. There is no perceived internal risk to IMFA pursuant to the proposed Scheme of Amalgamation.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

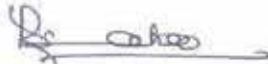
- No case by or against BPCO. (Except transfer of certain landed properties to UREPL and BRPL in view of investment companies merger order by OHC)
- Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a - Nil.
- Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - save and accept above mentioned point a - Nil
- Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: save and accept above mentioned point a - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For B. Panda and Company Private Limited



Rabindra Kumar Sahoo
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018



INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals and Ferro Alloys Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Indian Metals and Ferro Alloys Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation



of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Emphasis of Matters

- (a) We draw attention to Note No. 6.1 to the standalone Ind AS financial statements relating to the Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Company has initiated arbitration proceedings for protecting its said investment.
- (b) We draw attention to Note Nos. 45 and 46 to the standalone Ind AS financial statements relating to the Company's exposure in a subsidiary and non-recognition of income from interest on unsecured loan given to the subsidiary, respectively. These matters have arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



Continuation Sheet

HARIBHAKTI & CO. LLP

Chartered Accountants

- (2) As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. The matters described in the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note Nos. 6.1,38,45,46,47,48,49 and 50 to the standalone Ind AS financial statements;
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103528WYW100048

A. K. (Anand Kumar Jhunjunwala)

Anand Kumar Jhunjunwala
Partner
Membership No. 056613

Bhubaneswar
21st May, 2018



ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

- (i)
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) According to the information and explanations given to us, major portion of fixed assets has been physically verified by the Company's Management ("management") during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
 - (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification.
- (iii) The Company has granted unsecured loan to a Company covered in the register maintained under Section 189 of the Act.
- (a) According to the information and explanations given to us, we are of the opinion that the terms and conditions of the grant of the aforesaid loan are not prejudicial to the Company's interest, except that the loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future, which may be prejudicial to the Company's interest as the borrower's ability to repay/pay such loan/interest is contingent on the outcome of certain matters as detailed in Note No. 45 to the standalone Ind AS financial statements.
 - (b) According to the information and explanations given to us, the aforesaid loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future. As no such demand has been raised by the Company till date, clause (b) is not applicable in this case.
 - (c) As explained in (b) aforesaid, there is no amount which is overdue.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of Sections 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.



Continuation Sheet

HARIBHAKTI & CO. LLP

Chartered Accountants

(vii)

- (a) According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the dues as at 31st March, 2018 of income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	17.45	Assessment Years 1987-88 to 1989-90	Orissa High Court
Income Tax Act, 1961	Income Tax	29.43	Assessment Year 2015-16	Commissioner of Income Tax (Appeals)
Odisha Sales Tax Act, 1947	Sales Tax	1.02	1990-91 to 1991-92	Orissa High Court
Odisha Sales Tax Act, 1947	Sales Tax	4.19	1994-95	Odisha Sales Tax Tribunal
Central Excise Act, 1944	Excise Duty	19.10	1993-2002	Orissa High Court
Central Excise Act, 1944	Excise Duty	1.45	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	0.11	2011-2012	Assistant Commissioner, Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	1,818.16	2009-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	7.58	2012-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	4.64	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	126.12	April, 2015 to September, 2015	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	526.04	2014-2015	Customs, Excise & Service Tax Appellate Tribunal
Odisha Value Added Tax Act, 2004	Value Added Tax	2.76	October, 2011 to March, 2015	Odisha Sales Tax Tribunal



HARIBHAKTI & CO. LLP

Chartered Accountants

- (viii) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government. The Company has not issued any debentures as at the balance sheet date.
- (ix) In our opinion and according to the information and explanations given to us, term loans were prima facie applied during the year for the purposes for which those were raised. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with directors or persons connected with them.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

A. K. Jhunjunwala

Anand Kumar Jhunjunwala
Partner
Membership No. 056613

Bhubaneswar
21st May, 2018



ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that



HARIBHAKTI & CO. LLP

Chartered Accountants

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

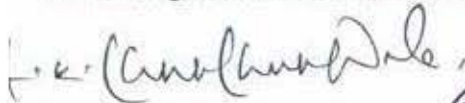
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No. 103523W/W100048



Anand Kumar Jhunjunwala
Partner
Membership No. 056613



Bhubaneswar
21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Balance Sheet as at 31st March, 2018

(Rs. in Crore)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	987.80	1,001.72
Capital Work-in-Progress	3	89.66	56.45
Investment Property	4	10.96	11.26
Intangible Assets	5	2.66	2.56
Investments in Subsidiaries and Associate	6	168.65	168.42
Financial Assets			
-Trade Receivables	7	11.39	11.39
-Loans	8	23.65	22.84
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		24.48	22.93
Current Assets			
Inventories	11	428.06	340.08
Financial Assets			
-Investments	12	144.82	158.50
-Trade Receivables	13	65.20	66.68
-Cash and Cash Equivalents	14	16.12	6.65
-Other Bank Balances	15	22.29	20.19
-Loans	16	263.18	263.78
-Other Financial Assets	17	1.44	9.93
Other Current Assets	18	200.82	160.82
Total Assets		2,629.97	2,483.79
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	19	26.98	26.98
Other Equity		1,168.61	1,016.22
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	20	546.52	632.70
-Other Financial Liabilities	21	11.94	13.08
Provisions	22	9.11	9.47
Deferred Tax Liabilities (Net)	23	96.06	78.46
Other Non-Current Liabilities	24	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	25	193.22	181.37
-Trade Payables	26	196.43	117.84
-Other Financial Liabilities	27	230.77	233.74
Other Current Liabilities	28	11.47	37.34
Provisions	29	6.62	6.48
Total Equity and Liabilities		2,629.97	2,483.79

Notes to Financial Statements

1 to 58

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhudaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjayant Panda *Subhrakant Panda*

Bajjayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Chandelwal
Prem Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. in Crore)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	30	1,769.26	1,697.04
Other Income	31	37.33	49.35
Total Income		1,806.59	1,746.39
EXPENSES			
Cost of Materials Consumed	32	813.44	706.55
Changes in Inventories of Finished Goods	33	1.40	(1.57)
Excise Duty	35	3.66	24.69
Employee Benefits Expense	34	176.70	170.25
Finance Costs	35	78.23	86.33
Depreciation and Amortisation Expense	3 to 5	100.80	108.69
Other Expenses	36	350.00	281.79
Total Expenses		1,524.23	1,376.73
Profit before Exceptional Items and Tax		282.36	369.66
Exceptional Items - (Income):Expense		-	-
Profit Before Tax		282.36	369.66
Tax Expense:			
-Current Tax		95.74	92.23
-Deferred Tax		(0.31)	27.60
Profit After Tax		186.93	249.83
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.26
- Income Tax		1.26	(0.09)
Total Comprehensive Income for the year [comprising profit and other comprehensive income for the year]		184.58	250.00
Earnings per Equity Share of par value of Rs. 10/- each Basic and Diluted (In Rs.)	37	69.29	95.04
Notes to Financial Statements	1 to 58		

The Notes referred to above form an integral part of the Statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

(Signature)

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

(Signature) *(Signature)*

Baljayant Panda
Vice Chairman
(DIN - 00297862)

Subhrajant Panda
Managing Director
(DIN - 00171845)

(Signature)
Prem Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

(Rs. in Crore)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
25.98	26.98	1.00	-	26.98	26.98

B. Other Equity

(Rs. in Crore)

Particulars	Reserves and Surplus					Total
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2016	0.91	131.39	0.20	277.12	373.46	783.08
Profit for the year	-	-	-	-	249.83	249.83
Other comprehensive income (net of tax)	-	-	-	-	0.17	0.17
Issue of equity shares on conversion of equity warrants	-	15.33	-	-	-	15.33
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2017	0.91	146.72	0.20	277.12	801.27	1,016.22
Profit for the year	-	-	-	-	186.93	186.93
Other comprehensive income (net of tax)	-	-	-	-	(2.35)	(2.35)
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2018	0.91	146.72	0.20	277.12	743.66	1,168.61

This is the Statement of Changes in Equity referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Dhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda *Subhrakant Panda*

Baljayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khundelwal
Prem Khundelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	282.36	369.66
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.55)	(9.00)
Dividend Income	(1.38)	(1.38)
Finance Costs	78.23	86.33
Impairment Loss Allowance	0.01	0.35
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 56)	(17.96)	-
Liability no longer required written back	(0.85)	(1.83)
Operating Profit before Working Capital Changes	424.52	553.28
Adjustments for:		
Trade and other receivables	(39.55)	(82.63)
Inventories	(87.98)	(9.23)
Trade payables and other liabilities	80.49	(8.71)
Cash Generated from Operations	377.48	452.71
Direct Taxes paid	(78.11)	(29.45)
Net Cash Generated from Operating Activities	299.37	423.26
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.35)	(42.97)
Sale of Property, Plant and Equipment	3.37	2.06
Sale / (Purchase) of Investments (net)	26.69	(134.43)
Loan to Subsidiaries (net)	0.62	(89.78)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	1.38	1.38
Interest received	4.46	9.00
Net Cash Used in Investing Activities	(86.46)	(248.02)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(191.35)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(19.44)
Interest and financing charges paid	(79.10)	(87.76)
Dividend paid (including dividend distribution tax)	(32.19)	(32.19)
Net Cash Used in Financing Activities	(203.44)	(173.56)
Net increase in Cash and Cash Equivalents (A+B+C)	9.47	1.68
Cash and Cash Equivalents at the beginning of the year	6.65	4.97
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.12	6.65

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:

Cash on hand	0.18	0.24
Balance with Banks:		
- In Current Accounts	15.94	4.55
- Fixed Deposits	-	1.86
Total	16.12	6.65

2. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100018

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bhijayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khandelwal
CFO & Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals and Ferro Alloys Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Indian Metals and Ferro Alloys Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the



HARIBHAKTI & CO. LLP

Chartered Accountants

consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated state of affairs of the Group as at 31st March, 2018, its consolidated profit (including consolidated other comprehensive income), consolidated cash flows and consolidated changes in equity for the year ended on that date.

Material Uncertainty Related to Going Concern

- (a) We draw attention to the 'Material Uncertainty Related to Going Concern' paragraph in the audit report on the financial statements of Utkal Coal Ltd., a subsidiary of the Holding Company, issued by us vide our report dated 20th May, 2018 and reproduced as hereunder:

"We draw attention to Note No. 25 in the financial statements which indicates that due to the events or conditions as mentioned in the said Note, material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern".

- (b) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Power Ltd., a subsidiary of the Holding Company, issued by an independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" Since inception of the company, it has not started its operation. During the year the government refunded the security deposit to the company which was deposited earlier for its power project. At present the company has no other projects to run but the continuity of the company depends on the financial assistance by its holding company".

- (c) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Green Energy Ltd., a subsidiary of the Holding Company, issued by an



HARIBHAKTI & CO. LLP

Chartered Accountants

independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" The company since inception has not started its operation. We draw attention to Note No.09 to the standalone Ind AS financial statement, where it has been described the continuity and going concern of the business. In our opinion the continuity of this company completely depends on the financial assistance by its holding company ".

Our opinion is not modified in respect of these matters.

Emphasis of Matters

(a) We draw attention to Note No. 38 to the consolidated Ind AS financial statements relating to the Holding Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Holding Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Holding Company has initiated arbitration proceedings for protecting its said investment.

The auditors of Indmet, an independent firm of Public Accountants and Chartered Accountants, have also emphasised the matter in their audit report on the financial statements of Indmet for the financial year 2017-18, dated 30th April, 2018.

(b) We draw attention to Note No. 40 to the consolidated Ind AS financial statements relating to the Holding Company's exposure in Utkal Coal Ltd., a subsidiary. The matter has arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

We, as independent auditors of the subsidiary, have also emphasised the matter in our audit report on the financial statements of the subsidiary for the financial year 2017-18, dated 20th May, 2018.

Our opinion is not modified in respect of these matters.

Other Matters

We did not audit the Ind AS financial statements of six subsidiaries, whose Ind AS financial statements reflect total assets of Rs. 107.80 crores as at 31st March, 2018, total revenues of Rs. 3.05 crores and net cash outflows amounting to Rs. 0.54 crores for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Two of these subsidiaries are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries (refer Note No. 42 to the consolidated Ind AS financial statements). The Holding Company's management has converted the financial statements of such subsidiaries located outside India to Ind AS financial statements (i.e from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India and relevant for preparation of the aforesaid consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiaries located outside India, is based on



the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company.

The financial statements of one of these subsidiaries, located in India, have been prepared in accordance with the Accounting Standards (Indian GAAP) [as it is a Non Banking Financial Company and Ind AS is not yet applicable to it] and which have been audited by other auditors. Such Indian GAAP financials have been restated into Ind AS financials by the Holding Company's management, for the purposes of consolidation (refer Note No. 42 to the consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiary located in India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the Consolidated Ind AS Financial Statements and our report on the Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the conversion adjustments prepared by the management of the Holding Company.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. The matters described in the 'Material Uncertainty Related to Going Concern' and 'Emphasis of Matters' paragraphs above, in our opinion, may have an adverse effect on the functioning of the Group;
- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, we give our separate Report in the "Annexure".



Consolidation Sheet

HARIBHAKTI & CO. LLP

Chartered Accountants

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note Nos. 37,38,40,43,44,45, and 46 to the consolidated Ind AS financial statements;

(ii) Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W/M/00048



Anand Kumar Jhunjunwala

Partner

Membership No. 056613



Bhubaneswar
21st May, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (g) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Holding Company on the consolidated Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of the Group, in respect of companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the entities of the Group which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to the respective company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



HARIBHAKTI & CO. LLP

Chartered Accountants

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

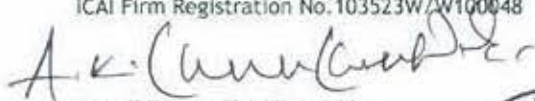
Opinion

In our opinion, the Group, in respect of companies incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to four subsidiaries of the Holding Company which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048



Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Bhubaneswar
21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Balance Sheet as at 31st March, 2018

(Rs. in Crores)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,169.69	1,186.91
Capital Work-in-Progress	2	273.08	236.18
Investment Property	3	10.96	11.26
Goodwill		73.12	73.09
Other Intangible Assets	4	2.66	3.56
Investments in Associate	5	-	-
Financial Assets			
-Investments	6	0.10	0.10
-Trade Receivables	7	11.39	11.39
-Loans	8	23.69	22.88
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		25.50	23.92
Current Assets			
Inventories	11	428.07	340.14
Financial Assets			
-Investments	12	147.86	161.20
-Trade Receivables	13	65.24	66.68
-Cash and Cash Equivalents	14	16.50	7.39
-Other Bank Balances	15	30.52	28.59
-Other Financial Assets	16	1.44	9.97
Other Current Assets	17	201.41	162.18
Total Assets		2,650.04	2,504.09
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	26.98	26.98
Other Equity		1,188.72	1,037.05
Non-Controlling Interest		30.43	30.54
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	19	516.16	601.75
-Other Financial Liabilities	20	11.96	13.11
Provisions	21	9.11	9.55
Deferred Tax Liabilities (Net)	22	96.16	78.47
Other Non-Current Liabilities	23	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	24	193.22	181.37
-Trade Payables	25	196.43	117.83
-Other Financial Liabilities	26	230.44	233.49
Other Current Liabilities	27	11.57	37.36
Provisions	28	6.62	6.48
Total Equity and Liabilities		2,650.04	2,504.09

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Balance Sheet. This is the Consolidated Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Preeti Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

Particulars	Note No.	(Rs. in Crore)	
		Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	29	1,769.26	1,697.04
Other Income	30	36.21	48.12
Total Income		1,805.47	1,745.16
EXPENSES			
Cost of Materials Consumed	31	813.44	706.55
Changes in Inventories of Finished Goods	32	1.40	(1.37)
Excise Duty	53	3.66	24.69
Employee Benefits Expense	33	176.69	169.86
Finance Costs	34	75.41	83.47
Depreciation and Amortisation Expense	2 to 4	100.80	108.69
Other Expenses	35	350.99	284.02
Total Expenses		1,522.39	1,375.71
Profit before Exceptional Items and Tax		283.08	369.45
Exceptional Items - (Income)/Expense		-	-
Profit Before Tax		283.08	369.45
Tax Expense:			
- Current Tax		96.52	93.12
- Deferred Tax		(0.23)	27.63
Profit After Tax		186.79	248.70
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.22
- Income Tax		1.26	(0.09)
Items that will be reclassified to profit or loss			
- Exchange differences in translating the financial statements of a foreign operation		0.12	(0.43)
Total Comprehensive Income for the year (before adjustment for Non-Controlling Interest)		184.56	248.40
[Comprising profit and other comprehensive income for the year]			
Profit/(Loss) attributable to :			
(a) Owners of the Parent		186.37	248.94
(b) Non-Controlling Interest		0.42	(0.24)
Other Comprehensive Income/(Expense) (net of tax) attributable to :			
(a) Owners of the Parent		(2.23)	(0.29)
(b) Non-Controlling Interest		-	(0.01)
Total Comprehensive Income/(Expense) after tax attributable to :			
(a) Owners of the Parent		184.14	248.65
(b) Non-Controlling Interest		0.42	(0.25)
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)	36	69.08	94.70

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Statement of Profit and Loss. This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100788

Anand Kumar Jhunjhunwala

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajayant Panda *Subbrakant Panda*

Bajayant Panda
Vice Chairman
(DIN - 00297862)

Subbrakant Panda
Managing Director
(DIN - 00171845)

Preeti Khandelwal
Preeti Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

	Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018	2018
As at 1st April, 2016	25.94	-	1.00	26.94	26.94	26.98

B. Other Equity and Non-Controlling Interest

Particulars	Attributable to the equity shareholders of the Parents										Non-Controlling Interest (b)	Total (a) + (b)
	Reserves and Surplus											
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	Special Reserve	General Reserve	Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Total other equity (a)	-	-		
Balance as at 1st April, 2016	1.01	153.12	6.28	1.24	276.60	350.71	22.16	885.54	37.32	-	-	922.86
Profit/(Loss) for the year	-	-	-	-	-	248.54	-	248.54	(9.34)	-	-	239.20
Other comprehensive income (out of tax)	-	-	-	-	-	0.34	(0.43)	(0.29)	(0.01)	-	-	(0.31)
Issue of equity shares on conversion of equity warrants	-	13.35	-	-	-	-	-	13.35	-	-	-	13.35
Dividend	-	-	-	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to special reserve	-	-	-	0.41	-	-	-	-	-	-	-	0.41
Balance as at 31st March, 2017	1.01	168.19	6.28	1.65	276.60	566.91	22.23	1,037.65	38.54	-	-	1,076.19
Profit/(Loss) for the year	-	-	-	-	-	186.37	-	186.37	0.42	-	-	186.79
Other comprehensive income (out of tax)	-	-	-	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to special reserve	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	1.01	168.19	6.28	2.07	276.60	718.04	22.35	1,188.72	39.43	-	-	1,228.15

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For **Hartibhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 100523R / W/1009348
A. K. Chatterjee
Anand Kumar Chatterjee
Partner
Membership No. 656613



For and on behalf of the Board of Directors
S. P. Panda
S. P. Panda
Managing Director
(DIN - 00171845)
Pradyumn Choudhary
Pradyumn Choudhary
CFO & Company Secretary

Place: Bhubaneswar
Date: 21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	283.08	369.45
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.64)	(9.01)
Dividend Income	(0.16)	(0.13)
Finance Costs	75.41	83.47
Impairment Loss Allowance	0.01	-
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 54)	(17.96)	-
Liability no longer required written back	(0.86)	(1.84)
Operating Profit before Working Capital Changes	423.54	551.09
Adjustments for:		
Trade and other receivables	(38.09)	(79.14)
Inventories	(87.93)	(9.23)
Trade payables and other liabilities	80.40	53.95
Cash Generated from Operations	377.92	516.67
Direct Taxes paid	(78.91)	(31.29)
Net Cash Generated from Operating Activities	299.01	485.38
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.61)	(44.37)
Sale of Property, Plant and Equipment	3.39	2.06
Sale / (Purchase) of Investments (net)	26.80	(134.91)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	0.01	0.06
Interest received	4.55	9.01
Net Cash Used in Investing Activities	(88.49)	(161.43)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(269.44)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(81.80)
Interest and financing charges paid	(76.28)	(94.96)
Dividend paid (including dividend distribution tax)	(32.99)	(32.99)
Net Cash Used in Financing Activities	(201.42)	(322.01)
Net increase in Cash and Cash Equivalents (A+B+C)	9.10	1.94
Cash and Cash Equivalents at the beginning of the year	7.39	5.74
Effect of Exchange Rate on Translation of Foreign Currency	0.01	(0.29)
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.50	7.39

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:
- | | | |
|-----------------------|--------------|-------------|
| Cash on hand | 0.18 | 0.24 |
| Balance with Banks: | | |
| - In Current Accounts | 13.99 | 5.29 |
| - Cheques on Hand | 0.33 | - |
| - Fixed Deposits | - | 1.86 |
| Total | 16.50 | 7.39 |

2. The above Consolidated Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100088

Anand Kumar Jhunjhunwala
 Partner
 Membership No. 056013



Place: Bhubaneswar
 Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda
 Vice Chairman
 (DIN - 00297862)

Subbrakant Panda
 Managing Director
 (DIN - 00171845)

Prem Khandalwal
 CFO & Company Secretary

G.PANDA & Co.
Chartered Accountants
Biju Pattnaik Colony,
Biju Pattnaik Chowk, Tulasipur
Cuttack-753008
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Ph. 2301348(O)
2302349(O)

INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals & Carbide Limited Report on the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **INDIAN METALS & CARBIDE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with



ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A , a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.



(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books .

(c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.

(e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the Internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B

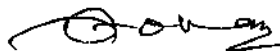
(g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- iii. There has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.
Chartered Accountants
Firm's Registration No. 303123E


(CA. P K Mohapatra)
Partner
Membership No.: 56058

Annexure A to Independent Auditor's Report

The Annexure referred to in our Independent Audit Report to the members of the Company on the standalone financial statement for the year ended 31st March 2018, we report that,

INDIAN METALS & CARBIDE LIMITED

- i)
 - a) the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
 - c) according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company;
- ii) the physical verification of inventory has been conducted at reasonable intervals by the management. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. On the basis of our examination, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
- iii) the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. so, this clause is not applicable;
- iv) the company has not given any loans, made any investments, provide any guarantees and security , so this clause is not applicable;
- v) the Company has not accepted any deposits from public, so this clause is not applicable;
- vi) the Central Government has not so far, prescribed rules for maintenance of cost records under the sub-section (1) of Section 148 of the Companies Act, 2013, so this clause is not applicable;
- vii) (a) the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities according to the information and explanations given to us;

(b) there is no dues of income tax or sales tax or service tax or Goods and Service Tax, duty of customs or duty of excise or value added tax have not been deposited on account of any dispute;
- viii) the company has not taken any loan from any financial institution, bank, Government or dues to debenture holders, so, this clause is not applicable;
- ix) according to the information and explanations, the no money has been raised by way of public offer. Hence this clause in not applicable;



- x) according to the information and explanations, there is no fraud by the company or no fraud on the Company by its officers or employees has been noticed or reported during the year;
- xi) there is no managerial remuneration has been paid or provided in the current financial year;
- xii) the company is not a Nidhi Company, so this clause is not applicable;
- xiii) all transactions with the related parties are in ordinary course of business and on arm length basis and necessary approval has been taken in compliance with 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards, the provision relating to section 177 is not applicable to the company;
- xiv) the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, so this clause is not applicable;
- xv) the company has not entered into any non-cash transactions with directors or persons connected with him, so this clause is not applicable;
- xvi) the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, so this clause is not applicable.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

**Chartered Accountants
Firm's Registration No. 303123E**

**(CA. P K Mohapatra)
Partner
Membership No.: 56058**

Annexure B to Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INDIAN METALS & CARBIDE LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

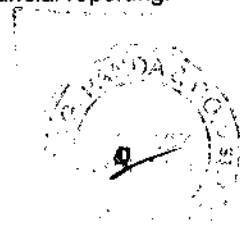
The Company's management is responsible for establishing and maintaining internal financial controls based on accounting manual, organisational structure and financial delegation of powers. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Opinion

Our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the policies as referred above.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

Chartered Accountants
Firm's Registration No. 303123E

(CA. P K Mohapatra)

Partner

Membership No.: 56058

INDIAN METALS & CARBIDE LIMITED

Balance Sheet as at 31st March, 2018

(Rs. thousands)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	362.54	362.54
Financial Assets			
-Investments	3	950.54	950.54
-Loans	4	186.40	186.40
Current Assets			
Inventories		-	417.43
Financial Assets			
-Cash and Cash Equivalents	5	26.74	39.04
Current Tax Assets (Net)	6	-	4.16
TOTAL ASSETS		1,626.22	1,960.11
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	10,799.96	10,799.96
Other Equity		(9,389.98)	(8,948.99)
LIABILITIES			
Current Liabilities			
Financial Liabilities			
- Borrowings	8	110.34	101.23
Other Current Liabilities	9	5.90	7.91
TOTAL EQUITY AND LIABILITIES		1,626.22	1,960.11

Significant Accounting Policies and
Other notes forming part of the Accounts

1 to 20

Auditors' Report to the Members
As per our report of even date attached.


For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

(P K Mohapatra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018


Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. thousands)

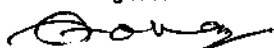
	Note	Year ended 31st March, 2018	Year ended 31 st March, 2017
REVENUE			
Revenue from operation		-	-
Other Income	10	-	65.49
Total Revenue		<u>-</u>	<u>65.49</u>
EXPENSES			
Inventory write off		417.43	-
Finance cost	11	9.21	27.44
Other expenses	12	10.19	194.98
Total Expenses		<u>436.83</u>	<u>222.42</u>
Loss before Tax		(436.83)	(156.93)
Tax Expenses:			
Tax pertaining to earlier year written off		4.16	-
Loss after Tax		<u>(440.99)</u>	<u>(156.93)</u>
Other Comprehensive Income (net off taxes):			
A. Items that will not be reclassified subsequently into profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
B. Items that will be reclassified subsequently to profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
Total Other Comprehensive Income net off tax		-	-
Total Other Comprehensive Income for the period		<u>(440.99)</u>	<u>(156.93)</u>

Earnings Per Equity Share	15	(0.41)	(0.15)
Basic and Diluted Earnings Per Share (in Rupees)			

Significant Accounting Policies and
Other notes forming part of the Accounts 1 to 20

Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E


(P K Mohapatra)
Partner
Membership No. 66058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

INDIAN METALS & CARBIDE LIMITED

Statement of Changes in Equity

A. Equity Share Capital

(Rs. thousands)

Balance at the beginning		Changes in Equity Share Capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
10,799.96	10,799.96	-	-	10,799.96	10,799.96

B. Other Equity

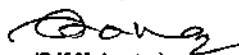
(Rs. thousands)

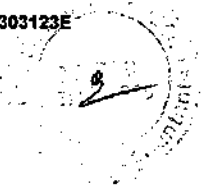
Particulars	Reserves and Surplus			Total
	Capital Reserve	General Reserve	Surplus/(deficit) in the Statement of Profit and Loss	
Balance as at 1st April, 2016	1,004.08	2,356.54	(12,152.68)	(8,792.06)
Loss for the year	-	-	(156.93)	(156.93)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2017	1,004.08	2,356.54	(12,309.61)	(8,948.99)
Loss for the year	-	-	(440.99)	(440.99)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2018	1,004.08	2,356.54	(12,750.60)	(9,389.98)

Significant Accounting Policies and
Other notes forming part of the Accounts

Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

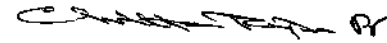

(P K Mohaptra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors


Director


Director

INDIAN METALS & CARBIDE LIMITED

Statement of Cash Flow for the year ended 31st March, 2018

	(Rs. thousands)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow From Operating Activities		
Loss before tax	(440.99)	(156.92)
Adjustment for :		
Finance cost recognised in profit or loss	9.21	27.44
Operating profit before working capital changes	(431.78)	(129.48)
Adjustment for :		
(Increase)/Decrease in loans and advances, receivables and inventories	421.59	51.57
(Increase)/Decrease in other payable	(2.01)	(61.47)
Cash (Used in)/ Generated from operations	(12.20)	(139.38)
Direct taxes paid	-	-
Net Cash (Used in)/ Generated from Operating Activities	(12.20)	(139.38)
B Cash Flow From Investing Activities		
Sale of fixed assets	-	(72.00)
Net Cash (Used in)/ Generated from Investing Activities	-	(72.00)
C Cash Flow From Financing Activities		
Proceeds / (Repayment) of short term borrowings	9.11	101.23
Interest and financial charges paid	(9.21)	(27.44)
Proceed from issue of Equity Shares	-	-
Net Cash(Used In)/ Generated From Financing Activities	(0.10)	73.79
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(12.30)	(137.59)
Cash and Cash Equivalents - Opening Balance	39.04	176.63
Cash and Cash Equivalents - Closing Balance	26.74	39.04

Explanations :

1. The above Cash Flow Statement has been prepared under the indirect method as set out in the Indian Accounting Standard 7 (' Ind AS- 7 ') ' Statement of Cash Flow ' notified by the Central Government.

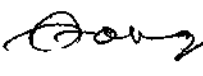
2. Cash & Cash equivalents are represented by :

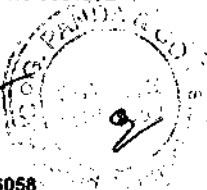
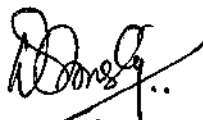
- In Current Accounts
- In Fixed Deposit

	26.74	39.04
	-	-
	26.74	39.04

3. Previous year's figures have been regrouped/ rearranged to confirm to the classification of the current year, wherever considered necessary

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E


(P K Mohaptra)
Partner
Membership No. 56058
Place: *Shubaneer*
Date: 21/4/2018



Assistant Secretary

For and on behalf of the Board of Directors


Director


Director



Sourjya & Biswajit
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
B.Panda and Company Pvt Ltd

Report on the Financial Statements

We have audited the accompanying (Standalone) Ind AS financial statements of **B.Panda and Company Pvt Ltd ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of

the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) As per the information obtained from the management we report that there are no branches of the company during the year, therefore audit of branches is not applicable.
 - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns.
 - e) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) There are no such observations or comments made by us which have adverse impact on the functioning of the company.
 - g) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) There is no qualification, reservation or adverse remark found by us during our audit relating to the maintenance of accounts and other matters connected therewith.



- i) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2018, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

“Annexure A” to the Independent Auditors’ Report

[Referred to in paragraph 1 under ‘Report on other legal & regulatory requirement’ in our independent auditors report of even date to the members of the company on the standalone financial statements for the year ended March 31, 2018]

- (i) (a) The Company has no fixed assets therefore maintenance records showing full particulars, including quantitative details and situation of fixed assets are not applicable;
(b) Though there are no fixed assets therefore this clause is not applicable.
(c) The title deeds of immovable properties are held in the name of the company.
- (ii) There is no inventory with the company during the year; therefore this clause is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013. In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as on March 31, 2018 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.

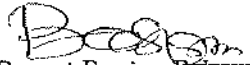


- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) No managerial remuneration paid/provided in the financial statement during the year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 clause (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone
Financial Statements of B. Panda and Company Private Limited**

[Referred to in paragraph 2 (i) under ‘Report on other legal and regulatory requirements’ in the independent auditors report of even date, to the members of the company on the standalone financial statements for the year ended 31st March 2018]

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

We have audited the internal financial controls over financial reporting of **B. Panda and Company Private Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

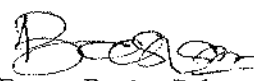
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

B. PANDA AND COMPANY PRIVATE LIMITED
Balance Sheet as at 31st March, 2018

(Rs in Thousands)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Investment in subsidiary company	3	242,559.75	242,559.75
Deferred Tax Assets	4	547.13	47.47
Current Assets			
Financial Assets			
-Loans	5	12.50	12.50
-Cash and Cash Equivalents	6	177.56	1,811.58
Other Current Assets	7	110.38	2,945.26
Current Tax Assets (net)		2,772.50	2,772.50
		246,179.82	250,149.06
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	8	194.90	194.90
Other Equity		245,920.04	158,222.05
LIABILITIES			
Current Liabilities			
Financial Liabilities			
-Trade payable		-	1,358.20
Other Current Liabilities	9	44.88	90,332.91
Provisions	10	20.00	41.00
		246,179.82	250,149.06

Notes to Financial Statements

1 to 21

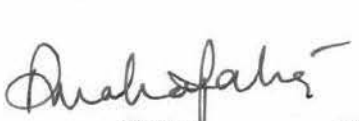

The notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



For and on behalf of the Board of Directors

 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs in Thousands.)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations		-	-
Other Income	11	139,343.51	139,211.21
Total Income		139,343.51	139,211.21
EXPENSES			
Employee Benefits Expense	12	410.31	248.57
Finance Costs	13	14.20	4,385.25
Depreciation		-	34.04
Merger and Restructuring expenses		2,833.03	708.26
Other Expenses	14	179.87	498.67
Total Expenses		3,437.41	5,874.79
Profit Before Tax		135,906.10	133,336.42
Tax Expense :			
- Current Tax		-	-
- Deferred Tax		(499.66)	3.64
- Previous year tax adjustment		-	31.79
Profit After Tax		136,405.76	133,300.99
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		-	-
- Income Tax		-	-
Total Comprehensive Income for the year		136,405.76	133,300.99
[comprising profit/(loss) and other comprehensive income for the year]			
Earnings per Equity Share (Basic and Diluted) (in Rs.)	15	69,987.56	68,394.56
(Par Value Rs.100/- per Equity Share)			

Notes to Financial Statements

1 to 21

The notes referred to above form an integral part of the Statement of Profit and Loss.

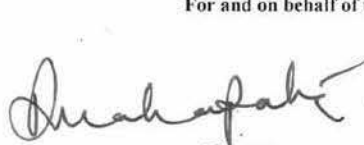
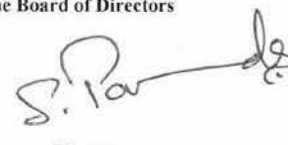
This is the Statement of Profit and Loss referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E

For and on behalf of the Board of Directors


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED
Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital

(Rs in Thousands.)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
194.90	194.90	-	-	194.90	194.90


B. Other Equity

(Rs in Thousands.)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at 1st April, 2016	(4,997.17)	(4,997.17)
Profit for the year	133,300.99	133,300.99
Other comprehensive income (net of tax)	-	-
Share of Dividend received from BPDPL, BRPL and UREPL	32,652.22	32,652.22
Demerger adjustments	(2,733.99)	(2,733.99)
Balance as at 31st March, 2017	158,222.05	158,222.05
Profit for the year	136,405.76	136,405.76
Other comprehensive income (net of tax)	-	-
Interim Dividend	(48,725.00)	(48,725.00)
Tax on interim dividend	-	-
Other adjustments	17.23	17.23
Balance as at 31st March, 2018	245,920.04	245,920.04

This is the Statement of Changes in Equity referred to in our report of even date.

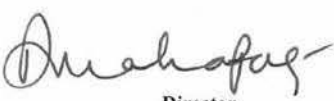
For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E



CA. Pravat Ranjan Behera
Partner
Membership No- 306268

Place: Bhubaneswar
Date: 18th July, 2018



For and on behalf of the Board of Directors


Director


Director

B. PANDA AND COMPANY PRIVATE LIMITED
Cash Flow Statement for the year ended 31st March, 2018

(Rs in Thousands.)

	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit / (Loss) Before Tax	135,906.10	133,336.42
Adjustments for:		
Depreciation	-	34.04
Finance Cost	14.20	4,385.25
Profit on sale / disposal of fixed assets	-	(13.47)
Operating Profit before Working Capital Changes	135,920.30	137,742.24
Adjustments for :		
Other Current Assets and receivables	2,834.88	16,574.20
Trade payables and other liabilities	(91,649.99)	50,158.74
Cash Generated from Operations	47,105.19	204,475.17
Adjustment on account of inter company movement on demerger	-	
Direct Taxes Paid	-	(31.79)
Net Cash (used in) / generated from Operating Activities	47,105.19	204,443.38
B. Cash Flow from Investing Activities		
Sale / (Purchase) of Investments (net)	-	(231,000.00)
Sale of Fixed Assets	-	101.22
Net Cash (used in) / generated from Investing Activities	-	(230,898.78)
C. Cash Flow from Financing Activities		
Dividend received / (paid) including dividend distribution tax	(48,725.00)	32,652.22
Interest and Financing charges paid	(14.20)	(4,385.25)
Net Cash (used in) / generated from Financing Activities	(48,739.20)	28,266.97
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(1,634.01)	1,811.57
Cash and Cash Equivalents at the beginning of the year	1,811.57	-
Cash and Cash Equivalents at the end of the year (refer Note No. 6)	177.56	1,811.57


Notes:

1. Cash and Cash Equivalents at the end of the year comprises of :
- | | | |
|-----------------------|---------------|-----------------|
| Cash on hand | 5.37 | 4.27 |
| Balance with Banks: | | |
| - In Current Accounts | 172.19 | 1,807.31 |
| Total | 177.56 | 1,811.58 |

2. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".
3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.

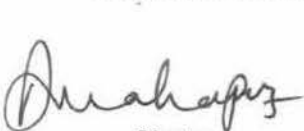

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



Place: Bhubaneswar
Date : 18th July, 2018

For and on behalf of the Board of Directors

 
Director Director



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

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

E-mail: secretarial@imfa.in Website: http://www.imfa.in

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,
a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

PROXY FORM

Name of the secured creditor:

Registered Address:

E-mail Id:

I/ We, being the secured creditor of Indian Metals and Ferro Alloys Limited 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 act for me/ us at the meeting of the secured creditors of the Indian Metals and Ferro Alloys Limited, pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, to be held at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India, on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time), for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors, at such meeting or at any adjournment or adjournments thereof in respect of such resolution as mentioned below:

Table with 3 columns: Resolution No., Resolution, and Optional** (For, Against). Row 1: 1, Proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors.

Signed this _____ day of _____ 2018

Signature of secured creditor:

Signature of Proxy holder(s):

Affix Revenue Stamp of not less than Re. 0.15/-

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of IMFA, not less than 48 (forty eight) hours before the commencement of the meeting of secured creditors of IMFA.
2. ** It is optional to put a 'X' in the appropriate column against the resolution indicated in the Box above. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
3. All alterations made in the proxy form should be initialed.
4. Please affix appropriate revenue stamp before putting signature.



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

ATTENDANCE SLIP

Secured Creditors/ authorized representatives or their proxies attending the meeting must fill this attendance slip and hand it over at the entrance of the meeting hall.

Name of the Secured Creditor/ Proxyholder:

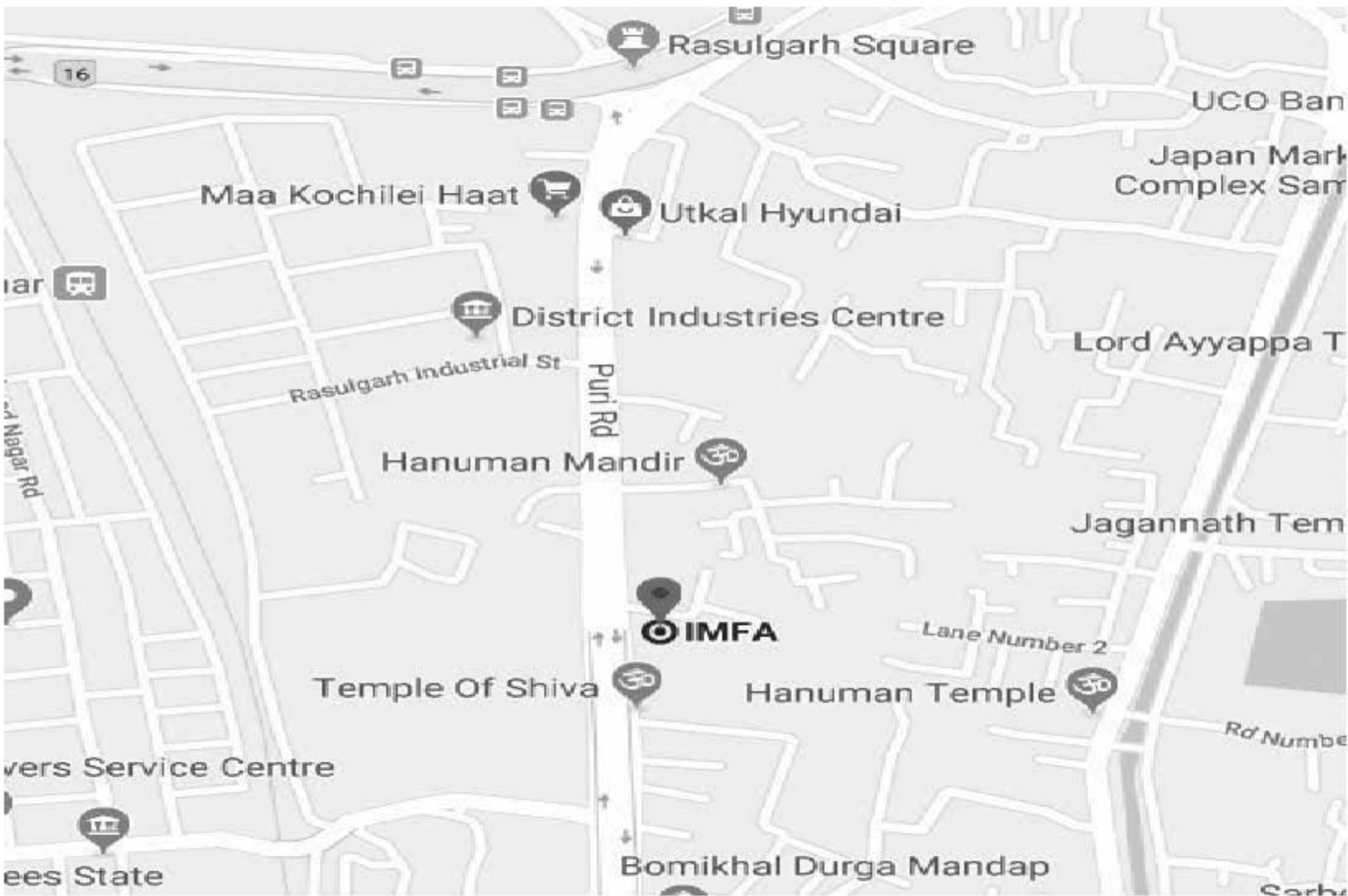
Address of the Secured Creditor/ Proxyholder:

I hereby record my presence at the meeting of secured creditors of Indian Metals and Ferro Alloys Limited, convened pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India on Tuesday, September 4, 2018 at 10:30 a.m. (Indian Standard Time).

.....
Signature of the Secured Creditor/ Proxyholder**

**Strike out whichever is not applicable

Secured creditors or their authorized representatives or their proxies desiring to attend the meeting must bring his/ her copy of the notice for reference at the meeting.



ROUTE MAP FOR THE VENUE OF THE MEETING



INDIAN METALS AND FERRO ALLOYS LIMITED

Registered Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, India

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

CIN: L27101OR1961PLC000428

Website: www.imfa.in

E-mail: secretarial@imfa.in

NOTICE OF MEETING OF THE UNSECURED CREDITORS

OF

INDIAN METALS AND FERRO ALLOYS LIMITED

*(convened pursuant to the order dated July 12, 2018 passed by the
National Company Law Tribunal, Bench at Kolkata)*

MEETING:

Day	:	Tuesday
Date	:	September 4, 2018
Time	:	11:30 a.m. (Indian Standard Time)
Venue	:	Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF THE APPLICANT/ TRANSFEREE COMPANY

To,

All the unsecured creditors of Indian Metals and Ferro Alloys Limited:

Notice is hereby given that by an order dated July 12, 2018 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Kolkata ("**Tribunal**") has directed a meeting to be held of the unsecured creditors of the Applicant/ Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation ("**Scheme**") among Indian Metals & Carbide Limited ("**Transferor Company No. 1**"), B. Panda and Company Private Limited ("**Transferor Company No. 2**") and Indian Metals and Ferro Alloys Limited (the "**Applicant/ Transferee Company**") and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the unsecured creditors of the Applicant/ Transferee Company will be held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time), at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by each of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", both dated February 15, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Cuttack ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any,

which may be required and/ or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Copies of the Scheme and of the Explanatory Statement under Section 230(3) of the Companies Act, 2013 (“**Act**”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Rules**”), along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant/ Transferee Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India.

The Hon’ble Tribunal has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate to be the Chairman of the said meeting (“**Chairman**”) including for any adjournment or adjournments thereof. The Hon’ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting (“**Scrutinizer**”), including for any adjournment or adjournments thereof, to conduct the voting process through ballot/ polling at the venue of the meeting in a fair and transparent manner.

Take further notice that you may attend and vote at the said meeting in person or through proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Applicant/ Transferee Company located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.

Take further notice that in compliance with the provisions of Section 230(4) of the Act read with Rule 6(3)(xi) of the Rules, the Applicant/ Transferee Company has provided the facility of voting through ballot/polling paper at the venue of the meeting to be held on Tuesday, September 4, 2018.

This notice convening the meeting along with the requisite documents is placed on the website of the Applicant/ Transferee Company viz. www.imfa.in.

Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon’ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the proposed Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon’ble National Company Law Tribunal, Bench at Cuttack.

A copy of the explanatory statement under Section 230(3) of the Act read with Rule 6 of the Rules, the proposed Scheme and the other enclosures as indicated in the index are enclosed.

Dev Dhar Nagpal

**(Practicing Chartered Accountant)
Chairman appointed for the meeting**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

Notes:

1. Only unsecured creditors of the Applicant/ Transferee Company are entitled to attend and vote either in person or through proxy (a proxy need not be an unsecured creditor of the Applicant/ Transferee Company) or in the case of a body corporate, by a representative authorized under Section 113 of the Act at the meeting of the unsecured creditors of the Applicant/ Transferee Company. The authorized representative of a body corporate which is an unsecured creditor of the Applicant/ Transferee Company may attend and vote at the meeting of the unsecured creditors of the Applicant/ Transferee Company provided a copy of the resolution of the Board or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the unsecured creditors of the Applicant/ Transferee Company, duly certified to be a true copy by a director, the manager, the secretary or other authorized officer of such body corporate, is deposited at the registered office of the Applicant/ Transferee Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the unsecured creditors of the Applicant/ Transferee Company.

2. The form of proxy can be obtained free of charge from the registered office of the Applicant/ Transferee Company.
3. All alterations made in the form of proxy should be signed/initialed.
4. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an unsecured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant/ Transferee Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant/ Transferee Company.
5. Hon'ble Tribunal by its said Order has directed that a meeting of the unsecured creditors of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time) for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Unsecured creditors would be entitled to vote in the said meeting either in person or through proxy.
6. As directed in the Order, the quorum of the meeting of the unsecured creditors of the Applicant/ Transferee Company shall be 15 (fifteen) unsecured creditors of the Applicant/ Transferee Company, present in person or through proxy.
7. An unsecured creditor or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
8. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Applicant/ Transferee Company between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
9. Unsecured Creditors as per the audited books of accounts as on March 31, 2018, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
10. The Notice, together with the documents accompanying the same, is being sent to all the unsecured creditors either by registered post or by hand or by courier or electronically by e-mail at their respective or last known addresses. The Notice will be also displayed on the website of the Applicant/ Transferee Company www.imfa.in.
11. The notice convening the meeting will be published through advertisement in (i) Business Standard (in the English language – Odisha Edition); and (ii) Pragativadi (in Oriya language daily – Odisha Edition).
12. In accordance with the provisions of Sections 230 - 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths (75%) in value of the unsecured creditors of the Applicant/ Transferee Company, voting in person or by proxy, agree to the Scheme.
13. The Chairman, at the meeting of unsecured creditors, at the end of discussion on the proposed resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot/ polling paper for all those unsecured creditors who are present at the meeting.
14. The Scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Applicant/ Transferee Company through ballot/ polling paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through ballot/ polling paper at the venue of the meeting will be announced latest by 11:00 (Indian Standard Time) on September 6, 2018 at the registered office of the Applicant/ Transferee Company. The results, together with the Scrutinizer's report, will be displayed at the registered office of the Applicant/ Transferee Company and also on the website of the Applicant/ Transferee Company www.imfa.in.
15. The route map of the venue for the meeting of the unsecured creditors of the Applicant/ Transferee Company is annexed hereto and forms part of this notice.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation among Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors;

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated July 12, 2018 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata (the "**Tribunal**"), in joint company application bearing number (CAA) No. 566/KB/2018, a meeting of the unsecured creditors of Indian Metals and Ferro Alloys Limited ("**Applicant/ Transferee Company**" or "**IMFA**") is being convened at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation (the "**Scheme**") amongst Indian Metals & Carbides Limited (the "**Transferor Company No. 1**" or "**IMCL**") and B. Panda and Company Private Limited (the "**Transferor Company No. 2**" or "**BPCO**") ("**IMCL**" and "**BPCO**" are together referred to as the "**Transferor Companies**"), the Applicant/ Transferee Company and their respective shareholders and creditors under Sections 230 - 232 of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act (IMCL, BPCO and IMFA are together referred to as the "**Companies**" or "**Parties**"). A copy of the proposed Scheme, which has been, *inter alia*, approved by the Audit Committee and the Board of the Applicant/ Transferee Company at their separate meetings held on September 28, 2017, is enclosed as **Annexure 1**. A copy of the Order is enclosed as **Annexure 2**.
2. In terms of the said Order, the quorum for the said meeting shall be 15 (fifteen) unsecured creditors present in person or through proxy. Further in terms of the said Order, Hon'ble Tribunal, has appointed Mr. Dev Dhar Nagpal, Practicing Chartered Accountant and in his absence Mr. Sidharth Aggarwal, Advocate as the Chairman of the meeting ("**Chairman**") of the Applicant/ Transferee Company including for any adjournment or adjournments thereof. Further, the Hon'ble Tribunal has appointed Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant as the Scrutinizer for the meeting ("**Scrutinizer**"), including for any adjournment or adjournments thereof.
3. This statement is being furnished as required under Sections 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "**Rules**").
4. As stated earlier, Hon'ble Tribunal by its said Order has, *inter alia*, directed that a meeting of the unsecured creditors of the Applicant/ Transferee Company shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, India, on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time), for the purpose of considering, and if thought fit, approving, with or without modification(s), the amalgamation embodied in the Scheme. Unsecured creditors would be entitled to vote in the said meeting either in person or through proxy.
5. In accordance with the provisions of Sections 230 - 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the unsecured creditors, of the Applicant/ Transferee Company, voting in person or by proxy through ballot/ polling at the venue of the meeting, agree to the Scheme.

6. In terms of the Order dated July 12, 2018, passed by the Hon'ble Tribunal in joint company application bearing number (CAA) No. 566/KB/2018, if the entries in the records/ registers of the Applicant/ Transferee Company in relation to the number or value, as the case may be, of the unsecured creditors are disputed, the Chairman shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the orders of the Hon'ble National Company Law Tribunal, Bench at Cuttack in the petition seeking sanction of the Scheme.

Particulars of IMFA

7. IMFA was incorporated on November 20, 1961 as Indian Metals and Ferro Alloys Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMFA is L27101OR1961PLC000428 and its Permanent Account Number is AAACI4818F. The equity shares of IMFA are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").
8. The registered office of IMFA is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMFA is secretarial@imfa.in.
9. The main objects for which IMFA has been established are set out in its Memorandum of Association. The main objects of IMFA, *inter alia*, are as follows:
1. *"To carry on the business of manufacturing Ferro Alloys, Iron, Steel, Special Steels, Cast Iron and other Pipes and Castings and all other products incidental to and connected with Ferro Alloys, Iron and Steel, Ferrous and Non-Ferrous Alloys and to obtain leases of mines anywhere to work the minerals therein for processing and for sale.*
 2. *To generate electricity by thermal or hydro or any other process and for sale and distribution thereof.*
 3. *To carry on the business of metallurgy, chemists and importers and manufactures of and dealers in metallurgical, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, dyeware paint and other grinders, makers of and dealers in proprietary articles of all kinds and of metallurgical, electrical, chemical and scientific apparatus and materials.*
 4. *To carry on the business of Electric Engineers and Contractors, carriers and passengers of goods and dealers in railway, tramway, trolleyway, electronic, magnetic, galvanic, and other apparatus, mechanical engineers, suppliers of light, heat, sound and power, and to acquire any inventions and to construct railways, trolleyways and tramways and work the same by steam, gas, oil, electricity or other power.*
 5. *To carry on the business of iron-founders, mechanical engineers and manufactures of agricultural and industrial implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, smiths, wood-workers, builders, painters, metal-lurgists, water supply engineers, gas-makers."*

Clause 3rd (b) (33) of the Memorandum of Association of IMFA permits it:

"(33) To amalgamate with any other company having objects altogether or in part similar to those of this Company or otherwise."

There has been no change in the name, objects and the registered office address of IMFA in the last five (5) years.

10. IMFA, *inter alia*, is engaged in the business of producing high quality ferro alloys with 187 MVA installed furnace capacity backed by 261 MW captive power generation and extensive chrome ore mining tracts. A brief description of the major businesses being carried out by the subsidiaries and/ or associates of IMFA is as under:
- 10.1 IMFA holds 100% of the paid-up equity share capital of IMCL, which is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise deal in any form of Silicon Carbide.
 - 10.2 IMFA holds 100% of the paid-up equity share capital of Utkal Green Energy Limited, which is engaged in the business of producing, manufacturing, supplying, distributing, in all form of products and by products derived from ash, fly ash, ash bottom, fly ash in to bricks, lightweight aggregate and any products derived from thereto.
 - 10.3 IMFA holds 100% of the paid-up equity share capital of Utkal Power Limited, which is engaged in the business of efficient development of Thermal Power, Wind Power, Hydro Power or Non-Conventional Energy.
 - 10.4 IMFA holds 100% of the paid-up equity share capital of Indmet Mining Pte Ltd (Singapore), which is engaged in the business of trading and investment holding company.

- 10.5 IMFA holds 79.2% of the paid-up equity share capital of Utkal Coal Limited, which is engaged in the business of coal mining.
- 10.6 IMFA holds 76% of the paid-up equity share capital of IMFA Alloys Finlease Limited, which is engaged in the business of leasing, purchasing and financing of all types of movable and immovable properties.
- 10.7 IMFA, through Indmet Mining Pte Ltd (Singapore), holds 70% of the paid-up equity share capital of Pt Sumber Rahayu Indah (Indonesia), which is engaged in the business of coal mining.
11. The Authorized, Issued, Subscribed and Paid up Share Capital of IMFA as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
3,00,00,000 equity shares of INR 10/- each	30,00,00,000
40,000 redeemable cumulative preference shares of INR 100/- each	40,00,000
2,60,000 IInd series redeemable cumulative preference shares of INR 100/- each	2,60,00,000
Total	33,00,00,000
Issued, subscribed and paid-up capital	
2,69,77,053 equity shares of INR 10/- each	26,97,70,530
Total	26,97,70,530

Particulars of IMCL

12. IMCL was incorporated on November 26, 1973 as Indian Metals & Carbide Limited, a public company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of IMCL is U27209OR1973PLC000598 and its Permanent Account Number is AAACI4819E.
13. The registered office of IMCL is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of IMCL is imcl@imfa.in.
14. The main objects for which IMCL has been established are set out in its Memorandum of Association. The main objects of IMCL, *inter alia*, are as follows:
- “1. To manufacture, process, buy, sell, import, export, barter, exchange, prepare for market, distribute or otherwise deal in Silicon Carbide whether abrasive grains, lumps or in any other form. Coated Abrasives, Bounded Abrasives, Crucibles, Refractory Bricks, Rectifiers, Lightening Arrestors, Glowbars, Resisters and other items used in the manufacture or in processing of abrasives of any kind.
 2. To carry on business as manufacturers or dealers in all kinds of abrasive materials such as Grinding Wheels, Sharpening Stones, Hones, Grit or grains, Transistors, and packing materials of any kind used in the manufacture or distribution of abrasives.
 3. To purchase, acquire, take on lease and work, explore or turn to account or sell any mines, mining rights, and rights and interests in any land containing or considered likely to contain any minerals or ores.”

Clause III (B) 3 of the Memorandum of Association of IMCL permits it:

- “3. to acquire and undertake the whole or any of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.”

Further, Clause III (C) 16 of the Memorandum of Association of IMCL permits it:

“16. To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this Company or to undertake any business or operation which may appear to assist or benefit this Company or enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of any such company as aforesaid or to amalgamate with, absorb or have community of interest with any other company.”

There has been no change in the name, object and the registered office address of IMCL in the last 5 (five) years.

15. IMCL, *inter alia*, is engaged in the business of manufacturing, processing, buying and selling, distributing or otherwise dealing in any form of Silicon Carbide.
16. The Authorized, Issued, Subscribed and Paid up Share Capital of IMCL as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorized share capital	
45,00,000 equity shares of INR 10/- each	4,50,00,000/-
50,000 redeemable cumulative preference shares of INR 100/- each	50,00,000/-
Total	5,00,00,000/-
Issued, subscribed and paid-up capital	
10,79,996 equity shares of INR 10/- each	1,07,99,960/-
Total	1,07,99,960/-

Particulars of BPCO

17. BPCO was incorporated on February 20, 1965 as B. Panda and Company Private Limited, a private limited company with the Registrar of Companies, Cuttack under the provisions of the Companies Act, 1956. The Corporate Identification Number of BPCO is U74210OR1965PTC000478 and its Permanent Account Number is AABC3614P.
18. The registered office of BPCO is situated at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India. The e-mail address of BPCO is bpco@imfa.in.
19. The main objects for which BPCO has been established are set out in its Memorandum of Association. The main objects of BPCO, *inter alia*, are as follows:

“(a) To carry on the business of Industrial Consultants for undertaking installation work of industries either on Turn-key basis or on any other basis independently in India and abroad or with the help of foreign consultants and collaborators, and to undertake such project schemes from the Government Departments in the State or at the Centre or from other parties in the private sector on such terms and conditions as may be acceptable to the Management of the Company.

(b) To carry on the business of civil mechanical, electrical, metallurgical, chemical and of other allied engineers and general industrial advisers on such industrial schemes either in the public or in the private sector with such technical know-how or equipments and machineries and plants and for completing installation of the same.

(c) To undertake either as independent contractors, or sub-contractors for installation of any particular industrial project either in respect of mechanical engineering or in respect of civil engineering work including electrical, metallurgical and chemical etc. both in Government and private sectors.

(d) To carry on the business of manufacturers, merchants, exporters and importers in all kinds of equipments, machineries, stores and commodities of any description of articles, materials, mineral ores, substance, force or energy (including automatic machines and appliances) and also trade of business of general engineers to deal with metals and minerals of all descriptions.

(e) To invest moneys of the company not immediately required in such securities or in such manner as may from time to time to be calculated to advance the objects of the company or the interests of its members.”

Clause III (k) of the Memorandum of Association of BPCO permits it:

(k) To enter into partnership or into any arrangement for sharing profits, union of interest or co-operation with any person or company carrying on or about to carry on any business which this company is authorised to carry on or any

business or transaction capable of being conducted so as to directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stock in any such company.”

There has been no change in the name, object and the registered office address of BPCO in the last 5 (five) years.

20. BPCO, *inter alia*, is engaged in the business of investing, holding and managing investments in shares of group companies.

21. The Authorized, Issued, Subscribed and Paid up Share Capital of BPCO as on June 30, 2018 is as follows:

SHARE CAPITAL	AMOUNT IN INR
Authorised share capital	
75,000 equity shares of INR 100/- each	75,00,000
Total	75,00,000
Issued, subscribed and paid-up capital	
1,949 equity shares of INR 100/- each	1,94,900
Total	1,94,900

22. Description of the proposed Scheme

(a) The proposed Scheme, *inter alia*, provides for:

- (i) amalgamation of IMCL into and with IMFA;
- (ii) cancellation of entire issued, subscribed and paid-up equity share capital of IMCL;
- (iii) dissolution of IMCL without winding up;
- (iv) amalgamation of BPCO into and with IMFA;
- (v) cancellation of entire issued, subscribed and paid-up equity share capital of BPCO;
- (vi) issue and allotment of 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each to the shareholders of BPCO in proportion to their existing shareholding in IMFA;
- (vii) dissolution of BPCO without winding up; and
- (viii) various other matters consequential or incidental to or otherwise integrally connected with the above

(b) The Appointed Date under the proposed Scheme is April 1, 2017.

(c) Effective Date is defined under the proposed Scheme to mean the date on which certified copies of the order of the Tribunal (as defined in the Scheme) are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

23. Rationale of the proposed Scheme

(i) The management of each of the parties believes that the Scheme will result in inter-alia the following benefits:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. Create enhanced value for all stakeholders of the respective companies; and
- e. Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

(ii) The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Key terms/ material provisions of the proposed Scheme

24. The key terms/ material provisions of the proposed Scheme are as follows:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date (*as defined in the Scheme*) and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand transferred to and vested in, and/ or be deemed to be transferred to, and vested in the Applicant/ Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Applicant/ Transferee Company including without limitation, the following:
- (i) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds as contemplated under the Scheme.
 - (ii) All debts (secured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances (as defined in the Scheme) in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Applicant/ Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Applicant/ Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
 - (iii) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Applicant/ Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed, mutated by the banks or financial institutions or other lenders concerned therewith in favour of the Applicant/ Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Applicant/ Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.
 - (iv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance (*as defined in the Scheme*) of any kind, if any, as on the Appointed Date and/ or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Appointed Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related to or attached to such assets of the Transferor Companies prior to the Appointed Date even after such assets are transferred to the Applicant/ Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Applicant/ Transferee Company.
- (b) Upon the Scheme becoming effective on the Appointed Date, all taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits shall be treated as the tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any tax incentives, benefits, advantages, privileges, exemptions, credits, tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall

be available to the Applicant/ Transferee Company, and following the Appointed Date, the Applicant/ Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such taxes on behalf of the Transferor Companies.

- (c) Any tax liabilities under the Income-tax Act, 1961 or other applicable law(s) or regulations related to tax allocable to the Transferor Companies, whether or not provided for or, covered by any tax provisions in the accounts of the Transferor Companies made as on the date immediately preceding the Appointed Date shall be, transferred to the Applicant/ Transferee Company. Any surplus in the provision for taxation or duties or levies in the accounts of the Transferor Companies, including advance tax and tax deducted at source as on the close of business in India on the date immediately preceding the Appointed Date will also be transferred to the account of the Applicant/ Transferee Company.
- (d) All suits, actions and other proceedings by or against the Transferor Companies or related to its business or assets, pending on the Appointed Date, on any matter arising immediately prior to or from the Appointed Date of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Applicant/ Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies into the Applicant/ Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Applicant/ Transferee Company as fully and effectively as if the Applicant/ Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Applicant/ Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.
- (e) The Applicant/ Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favourable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the amalgamation. The Applicant/ Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal/ retirement benefits.
- (f) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Applicant/ Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Applicant/ Transferee Company without any further action or deed of the Applicant/ Transferee Company.
- (g) Consideration for amalgamation of the Transferor Companies into the Applicant/ Transferee Company, under the Scheme, is as under:
 - i. Since the Applicant/ Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 (*as defined in the Scheme*), upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Applicant/ Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Applicant/ Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Applicant/ Transferee Company.
 - ii. Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor Company 2 (*as defined in the Scheme*) in the Applicant/ Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Applicant/ Transferee Company shall not be required to add "and reduced" as a suffix to its name.
 - iii. Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Applicant/ Transferee Company as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the

entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Applicant/ Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Rupees Ten Only) each.

- (h) Upon allotment of equity shares of the Applicant/ Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of the Scheme, the said shareholders for the purposes of Applicable Law(s) (*as defined in the Scheme*) shall become the promoters of the Applicant/ Transferee Company, together with the existing promoters of the Applicant/ Transferee Company.
- (i) Upon the Scheme becoming effective:
 - i. The Transferor Companies shall stand dissolved without winding up and the board of directors of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
 - ii. The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
 - iii. Upon the Scheme coming into effect, the board of directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

The unsecured creditors are requested to read the entire text of the proposed Scheme to get fully acquainted with the provisions thereof. The above key terms/ material provisions of the proposed Scheme are only certain salient features of the proposed Scheme.

Relationship among Companies who are parties to the proposed Scheme

- 25. IMCL is a wholly owned subsidiary of IMFA. BPCO is the holding company of IMFA holding 1,39,18,046 equity shares of the face value of INR 10 each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of IMFA.

Corporate Approvals

- 26. The proposed Scheme, was placed before the Audit Committee of IMFA at its meeting held on September 28, 2017. The Audit Committee of IMFA took into account the Valuation Report dated September 27, 2017, issued by M/s. TR Chadha & Co. LLP, Chartered Accountants (the "**Valuation Report**") and the fairness opinion, dated September 28, 2017, issued by BNK Securities Private Limited, Merchant Bankers (the "**Fairness Opinion**") appointed for this purpose by IMFA. A copy of Valuation Report is enclosed as **Annexure 3**. The Valuation Report is also open for inspection at the registered office of IMFA. A copy of the Fairness Opinion is enclosed as **Annexure 4**. The Audit Committee of IMFA based on the aforesaid, *inter alia*, recommended the Scheme to the Board of IMFA for its favourable consideration.
- 27. The Scheme along with the report submitted by the Audit Committee recommending the draft Scheme, Valuation Report and Fairness Opinion were placed before the Board of IMFA at its meeting held on September 28, 2017. Based on the aforesaid, the Board of IMFA approved the Scheme. The meeting of the Board of IMFA held on September 28, 2017 was attended by five (5) directors in person (namely, Mr. R.N. Misra, Mr. S.P Mathur, Mr. N.R. Mohanty, Mr. J.K. Misra and Mr. Chitta Ranjan Ray). Mr. Baijayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra, being promoters of IMFA, abstained from voting on the resolution in respect of the Scheme. None of the directors of IMFA who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
- 28. The Scheme along with the Valuation Report was placed before the Board of Directors of IMCL at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of IMCL approved the Scheme. The meeting of the Board of Directors of IMCL held on September 28, 2017 was attended by 2 (two) directors in person (namely Mr. Chitta Ranjan Ray and Mr. Deepak Kumar Mohanty). None of the directors of IMCL who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.
- 29. The Scheme along with the Valuation Report was placed before the Board of Directors of BPCO at its meeting held on September 28, 2017. Based on the aforesaid, the Board of Directors of BPCO approved the Scheme. The meeting of the

Board of Directors of BPCO held on September 28, 2017 was attended by 2 (two) directors in person (namely, Late Dr. Banshidhar Panda and Mrs. Paramita Mahapatra). None of the directors of BPCO who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

Approvals and actions taken in relation to the Scheme

30. Pursuant to the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (“**SEBI Circular**”), NSE was appointed as the designated stock exchange by IMFA for the purpose of coordinating with the SEBI.
31. As required by the SEBI Circular, IMFA had filed the complaints report with BSE and NSE on January 5, 2018 and January 25, 2018 respectively. These reports indicate that IMFA received nil complaints. A copy of the above said complaints report submitted by IMFA to BSE and NSE are enclosed as **Annexure 5** and **Annexure 6** respectively.
32. Pursuant to the SEBI Circular read with Regulation 37 of SEBI Listing Obligations and Disclosure Requirements, 2015, IMFA had filed necessary applications before the BSE and NSE seeking their respective no-objection to the proposed Scheme. IMFA received no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 conveying their no adverse observations/ no-objection for filing the proposed Scheme with Hon’ble Tribunal. Pursuant to the letter dated February 15, 2018 addressed by SEBI to BSE and NSE, which, *inter alia*, stated the following:
 - “(a) *Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B. Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.*
 - “(b) *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
 - “(c) *Company shall duly comply with various provisions of the circulars.*
 - “(d) *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
 - “(e) *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations /representations.”*

A copy of the no adverse Observation/ No-Objection regarding the proposed Scheme from BSE and NSE *vide* their respective letters both dated February 15, 2018 is enclosed as **Annexure 7** and **Annexure 8** respectively.

33. The Companies will obtain such other approvals/ sanctions/ no-objection(s) from regulatory or other governmental authorities in respect of the Scheme as may be required in accordance with law.
34. The joint company application along with the exhibits thereto (which includes the proposed Scheme) was filed by the Companies with the Hon’ble Tribunal on May 1, 2018.
35. As per the audited books of accounts as on March 31, 2018 of IMFA, the amount due to the secured creditors of IMFA is INR 8,51,57,99,373 (Rupees Eight Hundred and Fifty One Crore Fifty Seven Lacs Ninety Nine Thousand Three Hundred Seventy Three Only) and to the unsecured creditors of IMFA is INR 2,97,96,20,750 (Rupees Two Hundred Ninety Seven Crore Ninety Six Lac Twenty Thousand Seven Hundred Fifty Only). As per the audited books of accounts as on March 31, 2018 of IMCL, IMCL does not have any secured creditor and the amount due to the unsecured creditors of IMCL is INR 1,10,344 (Rupees One Lac Ten Thousand Three Hundred Forty Four Only). As per the audited books of accounts as on March 31, 2018 of BPCO, BPCO does not have any secured creditor and the amount due to the unsecured creditors of BPCO is INR 44,863 (Rupees Forty Four Thousand Eight Hundred Sixty Three Only).

Valuation and accounting treatment

36. A copy of the Valuation Report dated September 27, 2017 issued by M/s. TR Chadha & Co. LLP, Chartered Accountants to the board of directors of Indian Metals and Ferro Alloys Limited and B. Panda and Company Private Limited is enclosed as Annexure 3.
37. The proposed Scheme is in compliance with the applicable accounting standards prescribed under Section 133 of the Act. A certificate issued by the Statutory Auditor of IMFA to this effect is open for inspection at the registered office of IMFA.

Effect of the proposed Scheme on various parties

38. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMFA:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
 - (b) The directors, key managerial personnel of IMFA and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/ or to the extent that the following directors, namely, Mr. Baijayant Panda, Mr. Subhrakant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) Under the Scheme, the effect of the Scheme on all the promoters and non-promoter shareholders of IMFA will be same as they will continue to hold the same number of equity shares in IMFA as they were holding prior to the Scheme.
 - (d) As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
 - (e) IMFA has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders does not arise.
 - (f) IMFA has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
 - (g) Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.

A copy of the report adopted by the board of directors of IMFA under Section 232(2)(c) of the Act is enclosed as **Annexure 9**.

39. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of IMCL:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 - (b) The directors, key managerial personnel of IMCL and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/ or to the extent that the following director, namely, Mr. Baijayant Panda is one of the promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) All the equity shares of IMCL are held by its promoters and IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 - (d) IMCL does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.
 - (e) IMCL has not issued any debentures and accordingly, the effect of the Scheme on any debenture holder does not arise.
 - (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and

conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.

A copy of the report adopted by the board of directors of IMCL under Section 232(2)(c) of the Act is enclosed as **Annexure 10**.

40. Effect of the proposed Scheme on creditors, directors, key managerial personnel, promoters, non-promoters, depositors, debenture holders and employees of BPCO:
- (a) Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
 - (b) The directors, key managerial personnel of BPCO and their respective relatives will have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following director, namely, Mr. Bajjayant Panda and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
 - (c) All the equity shares of BPCO are held by its promoters and BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of Applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
 - (d) BPCO does not have any public deposits and accordingly, the effect of the Scheme on any such public deposit holders does not arise.
 - (e) BPCO has not issued any debentures and accordingly, the effect of the Scheme on any debenture holders does not arise.
 - (f) As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.

A copy of the report adopted by the board of directors of BPCO under Section 232(2)(c) of the Act is enclosed as **Annexure 11**.

Other matters

- 41. To the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
- 42. To the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.
- 43. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.
- 44. A copy of the proposed Scheme has been filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack on July 21, 2018.
- 45. In terms of SEBI Circular, the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 12**.
- 46. In terms of SEBI Circular, the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is enclosed as **Annexure 13**.

47. Dr. Banshidhar Panda, the founder and promoter of IMFA passed away on May 22, 2018. After the demise of Dr. Banshidhar Panda, the names and addresses of the remaining promoters of IMFA as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	Mr. Baijayant Panda	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
3	Mr. Subhrakant Panda	'Madhuban' 30, Green Avenue Vasant Kunj, New Delhi - 110070
4	Mrs. Nivedita Ganapathi	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Odisha-751010
5	Mr. Subhrakant Panda, Managing Trustee, Shaisah Foundation	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi - 110070
6	B. Panda and Company Private limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha
7	Raila Enterprises Private Limited	B-4/147, Safdarjung Enclave, New Delhi - 110029

48. The names and addresses of the promoters of IMCL as on June 30, 2018 is as under:

S. NO.	NAME	ADDRESS
1	Indian Metals and Ferro Alloys Limited	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

49. The names and addresses of the promoters of BPCO as on June 30, 2018 are as under:

S. NO.	NAME	ADDRESS
1	B. Panda Trust	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha

50. The names and addresses of the directors of IMFA as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Vice Chairman	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Managing Director	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi - 110070
4	Mr. Jayant Kumar Misra Director (Corporate) & COO	A-27, Nanda Devi Appartment, Chandrashekharpur, Bhubaneswar - 751016, Odisha
5	Mr. Sudhir Prakash Mathur Independent Director	Plot No-305, Rajmahal Apartment, D-253, Devi Marg Bani Park, Chinkara Canteen, Jaipur - 302016, Rajasthan
6	Mr. Nalini Ranjan Mohanty Independent Director	Flat No 302, Scion Court, Ist Cross Kaggadaspura, C.V.Raman Nagar, P.O- Bangalore - 560093, Karnataka
7	Mr. Chitta Ranjan Ray Whole-Time Director	F-15, Manorama Apartment, Rasulgarh Bhubaneswar - 751010, Odisha
8	Mr. Rabi Narayan Mishra Independent Director	G-4, Everard Nagar, Eastern Express Highway, Sion, Mumbai - 400022, Maharashtra
9	Mr. Debabrata Bandyopadhyay Independent Director	GD-89 Sector-III, Salt Lake, Kolkata - 700106, West Bengal
10	Mr. Stefan Georg Amrein Director	Alte Zurichstr. 3, 8124 Maur Maur 8124 CH
11	Mr. Shankar Roychowdhury Independent Director	Fe 238, Salt Lake City, Sector - 3 Kolkata -700091, West Bengal

S. NO.	NAME & DESIGNATION	ADDRESS
12	Mr. Santosh Nautiyal Independent Director	1454, A T S Green Village, Sector 93 A, Noida - 201301, Uttar Pradesh
13	Mr. Bijoy Kumar Das Independent Director	52/1, Palace Road, Balabrooie Guest House Compound Bangalore - 560052, Karnataka

51. The names and addresses of the directors of IMCL as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar - 751012, Odisha
2	Mr. Chitta Ranjan Ray Director	F-15, Manorama Apartment, Rasulgarh, Bhubaneswar -751010, Odisha
3	Mr. Deepak Kumar Mohanty Director	B-103, Sonali Palace Apts, Sailshree Vihar, Bhubaneswar - 751021, Odisha
4	Mr. Ashok Kumar Nayak Director	Plot No.30/67, Road No-4, Divya Vihar, Samantarapur, Khordha, Bhubaneswar - 751002, Odisha

52. The names and addresses of the directors of BPCO as on June 30, 2018 are as follows:

S. NO.	NAME & DESIGNATION	ADDRESS
1	Mr. Baijayant Panda Director	Plot No 08, Bhoi Nagar, Unit 08, Bhubaneswar -751012, Odisha
2	Mrs. Paramita Mahapatra Director	IMFA Building, Bomikhal, Bhubaneswar - 751010, Odisha
3	Mr. Subhrakant Panda Director	'Madhuban' 30, Green Avenue, Vasant Kunj, New Delhi -110070

53. The pre-Scheme shareholding pattern of IMFA, IMCL and BPCO as on June 30, 2018 and the post-Scheme (expected) shareholding pattern of IMFA are as under:

Pre-Scheme shareholding pattern of IMFA as on June 30, 2018 and post-Scheme (expected) shareholding pattern:

Particulars	Number of Shares Pre-Scheme	% Holding of share capital Pre-Scheme	Number of Shares Post-Scheme	% Holding of share capital Post-Scheme
Promoter & Promoter group				
B. Panda and Company Private Limited	1,39,18,046	51.59	----	----
Raila Enterprises Private Limited	6,08,078	2.25	6,08,078	2.25
Subhrakant Panda	2,18,095	0.81	3,23,620	1.20
Paramita Mahapatra	6,40,115	2.37	3,23,540	1.20
Nivedita Ganapathi	2,17,539	0.81	3,23,064	1.20
Baijayant Panda	2,17,539	0.81	3,23,064	1.20
Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
B Panda Trust	----	----	1,39,18,046	51.59
Total promoter shareholding (A)	1,58,31,856	58.69	1,58,31,856	58.69
Non-promoter shareholding				
Public shareholding (B)	1,11,45,197	41.31	1,11,45,197	41.31
Total (A+B)	2,69,77,053	100.00	2,69,77,053	100.00

Pre-Scheme and post-Scheme shareholding pattern of IMCL as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	Indian Metals and Ferro Alloys Limited (IMFA)	10,79,958	100	Not Applicable since post sanction of the proposed Scheme, IMCL shall be dissolved without being wound up.	
2.	Sanatan Dash (beneficial interest is with IMFA)	32	-		
3.	Ashok Kumar Nayak (beneficial interest is with IMFA)	1	-		
4.	Rabindra Kumar Sahoo (beneficial interest is with IMFA)	1	-		
5.	Chinta Haran Ray (beneficial interest is with IMFA)	1	-		
6.	Smruti Ranjan Ray (beneficial interest is with IMFA)	1	-		
7.	Susant Kumar Padhi (beneficial interest is with IMFA)	1	-		
8.	Umesh Charan Pattanayak (beneficial interest is with IMFA)	1	-		
Total		10,79,996	100		

Pre-Scheme and post-Scheme shareholding pattern of BPCO as on June 30, 2018:

S. No.	Name of Shareholder	Pre-Scheme		Post-Scheme	
		No. of shares	% of Holding	No. of shares	% of Holding
1.	B. Panda Trust	1,948	100	Not Applicable since post sanction of the proposed Scheme, BPCO shall be dissolved without being wound up.	
2.	Mrs. Paramita Mahapatra	1	0.00		
Total		1,949	100		

54. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
55. The following documents will be open for inspection by the unsecured creditors of IMFA at its registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, India, between 10:00 a.m. (Indian Standard Time) and 12:00 noon (Indian Standard Time) on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
- Copy of the Order dated July 12, 2018 passed by Hon'ble Tribunal;
 - Copy of joint company application (with annexures) bearing number (CAA) No. 566/KB/2018 filed with the Hon'ble Tribunal;
 - Copy of the Memorandum and Articles of Association of the Companies;
 - Copy of the annual reports of the Companies, for the financial years ended on March 31, 2018, March 31, 2017 and March 31, 2016, respectively;
 - List of the subsidiaries, joint ventures and associates of Companies;
 - Copy of Valuation Report dated September 27, 2017 as per Para I (A) (4) of Annexure I of SEBI Circular recommending share exchange ratio issued by TR Chadha & Co. LLP, Chartered Accountants to IMFA and BPCO;
 - Copy of Fairness Opinion dated September 28, 2017 on consideration to equity shareholders of BPCO issued by BNK Securities Private Limited to IMFA in relation to the proposed Scheme.

- (viii) Copy of the Audit Committee Report and resolution both dated September 28, 2017 of IMFA;
 - (ix) Copy of the resolutions passed by the Board of Directors of IMFA, IMCL and BPCO approving the Scheme in their respective board meetings held on September 28, 2017;
 - (x) Copy of the Register of Directors' Shareholding of each of the Companies;
 - (xi) Copy of the outcome of the board meeting dated September 28, 2017 issued by IMFA;
 - (xii) Copy of certificate issued by Haribhakti & Co. LLP, Chartered Accountants, statutory auditor of IMFA certifying that the Scheme complies with the applicable accounting standards pursuant to the provisions of Section 133 of the Act;
 - (xiii) Copy of the Complaints Report dated January 5, 2018 submitted by IMFA to BSE;
 - (xiv) Copy of the Complaints Report January 25, 2018 submitted by IMFA to NSE;
 - (xv) Copy of the Observation Letter/ No-objection letter issued by BSE and NSE both dated February 15, 2018 to IMFA;
 - (xvi) Copy of the proposed Scheme;
 - (xvii) Copy of Forms GNL-1 filed by each of IMFA, IMCL and BPCO with the Registrar of Companies, Cuttack, along with their respective challans all dated July 21, 2018 evidencing filing of the Scheme Registrar of Companies, Cuttack;
 - (xviii) Copy of the Reports dated September 28, 2017 adopted by the Board of Directors of each of IMFA, IMCL and BPCO respectively under Section 232(2)(c) of the Act;
 - (xix) Copy of the applicable information of IMCL in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (xx) Copy of the applicable information of BPCO in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (xxi) Copy of the list of secured and unsecured creditors certified by the respective Statutory Auditor of IMFA, IMCL and BPCO certifying the amount due to the secured and unsecured creditors of IMFA as on March 31, 2018.
56. This statement may be treated as an Explanatory Statement under Sections 230(3) of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by the Applicant/ Transferee Company to its unsecured creditors, free of charge, within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the unsecured creditors of the Applicant/ Transferee Company.
57. Effective from July 15, 2018, the Ministry of Corporate Affairs has, *vide* its notification dated July 12, 2018, constituted a bench of the Hon'ble National Company Law Tribunal at Cuttack for the States of Odisha and Chhattisgarh. In view of the above, the Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of Hon'ble National Company Law Tribunal, Bench at Cuttack. After the Scheme is approved, by the equity shareholders, secured creditors and unsecured creditors of the Applicant/ Transferee Company, it will be subject to the approval/ sanction by the Hon'ble National Company Law Tribunal, Bench at Cuttack.

For Indian Metals and Ferro Alloys Limited

**Prem Khandelwal
CFO & Company Secretary**

Date: July 23, 2018
Registered Office: IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar - 751010, India

SCHEME OF AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AMONGST
INDIAN METALS & CARBIDE LIMITED
TRANSFEROR COMPANY 1
AND
B. PANDA AND COMPANY PRIVATE LIMITED
TRANSFEROR COMPANY 2
AND
INDIAN METALS AND FERRO ALLOYS LIMITED
TRANSFeree COMPANY
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This Scheme of Amalgamation ("**Scheme**") has been prepared pursuant to Sections 230-232 and other applicable provisions of the Act (*as defined below*) that involves:

- (a) Amalgamation (*as defined below*) of **Indian Metals & Carbide Limited**, a public limited company incorporated on November 26, 1973 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**IMCL**" or the "**Transferor Company 1**") into **Indian Metals and Ferro Alloys Limited**, a public limited company incorporated on November 20, 1961 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**IMFA**" or the "**Transferee Company**"); and
- (b) Amalgamation of **B. Panda and Company Private Limited**, a private limited company incorporated on February 20, 1965 and has its registered office located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010 ("**BPCO**" or the "**Transferor Company 2**") into IMFA.

This Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected herewith.

THE SCHEME:

The Scheme is divided into the following four parts:

PART I	Introduction and rationale of the Scheme
PART II	Definitions, interpretation and share capital structure of the Companies (<i>as defined below</i>)
PART III	Amalgamation of IMCL and BPCO into IMFA
PART IV	General/ residuary terms and conditions

PART I

INTRODUCTION AND RATIONALE OF THE SCHEME

1.1 INTRODUCTION:

1. Indian Metals & Carbide Limited

IMCL is an unlisted public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598. The registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. IMCL is a wholly owned subsidiary of Indian Metals and Ferro Alloys Limited.

IMCL is *inter-alia* engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

2. B. Panda and Company Private Limited:

BPCO is a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478. The registered office of BPCO is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. BPCO is the holding company of Indian Metals and Ferro Alloys Limited holding 1,39,18,046 equity shares of the face value of INR 10/- each constituting 51.59% of the entire issued, subscribed and paid-up equity share capital of Indian Metals and Ferro Alloys Limited.

BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

3. Indian Metals and Ferro Alloys Limited:

Indian Metals and Ferro Alloys Limited is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010. The equity shares of IMFA are listed on the Stock Exchanges (as defined below).

IMFA is India's largest, fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognized globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

1.2 RATIONALE OF THE SCHEME:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

PART II

DEFINITIONS, INTERPRETATION AND SHARE CAPITAL STRUCTURE OF THE COMPANIES

2.1 DEFINITIONS:

In this Scheme, unless the context otherwise requires, in addition to the terms defined elsewhere in this Scheme, the following capitalized terms shall have the meaning set forth below:

“**Act**” shall mean the Companies Act, 2013 and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provision in the Companies Act, 2013 has not been notified;

“**Amalgamation**” means the amalgamation of IMCL and BPCO into IMFA as such amalgamation is more fully contemplated under Part III of this Scheme;

“**Applicable Law(s)**” mean any statute, law, regulation, ordinance, rule, judgement, rule of law, order, decree, ruling, bye-law, approval of any Governmental Authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter;

“**Appointed Date**” means April 1, 2017 or such other date as may be approved by the Tribunal;

“**Board**” or “**Board of Directors**” means the respective Board of Directors of each of IMCL or BPCO or IMFA, constituted from time to time under the Act;

“**BPCO**” or the “**Transferor Company 2**” shall mean B. Panda and Company Private Limited, a private limited company incorporated on February 20, 1965 bearing corporate identification number U74210OR1965PTC000478 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**Companies**” shall mean, collectively, IMCL, BPCO and IMFA;

“**Effective Date**” means the date on which certified copies of the order of the Tribunal are filed with the relevant Registrar of Companies after the last of the approvals as specified under Clause 4.4 of the Scheme are obtained.

“**Encumbrances**” means any encumbrance, including, without limitation, any deed of trust, right of others, security interest, burden, title defect, title retention agreement, lease, covenant, debenture, mortgage, pledge, charge, hypothecation, lien, deposit by way of security, bill of sale, option interest, proxy, beneficial ownership (including usufruct and similar entitlements), encroachment, public right, easement, common right, way leave, any voting agreement, interest, option, right of first offer, first, last or other refusal right, or transfer restriction in favour of any person, any statutory liens, any adverse claim as to title, possession or use, any provisional or executorial attachment and any other interest held by a third party or any agreement, arrangement or obligation to create any of the foregoing;

“**Governmental Authority**” means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include, without limitation the RBI, the SEBI, the Stock Exchanges, any relevant tax authority and any other authority exercising jurisdiction over the Companies;

“**IMCL**” or the “**Transferor Company 1**” shall mean Indian Metals & Carbide Limited, a public limited company incorporated on November 26, 1973 bearing corporate identification number U27209OR1973PLC000598 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**IMFA**” or the “**Transferee Company**” shall mean Indian Metals and Ferro Alloys Limited, a public listed company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428 with its registered office located at IMFA Building, Bomikhal, Rasulgah, Bhubaneswar – 751010;

“**INR**” means Indian National Rupees;

“**IT Act**” means the Income-tax Act, 1961 and the rules made there under, as may be amended or re-enacted from time to time;

“**RBI**” means the Reserve Bank of India;

“**Scheme**” means this Scheme of Amalgamation involving Amalgamation as contemplated herein, including, any modification or amendment hereto;

“**SEBI**” means the Securities and Exchange Board of India;

“**SEBI Circular**” means, together, the circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 and the circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017, each issued by the SEBI;

“**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto;

“**Stock Exchanges**” means the BSE Limited and the National Stock Exchange of India Limited;

“**Tax**” or “**Taxes**” means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto), in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including without limitation, taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, anti-dumping duty, special additional duty, octroi, bonds with the custom authorities etc., CENVAT, withholding tax, self-assessment tax, advance tax, service tax, sales tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, customs duty and registration fees;

“**Transferor Companies**” shall be referred to mean, collectively, IMCL and BPCO; and

“**Tribunal**” means the National Company Law Tribunal, Kolkata Bench, which has jurisdiction in relation to the Companies, including, without limitation any other court of competent jurisdiction, judicial agency, quasi-judicial agency or other authority, as may be applicable.

2.2 INTERPRETATION:

- (a) The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.
- (b) The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other Applicable Law(s), rules, regulations, guidelines, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.
- (c) The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme.
- (d) Any references in the Scheme to “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall mean the Effective Date.
- (e) Any references in the Scheme to “sanction” of the Scheme shall mean the Scheme as approved by the Tribunal.

2.3 SHARE CAPITAL STRUCTURE OF THE COMPANIES:

(a) Share Capital of IMFA as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 IIInd series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

As on the date of approval of this Scheme by BPCO's Board of Directors, IMFA is a subsidiary of BPCO.

(b) Share Capital of BPCO as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

(c) Share Capital of IMCL as on August 31, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-

2.4 DATE WHEN SCHEME COMES INTO OPERATION:

The Scheme set out herein in its present form or with such modification(s) as may be approved by the Tribunal or made pursuant to Clause 4.2 (*Modifications/ Amendments to the Scheme*) of the Scheme, shall become effective from the Appointed Date, but shall be operative from the Effective Date.

PART III

AMALGAMATION OF TRANSFEROR COMPANIES INTO TRANSFEREE COMPANY

3.1 Transfer and vesting of the entire business comprising of all the assets and liabilities of the Transferor Companies into the Transferee Company:

- (a) The provisions of this Scheme have been drawn up to comply with the conditions relating to “Amalgamation” as defined under Section 2(1B) of the IT Act and other relevant provisions of the IT Act and other related Applicable Law(s). If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the aforementioned provisions of the IT Act at a later date, including, resulting from an amendment of Applicable Law(s) or for any other reason whatsoever, the Scheme shall be deemed to be modified to the extent necessary to comply with aforementioned provisions of the IT Act. Such modifications will, however, not affect the remaining parts of the Scheme.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date and subject to the provisions of the Scheme (including in relation to the mode of transfer/ vesting), the entire business, undertaking, estates, assets, rights, claims, titles and interests of the Transferor Companies, without any further acts or charges, deed or instruments (unless expressly stated in this Scheme), shall be, and stand, transferred to and vested in, and/ or be deemed to be transferred to, and vested in, the Transferee Company as a going concern pursuant to the provisions of Sections 230-232 of the Act and other applicable provisions of the Act so as to become, on and from the Appointed Date, the business, undertakings, estates, assets, rights, claims, titles and interests of the Transferee Company, including, without limitation, the following:
 - (i) all assets and properties of the Transferor Companies, including, incorporeal assets or properties, which are movable in nature, including investments, leased assets, sundry debtors, outstanding loans and advances, bank balances and deposits (including deposits with Government, semi-Government, local and other authorities, bodies or Tax authorities), or which are otherwise capable of transfer by physical delivery or by endorsement and delivery or by delivery instructions in relation to dematerialized shares or mutual fund units or transfer by vesting and recording pursuant to this Scheme, shall stand so transferred and vested in the Transferee Company, without requiring execution of any deeds, actions, costs, charges or instrument for the same and shall become the assets and property of the Transferee Company. The vesting of aforesaid assets and properties pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement.
 - (ii) In respect of such of the assets and properties other than those referred in the foregoing paragraph, including, without limitation, any immovable properties (including leasehold rights, leasehold improvements, easements rights, benefits or interests therein or other investments made in leasehold properties) and any title, rights, entitlements, claims or benefits or interests therein, shall, without any further acts, instruments, costs, charges or deeds, be transferred to and vested in and/ or be deemed to be transferred to or vested in the Transferee Company upon this Scheme becoming effective.
 - (iii) All statutory and regulatory permissions (including municipal permissions), authorizations, clearances, approvals, consents, licenses, entitlements, subsidies, privileges, benefits, exemptions, deferrals, quotas, incentives, liberties, tenancy rights, concessions, plans, authorities (including for the operation of bank accounts), or powers of attorneys of whatsoever nature or kind given by, issued to or executed by, enjoyed by, conferred upon, held by or availed of by the Transferor Companies, including, the statutory licenses, and any title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, costs, charges, instruments or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
 - (iv) All quality certifications and approvals, trademarks, trade names, service names, patents, goodwill and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property of any kind or type whatsoever, including any applications/representations filed in relation to the foregoing, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information and all other records

and documents whether in physical form or electronic form relating to the business activities and operations of the Transferor Companies and the title, rights, entitlements, claims or benefits or interests therein, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.

- (v) All staff and employees of the Transferor Companies, who are on their respective pay rolls, shall be transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds in a manner contemplated under this Scheme.
- (vi) All contracts, deeds, bonds, agreements, leases, instruments, schemes, arrangements, bids, tenders, letters of intent, expression of interest, development rights (whether vested or potential and whether under agreements or otherwise), writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or to the benefit of which the Transferor Companies may be eligible or entitled, and which are subsisting or have effect immediately before the Effective Date, shall wholly and entirely stand vested in, or transferred to the Transferee Company (including the title, rights, entitlements, claims or benefits or interests therein) without any further acts, costs, charges, instruments or deeds, shall continue in full force and effect in the name of, or in favour of, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto or thereunder.
- (vii) All other title, rights, entitlements, claims or benefits or interests of whatsoever nature or kind relating to the goods or services being dealt with by the Transferor Companies, shall wholly and entirely stand vested in, or transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the authorities concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective.
- (viii) Any person having any obligation towards the Transferor Companies, shall perform and satisfy such obligation in favor of the Transferee Company without any further acts, instruments, costs, charges or deeds, including, any obligation to make any payment to the Transferor Companies upon the Scheme becoming effective.
- (ix) All debts (secured or unsecured) whether in Indian rupees or foreign currency, duties, liabilities (including contingent liabilities), obligations and undertakings of the Transferor Companies of every kind (both present and future), nature and description whatsoever and howsoever arising, raised or incurred, or utilized for business activities and operations, along with any Encumbrances in respect thereof created in favour of the creditors thereto, forming part of the business of the Transferor Companies as on the Appointed Date whether or not provided or accounted for in the books of accounts of the Transferor Companies, shall, without any further acts, instruments, costs, charges or deeds, pursuant to and upon the Scheme becoming effective, become the debts, liabilities and obligations of the Transferee Company (along-with the Encumbrances in respect thereof) on the same terms and conditions as were applicable to the Transferor Companies and the Transferee Company undertakes to meet, discharge and satisfy the same to the exclusion of the Transferor Companies, including, liability for bonus, provident fund, pension, gratuity, if any, for the period up to the Appointed Date to the extent not provided for in the books of the Transferor Companies. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- (x) All borrowings, including loans, loan facilities, deposits or advances, of the Transferor Companies shall stand transferred to the Transferee Company without any further acts, instruments, costs, charges or deeds, and shall be appropriately transferred/ endorsed/ mutated by the banks or financial institutions or other lenders concerned therewith in favor of the Transferee Company pursuant to and upon the Scheme becoming effective. The existing charges, if any, on the assets and properties of the Transferor Companies granted by the Transferor Companies in favour of such banks or financial institutions or other lenders, shall stand transferred along with the transfer of such assets and properties to the Transferee Company and continue in favour of such banks or financial institutions or other lenders on such transferred assets and properties of the Transferor Companies after the Scheme has become effective.

Provided further that the Scheme shall not operate to enlarge the security for any loan, borrowing, deposit or facility created or available to the Transferor Companies which shall vest in the Transferee Company by virtue of the Amalgamation and the Transferee Company shall not be obligated to create any additional security therefore after the Amalgamation has become effective or otherwise.

- (xi) Where any of the liabilities and obligations pertaining to the Transferor Companies on the Appointed Date has been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of Transferee Company.
- (xii) All loans raised and used, duties, obligations and liabilities incurred, if any, by the Transferor Companies on or after the Appointed Date, but prior to the Effective Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme be deemed to have been transferred to and vested in the Transferee Company without any further acts, instruments, costs, charges or deeds and shall become the loans, duties, obligations and liabilities of the Transferee Company which shall meet, discharge and satisfy the same.
- (xiii) For the removal of doubt, it is clarified that to the extent that there are any inter-company loans, deposits, obligations, letters of credit, letters of comfort, balances or other obligations (including under any other instrument or arrangement which may give rise to a contingent liability in whatever form) outstanding as between Transferor Companies and Transferee Company, the obligations in respect thereof shall stand discharged and come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances with effect from the Appointed Date.
- (xiv) All and any kind of the existing, securities, pledges, mortgages, charges, hypothecation, easement, limitation, attachment, restraint, liens or any other security interests or Encumbrance of any kind, if any, as on the Appointed Date and/or such Encumbrances as may be created by the Transferor Companies after the Appointed Date over the assets of the Transferor Companies and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies shall, from the Effective Date, stand transferred, without any further acts, instruments, costs, charges or deeds, along with the transfer of such assets of the Transferor Companies in so far as the liabilities of the Transferor Companies to which Encumbrances relate to are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective, and continue to relate and attach to such assets or any part thereof to the same extent as such Encumbrances are related or attached to such assets of the Transferor Companies prior to the Effective Date even after such assets are transferred to the Transferee Company pursuant to and upon this Scheme becoming effective; provided that, under no event shall such Encumbrances relate or attach to any of the other assets of the Transferee Company.
- (xv) From the Effective Date, without any further acts, instruments, costs, charges or deeds, the Transferee Company shall be entitled to realize all payments or claims or money related to the Transferor Companies and its business and complete and/ or enforce all pending or existing contracts and transactions related to the Transferor Companies and its business in the name of and for the benefit of the Transferee Company.
- (xvi) With effect from the Appointed Date, the borrowing and investment limits of the Transferee Company under the relevant provisions of the Act respectively, shall, without any further act or deed or action, be deemed to have been enhanced by the borrowing and investment limits of the Transferor Companies, such limits being incremental to the existing limits of the Transferee Company. Any corporate approvals obtained by the Transferor Companies, whether for purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.
- (xvii) Without prejudice to the foregoing, for the purpose of giving effect to the vesting and transfer as aforesaid order passed under sections 230 and 232 of the Act or such other applicable provisions of the Act, in respect of this Scheme, the Transferee Company shall be entitled to get the recorded the change in the legal title, interests, rights or appurtenant thereto upon the transfer and vesting of all the assets and properties as aforesaid of the Transferor Companies pursuant to the Scheme becoming effective.

(xviii) Without prejudice to the other provisions of this Scheme, the Transferee Company may, at any time after the coming into effect of the Scheme, in accordance with its provisions, if so required under any Applicable Law(s) or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferee Company is a party or any writings as may be necessary, in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies to be carried out or performed.

3.2 Taxes:

- (a) Upon the Scheme becoming effective on the Effective Date, all Taxes payable by, or refundable to, the Transferor Companies, including any refunds, claims or credits (including credits for income Tax, Tax deducted at source, withholding Tax, advance Tax, self-assessment Tax, minimum alternate Tax, CENVAT credit, goods and services Tax credits, other indirect Tax credits and other Tax receivables) shall be treated as the Tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any Tax incentives, benefits (including claims for unabsorbed Tax losses and unabsorbed Tax depreciation), advantages, privileges, exemptions, credits, Tax holidays, remissions or reductions, which would have been available to the Transferor Companies, shall be available to the Transferee Company, and following the Effective Date, the Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such Taxes on behalf of the Transferor Companies.
- (b) Upon the Scheme becoming effective:
 - (a) to the extent required, the Transferee Company is permitted to revise and file its income Tax returns, withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns; and
 - (ii) the Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Companies, which may be allowable in accordance with the provisions of the IT Act on or after the Effective Date; and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Companies prior to the Effective Date.
- (c) Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated Tax loss, unabsorbed Tax depreciation, minimum alternate Tax credit, if any, of the Transferor Companies as on the Appointed Date, shall, for all purposes, be treated as accumulated Tax loss, unabsorbed Tax depreciation and minimum alternate Tax credit of the Transferee Company. It is further clarified that any business loss and unabsorbed depreciation of the Transferor Companies as specified in their respective books of account shall be included as business loss and unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.
- (d) Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Companies under Applicable Law(s), including income Tax, sales Tax, value added Tax, service Tax, entry Tax, custom duty, goods and services Tax or any other Tax.
- (e) Upon the Scheme becoming effective, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of the Transferor Companies, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, of the Transferee Company without any further act or deed.
- (f) Upon the Scheme becoming effective, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, CENVAT, customs, value added Tax, sales Tax, service Tax, entry Tax and goods and services Tax to which the Transferor Companies are entitled shall be available to and vest in the Transferee Company, without any further act or deed.
- (g) Any Tax liabilities under the IT Act or other Applicable Law(s) or regulations related to Tax allocable to the Transferor Companies, whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Companies

made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Companies, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company.

- (h) All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in this Scheme.
- (i) Any refund under the IT Act or any other Applicable Law(s) related to or due to the Transferor Companies, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.
- (j) Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and services Tax and applicable state value added Tax) to which the Transferor Companies are entitled to in terms of Applicable Law(s) related to Tax, shall be available to and vest in the Transferee Company from the Effective Date.
- (k) All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of five (5) years beginning with the financial year in which this Scheme becomes effective.

3.3 Legal Proceedings:

All suits, actions and other proceedings (including legal or taxation and any proceedings before any statutory, regulatory or quasi-judicial authority or tribunal) by or against the Transferor Companies or related to its business or assets, pending on the Effective Date, on any matter arising immediately prior to or from the Appointed Date (including, those relating to any pending licenses, issues, properties, rights, powers, liabilities, obligations or duties) of the Transferor Companies shall upon the Scheme becoming effective be continued and enforced by or against the Transferee Company. Such pending proceedings shall not abate, be discontinued or be in any way prejudicially affected by reason of the Amalgamation of the Transferor Companies into the Transferee Company pursuant to the sanction of the Scheme but the said proceedings can be, without any further acts, instruments, costs, charges, or deeds, continued, prosecuted and enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Companies.

3.4 Contracts, Deeds, Licenses, Approvals & Permits:

- (a) Upon the Scheme becoming effective, with effect from the Appointed Date, all arrangements, contracts, deeds, bonds, agreements, leases, instruments, writings or benefits of whatsoever nature or kind to which any of the Transferor Companies is a party or by which the assets or business of the Transferor Companies is bound or any rights, claims, entitlements or interests related thereto, shall remain in full force and effect and, wholly and entirely stand vested in, or assigned, novated or transferred to the Transferee Company, without any further acts, instruments, costs, charges, or deeds, and can be enforced by and/or against the Transferee Company as fully and effectively as if the Transferee Company was a party thereto instead of the Transferor Companies. Without prejudice to the provisions of this sub-clause, the Board of Directors or any other official as authorized by the Board of Directors of the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, execute renewal of lease deeds, as may be applicable.
- (b) Upon the Scheme becoming effective, with effect from the Appointed Date, each of the permissions, approvals, applications, consents, sanctions, remissions, special reservations, registrations, permits, licences, incentives, concessions, benefits, power of attorneys, no-objection certificates, subsidies, clearances and other authorizations or grants of whatsoever nature or kind in respect of the Transferor Companies or any rights, claims, entitlements or

interests related thereto shall remain in full force and effect and, wholly and entirely, stand vested in, or assigned, novated or transferred to the Transferee Company (as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company will be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company), without any further acts, instruments, costs, charges or deeds pursuant to and upon this Scheme becoming effective and the Transferee Company shall, after the Scheme becoming effective, inform or intimate, for the record of the statutory authorities, who shall take them on file, pursuant to the order of the Tribunal.

3.5 Employees:

- (a) The Transferee Company undertakes to engage, on and from the Effective Date, all the employees and staff of the Transferor Companies who are on their respective pay rolls, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by the Transferor Companies without any interruption of service as a result of the Amalgamation. The Transferee Company agrees that the services of all such employees and staff with the Transferor Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees and staff may be eligible, including, for the purpose of payment of any bonus, provident fund, leave encashment, gratuity and other terminal / retirement benefits.
- (b) The accumulated balances, if any, standing to the credit of the employees and staff of the Transferor Companies in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts created or existing, of which they are members, will be transferred to such provident fund, gratuity fund and superannuation fund or any special funds or trusts nominated by the Transferee Company and/ or such new funds to be established by the Transferee Company as such new funds are recognized by the relevant governmental or regulatory authorities. Pending the transfer as aforesaid, any amount lying to the credit of the provident fund, gratuity fund and superannuation fund or any special funds or trusts related to the said employees and staff of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund or any special funds or trusts respectively. This shall be binding on the managers of such funds, if any.
- (c) In relation to those employees and staff for whom the Transferor Companies are making contributions to the provident fund, gratuity fund and superannuation fund or any special funds or trusts, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said provident fund, gratuity fund and superannuation fund or any special funds or trusts in accordance with the provisions of such fund or bye laws, in respect of such employees and staff.
- (d) It is clarified that the services of the employees and staff of the Transferor Companies will be treated as having been continuing for the purpose of said fund or funds.

3.6 Saving of Concluded Transactions:

The transfer and vesting of the assets and liabilities and continuance of the proceedings by the Transferee Company and/ or contracts as aforesaid shall not affect any action taken or transactions or proceedings or contracts already concluded or actions taken but not concluded by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company on or after the Appointed Date, and the Transferee Company accepts all such acts, deeds or things done lawfully or executed by the Transferor Companies in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company.

3.7 Conduct of Business till Effective Date:

- (a) With effect from the Appointed Date and up to and including the Effective Date:
 - (i) the Transferor Companies shall be deemed to have been carrying on all business and activities, including, without limitation, making of any investment in or acquisition of any body corporate or business or part of any business for and on account of and in trust for the Transferee Company; and
 - (ii) All profits accruing to the Transferor Companies or losses arising or incurred by them relating to the Transferor Companies shall for all purposes, be treated as the profits or losses, as the case may be, of the Transferee Company.

- (b) The Transferor Companies hereby undertakes from the Appointed Date and up to, and including, the Effective Date:
- (i) to carry on and be deemed to have been carrying on their business and activities and shall stand possessed of, and hold all of their properties and assets for and on account of, and in trust for the Transferee Company. The Transferor Companies hereby undertake to hold the said assets with utmost prudence until the Effective Date;
 - (ii) to carry on their business and activities with reasonable diligence, business prudence and shall not, without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of their undertakings or any part thereof, including their assets, liabilities, employees or business activities, except in the ordinary course of business or as otherwise expressly stated under this Scheme or otherwise with the consent of the Transferee Company;
 - (iii) not to borrow any money or enter into any transaction or arrangement to create any borrowing or indebtedness or give any guarantee or indemnity or loans or create encumbrance of any kind on its assets/ properties except in the ordinary course of business or otherwise expressly consented in writing by the Transferee Company; and
 - (iv) not to utilize the profits or reserves, if any, relating to the Transferor Companies for the purpose of declaring or paying any dividends including, interim dividend, or for making any bonus or right issuance, in respect of the period falling on and after the Appointed Date except with the written consent of the Transferee Company.

3.8 Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company:

- (a) Upon this Scheme becoming effective and upon the vesting and transfer of the assets, liabilities and business of the Transferor Companies in the Transferee Company pursuant to the terms of this Scheme, the entire authorized share capital of the Transferor Companies shall be added to the authorized share capital of the Transferee Company without any further action or deed of the Transferee Company.
- (b) The stamp duty and filing fees paid on the authorized share capital of the Transferor Companies are permitted to be utilized and applied towards the increase in the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), and no further demand of additional stamp duty or filing fee shall be raised or made upon the Transferee Company by any regulatory authorities including, the Registrar of Companies, Orissa, in relation to such increase in the authorized share capital of the Transferee Company.
- (c) It is hereby clarified that for the purposes of increasing the authorized share capital of the Transferee Company in accordance with this Clause 3.8 (*Clubbing of Authorized Share Capital pursuant to Amalgamation of Transferor Companies with the Transferee Company*), the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient and that no further resolution under Section 13, Section 61 or any other applicable provisions of the Act, if any, would be required to be separately passed.
- (d) Consequently, upon the Scheme becoming effective, Clause 5th of the memorandum of association of the Transferee Company shall without any further action or deed shall stand altered, modified and amended accordingly without compliance of any provisions of the Act except for filing the relevant forms with the relevant Registrar of Companies, if so required.

3.9 Consideration for Amalgamation of the Transferor Companies into the Transferee Company:

- (a) Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.

- (b) Without prejudice to the aforesaid, upon the Scheme becoming effective, all the equity shares held by the Transferor Company 2 in the Transferee Company shall stand cancelled without any further applications, acts, resolutions, filings, instruments, costs, charges or deeds. Such cancellation and/ or extinguishment of equity shares shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act as it does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary. To such extent, the Transferee Company shall not be required to add "and reduced" as a suffix to its name.
- (c) Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) above, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of 10/- (Rupees Ten Only) each.
- (d) In case any shareholder of the Transferee Company 2 becomes entitled to a fraction of one share of the Transferee Company in accordance with the share exchange ratio as mentioned in Clause 3.9(c) above, such fraction shall be rounded off to the nearest one.
- (e) Pursuant to the SEBI Circular, the price at which the above-referenced equity shares of the Transferee Company will be issued to the shareholders of the Transferor Company 2 will comply with the pricing guidelines set forth in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (f) For the purpose of issue and allotment of shares pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*), the following terms shall apply:
- (i) Approval of this Scheme by the shareholders of the Transferee Company shall be deemed to constitute due compliance with section 62 and any other applicable provisions of the Act, the SEBI Listing Regulations and the articles of association of the Transferee Company, and no other consent shall be required under the Act or the articles of association of the Transferee Company, for the issue of equity shares to the shareholders of the Transferor Company 2 existing on the Effective Date in proportion to their existing shareholding under the Scheme and upon the shareholders of the Transferee Company approving the Scheme, it shall be deemed that they have given their consent, including under the Act and the articles of association of the Transferee Company, to the issue of shares of the Transferee Company to the equity shareholders of the Transferor Company 2 in accordance with the Scheme.
 - (ii) The shares proposed to be allotted pursuant to the Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company and shall rank *pari passu* with the existing shares of the Transferee Company, including the rights in respect of dividend and bonus shares, if declared, by the Transferee Company on or after the Effective Date.
 - (iii) The issue and allotment of shares as provided in the Scheme shall be carried out in accordance with the provisions of the Act. All shareholders of the Transferor Company 2 as on the Effective Date shall be issued fresh equity shares in the Transferee Company in dematerialized form.
 - (iv) For the purpose of issue and allotment of shares to the shareholders of the Transferor Company 2 as existing on the Effective Date, the Transferee Company shall, if and to the extent required, apply for and obtain the required approvals from Governmental Authorities.
 - (v) The shares issued pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*) shall, in compliance with the applicable regulations, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. The Transferee Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law(s) and take all steps to procure the listing of the shares issued by it pursuant to this Clause 3.9 (*Consideration for Amalgamation of the Transferor Companies into the Transferee Company*).

3.10 Accounting Treatment:

Notwithstanding anything to the contrary herein, upon the Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Effective Date.

3.11 Promoters

Upon allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company 2 pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of the Transferee Company, together with the existing promoters of the Transferee Company.

3.12 Dissolution of the Transferor Companies:

Upon the Scheme becoming effective:

- (i) The Transferor Companies shall stand dissolved without winding up and the Board of the Transferor Companies shall, without any further acts, instruments, costs, charges or deeds, be and stand dissolved. No person shall make or assert any claims, demands or proceedings against any director or officer or employee thereof in his capacity as such director or officer or employee except in so far as may be necessary for enforcing the provisions of the Tribunal's order(s) sanctioning this Scheme;
- (ii) The right of every shareholder of the dissolved Transferor Companies to or in respect of any equity share held by them in the dissolved Transferor Companies shall stand extinguished and, thereafter, no such shareholder shall make, assert or take any claims, demands or proceedings in respect of any such equity share; and
- (iii) Upon the Scheme coming into effect, the Board of Directors or any committee(s) or sub-committee(s) thereof, of the Transferor Companies shall, without any further acts, resolutions, filings, instruments, costs, charges or deeds, shall cease to exist and stand dissolved.

PART IV

GENERAL/ RESIDUARY TERMS AND CONDITIONS

4.1 APPLICATION TO THE TRIBUNAL

- (a) The Companies shall, make and file all applications and petitions to the Tribunal for sanctioning this Scheme under Sections 230-232 of the Act and other applicable provisions for carrying this Scheme into effect and shall apply for such approvals as may be required under Applicable Law(s).

4.2 MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- (a) The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may at any time before or after filing of the Scheme with the Tribunal (and pending for sanction before the Tribunal) authorize, to make and/ or consent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the Tribunal or any other Governmental Authority(ies) may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Companies by their respective Board of Directors (including any committee or sub-committee thereof), or such other person(s), as the respective Board of Directors (including any committee or sub-committee thereof) may authorize to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directives or orders of any other statutory/regulatory authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- (b) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the authorized representatives of the Companies may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise, or to review the position relating to the satisfaction of the various conditions to the Scheme and if necessary, to

waive any such conditions (to the extent permissible under Applicable Law(s)) and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

- (c) The Board of Directors of the respective Companies shall, pending the sanction of the Scheme filed, be at liberty to withdraw, at any time, this Scheme for any business and commercial reasons including, but not limited to, in a case any condition or alteration imposed by the Tribunal or any other authority is not on terms acceptable to them.

4.3 RESIDUAL PROVISIONS

- (a) Any error, mistake, omission, commission, which is apparent and/or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned herein above.
- (b) If any part of the Scheme is found to be infeasible or unworkable for any reason whatsoever, subject to the decision of the respective Boards of the Transferor Companies and the Transferee Company, this shall not affect the validity or implementation of the other parts and/or provisions of the Scheme.
- (c) In the event a part(s) of the Scheme is found to be unworkable and the Transferor Companies and the Transferee Company decide to implement the remaining part(s) of the Scheme, the Scheme, to the extent it is unworkable, shall become *null and void* and no rights or liabilities whatsoever shall accrue to, or be incurred *inter se* by, the parties or their respective shareholders, creditors, employees or any other person with respect to such part of the Scheme.

4.4 SCHEME CONDITIONAL ON APPROVAL/ SANCTIONS

- (a) The Scheme is conditional upon and subject to:
 - (i) Stock Exchanges' Approval: The Transferee Company shall have received no-objection letters from the Stock Exchanges in respect of the Scheme (prior to filing the Scheme with the Tribunal as well as following approval of the Scheme by the Tribunal), which shall be in form and substance acceptable to the Board of the respective Companies;
 - (ii) Approval of the Tribunal: The Scheme shall have been approved by the Tribunal, either on terms as originally approved by the relevant parties to the Scheme, or subject to such modifications approved by the Tribunal, which shall be in form and substance acceptable to the Board of the respective Companies;
 - (iii) Shareholders' and Creditors' Approval: Approval of the Scheme by the requisite majority in number and value of the members and creditors of the respective Companies (where applicable) in accordance with the Act, the SEBI Circular and the SEBI Listing Regulations, as may be applicable. It is hereby clarified that the voting by public shareholders of the Transferee Company will be carried out through postal ballot and e-voting in accordance with the SEBI Circular;
 - (iv) The certified true copy of the orders passed by the Tribunal sanctioning the Scheme being filed by the respective Companies with the relevant Registrar of Companies.

4.5 COSTS

- (a) All costs, charges and expenses (including fees, duties, levies, registration charges, stamp duty etc.) any deed, document, instrument or Tribunal order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company.

4.6 REVOCATION OF THE SCHEME AND SEVERABILITY

- (a) In the event of any of the said sanctions and approvals referred to in Clause 4.4 (*Scheme Conditional on Approval/ Sanctions*) above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Tribunal, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* between the Companies or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Law(s) and in such case, each party shall bear its own costs unless otherwise mutually agreed.

- (b) If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Law(s), then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any company, in which case the Board of Directors of the respective Companies shall attempt to bring about a modification in this Scheme, as will best preserve for the respective Companies, the benefits and obligations of this Scheme, including but not limited to such part.

4.7 VALIDITY OF EXISTING PROVISIONS

- (a) Upon the coming into effect of the Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company.

For Indian Metals and Ferro Alloys Ltd.

For Indian Metals & Carbide Ltd.

(Prem Khandelwal)
CFO & Company Secretary

(Ashok Kumar Nayak)
Authorised Representative

For B. Panda and Company Private Limited

(Rabindra Kumar Sahoo)
Authorised Signatory

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA
CA(CAA) No. 566/KB/ 2018

An application under Sections 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 ;

And

In the matter of:

1. Indian Metals & Carbide Limited, a public Company incorporated in 1973 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Momikhal, Rasulgah, Bhubaneswar – 751010, India ;

.. Transferor Company No. 1

And

2. B. Panda and Company Private Limited, a Private Company incorporated in 1965 under the provisions of the Companies Act, 1956, having its registered Office at IMFA Building, Mokikhal, Rasulgah, Bhubaneswar – 751 010, India ;

.. Transferor Company No. 2

And

Indian Metals and Ferro Alloys Limited, a public Company incorporated in 1961 under the provisions of the Companies Act,

1956, having its registered Office at IMFA Building, Mokikhal,
Rasulgarh, Bhubaneswar – 751 010

... Transferee Company

And

1. Indian Metals & Carbide Ltd.
2. B.Panda and Company Pvt. Ltd.
3. Indian Metals and Ferro Alloys Ltd.

Coram : Mr. Madan B Gosavi, Member(Judicial)

Date of Pronouncement of the Order :

For the Applicants :

Mr. Sumit Garg, Advocate

ORDER

1. The object of this Application is to ultimately obtain sanction of this Tribunal to the Scheme of Amalgamation involving amalgamation of the Applicant No.1, Transferor Company No.1, namely, India Metals & Carbide Limited, the Applicant No.2, Transferor Company No.2, namely, B. Panda and Company Private Limited, into the Applicant No.3, Transferee Company, namely, Indian Metals and Ferro Alloys Limited, whereby and whereunder the entire undertaking of the Transferor Companies together with all properties, assets and liabilities relating thereto as a going concern is proposed to be

transferred to and vested in the Applicant No.3, the Transferee Company on the terms and conditions fully stated in the Scheme of Amalgamation.

2. The Applicant Company No.1, the Transferor Company No.1, is an unlisted public limited company and is a wholly owned subsidiary of the Applicant No.3, the Transferee Company.

3. The Applicant No.2, the Transferor Company No.2 is an unlisted private limited company and is the holding company of the Applicant No.3, the Transferee Company.

4. The Applicant No.3, the Transferee Company is a listed public limited Company and holds the entire paid up equity share capital of the Applicant No.1, the Transferor Company No.1. The equity shares of Applicant No.3, the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

5. The Applicant Company No.3, the Transferee Company had, vide its two separate letters, both dated November 24, 2017 applied through physical mode and through online mode on November 30, 2017 to the BSE and NSE Stock exchanges for obtaining their no objection to the Scheme of Amalgamation.

6. Thereafter, certain information/details were sought for by NSE and BSE and the same were submitted by the Applicant No.3, the Transferee Company. In the meantime, the Scheme of Amalgamation along with related documents was hosted on the websites of the Applicant No.3, the Transferee Company, NSE and BSE and was open for complains/comments from January 3, 2018 to January 24, 2018

on the website of the NSE and from December 12, 2017 to January 4, 2018 on the website of the BSE.

7. During the above period, no complaint was received. Accordingly, the Applicant No.3, the Transferee Company filed a nil complaint report with the NSE and BSE vide its letters dated January 25, 2018 and January 5, 2018 respectively.

8. A certified copy of the nil complaint reports dated January 25, 2018 and January 5, 2018 submitted by the Applicant No.3, the Transferee Company respectively, to NSE and BSE in terms of paragraph I.A.6 of the Circular dated March 10, 2017, being number CFD/DIL3/CIR/2017/21 issued by SEBI is annexed with the Application and marked as Exhibit 23 and Exhibit 24, respectively.

9. SEBI, thereafter, by its letter dated February 15, 2018 addressed a communication in respect of the Scheme to NSE and BSE. In the said communication, SEBI, inter alia, made certain comments.

10. NSE and BSE have, vide their respective letters both dated February 15, 2018 given their no adverse observations/no objection to file the Scheme of Amalgamation with the Tribunal.

11. A certified copy of the letters both dated February 15, 2018 issued by NSE and BSE to the Applicant No.3, the Transferee Company is annexed with the Application and marked as Exhibit 25 and Exhibit 26, respectively.

12. The Board of Directors of all the Companies have, at their respective meetings held on 28th September, 2017, by resolutions unanimously approved the draft Scheme of Amalgamation.

13. It has been stated in the Application that the Scheme has been envisaged to consolidate business of the Applicant No.1, the Transferor Company No.1 into the Applicant No.3, the Transferee Company and to rationalise and streamline the ownership structure of the Applicant No.3, the Transferee Company.

14. Accordingly, the amalgamation of the Applicant No.1, the Transferor Company No.1 and Applicant No.2, the Transferor Company No.2 respectively into the Applicant No.3, Transferee Company is being proposed under the Scheme of Amalgamation.

15. It has been stated in the Application that the Management of the Applicant Companies involved in the Scheme of Amalgamation believe that the Scheme will result in, inter alia, the following benefits :

- (a) Reduce overheads and administrative, managerial and other expenditure ;
- (b) Provide greater efficiency and more optimal utilisation of resources ;
- (c) Reduce legal and regulatory compliances;
- (d) Create enhanced value for all stake holders of the respective companies; and
- (e) Reorganise businesses to optimize for operational efficiency, rationalise for cost and streamline for growth.

16. It has been stated in the Application that to the knowledge of the Companies, no investigation has been instituted or is pending in relation to the Companies under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.

17. It has also been stated in the Application that to the knowledge of the Companies, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Companies.

18. No winding up proceedings have been filed or are pending against the Companies under the Act or the corresponding provisions of the Companies Act, 1956 and no proceeding has been filed or are pending against the Companies under the Insolvency and Bankruptcy Code, 2016.

19. It has been stated in the Application that in respect of the Scheme of Amalgamation, the Applicant No.3, the Transferee Company has received no adverse observations/no objection from NSE and BSE pursuant to letter dated February 15, 2018 addressed by SEBI to NSE and BSE, respectively.

20. It has also been stated in the Application that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

21. A certificate dated September 28, 2017 issued by the Chartered Accountants, the statutory auditor of the Applicant No.3, the

Transferee Company is annexed with the Application and marked Exhibit 27.

22. It has also been stated in the Application that under the Scheme of Amalgamation, an arrangement is sought to be entered into between the Transferor Company No.1 and its equity shareholders.

23. Clause 3.9(a) of Part III of the Scheme of Amalgamation stipulates that since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1, upon the Scheme of Amalgamation becoming effective, the entire issued, subscribed and paid up equity share capital of the Transferor Company No.1 shall stand cancelled and/or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme of Amalgamation becoming effective and upon vesting in and transfer of the entire business of the Transferor Company No.1 into the Transferee Company in accordance with the Scheme of Amalgamation, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/payable as consideration for the amalgamation of the Transferor Company No.1 with the Transferee Company.

24. Under the Scheme of Amalgamation, there is no arrangement with the Creditors, either secured or unsecured of the Transferor Company No.1. No compromise is offered under the Scheme of Amalgamation to any of the Creditors of the Transferor Company No.1. The liability of the Creditors of the Transferor Company No.1, under the Scheme of Amalgamation, is neither being reduced nor

being extinguished. Accordingly, no creditors of the Transferor Company No.1 would in any way be affected by the Scheme of Amalgamation.

25. It has been stated in the Application that as on date, the Transferor Company No.1 has no outstanding public deposits and therefore, the effect of the Scheme of Amalgamation on any such public deposit holders or deposit trustees does not arise.

26. In terms of SEBI Circular, the Transferee Company along with the notice and the explanatory statement in respect of the Scheme of Amalgamation to be sent to its equity shareholders, would also be required to send the applicable information pertaining to the Transferor Company No.1 and the Transferor Company No. 2 in the format specified for abridged prospectus as provided in Part D of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to its equity shareholders.

27. It has been stated in the Application that the Transferee Company, after seeking the necessary directions from this Tribunal for convening the meetings, inter alia, of its equity shareholders, while sending the notice and the explanatory statement to its equity shareholders, shall also comply with the aforesaid along with the observations made by SEBI in its letter dated February 15, 2018 addressed to NSE and BSE.

28. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.1 has 8 equity shareholders and they have given their consent along with affidavits in support

thereof for dispensing with convening and holding of meeting of the equity shareholders.

29. A certificate issued by the Statutory Auditor of the Transferor Company No.1 certifying the list of equity shareholders of the Transferor Company No.1 as on April 13, 2018 is annexed with the Application and marked as Exhibit 33.

30. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.1 are annexed with the Application and marked as Exhibit 34.

31. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No.1 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No.1 does not arise.

32. It has been also stated that as on February 28, 2018, the Transferor Company No.1 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.1.

33. A list of secured creditors and unsecured creditors of the Transferor Company No.1 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No.1 and

by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 35.

34. As on April 13, 2018 and as on the date of institution of this Application, the Transferor Company No.2 has 2 (two) equity shareholders and they have given their consent along with affidavits in support thereof for dispensing with convening and holding of meeting of the equity shareholders.

35. A certificate issued by the Statutory Auditor of the Transferor Company No.2 certifying the list of equity shareholders of the Transferor Company No.2 as on April 13, 2018 is annexed with the Application and marked as Exhibit 36.

36. A copy of the consent letters with the respective affidavits in support of the consent letters of all the equity shareholders of the Transferor Company No.2 are annexed with the Application and marked as Exhibit 37.

37. It has been stated in the Application that as on February 28, 2018 and as on the date of institution of the present Application, there are no secured Creditors in the Transferor Company No. 2 and, therefore, the question of convening and holding the meeting of the secured Creditors of the Transferor Company No. 2 does not arise.

38. It has been also stated that as on February 28, 2018, the Transferor Company No.2 has 1 (one) unsecured Creditor. The Unsecured Creditor has given his consent along with affidavit in support of the Scheme of Amalgamation and the Applicant Companies

have prayed for dispensation of the convening and holding of separate meeting of the Unsecured Creditor of the Transferor Company No.2.

39. A list of secured creditors and unsecured creditors of the Transferor Company No. 2 as on February 28, 2018 certified by a Director/ authorised signatory of the Transferor Company No. 2 and by its statutory auditor along with a certificate from its statutory auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 38.

40. As on April 13, 2018 and as on the date of institution of this Application, the Transferee Company has an aggregate of 41,868 (Forty one thousand eight hundred and sixty eight) equity shareholders.

41. A certificate issued by the Statutory Auditor of the Transferee Company certifying the shareholding pattern of the Transferee Company as on April 13, 2018 reflecting the promoter shareholding and public shareholding and the aggregate number of shareholders in the Transferee Company is annexed with the Application and marked as Exhibit 39.

42. It is stated in the Application that the entire list of equity shareholders of the Transferee Company as on April 13, 2018 is running into approximately 850 pages which being bulky has not been annexed with the Application. However, a list of top 100 (one hundred) equity shareholders of the Transferee Company as on April 13, 2018 certified by a Director/CFO and Company Secretary of the

Transferee Company and a Chartered Accountant is annexed with the Application and marked as Exhibit 40.

43. As on February 28, 2018, there are 16(sixteen) secured Creditors and 1040 (one thousand forty) unsecured creditors in the Transferee Company.

44. A list of secured and unsecured Creditors of the Transferee Company as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by its statutory auditor along with a certificate from its Statutory Auditor confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 41.

45. A list of statutory liabilities of the Transferee Company No.3 as on February 28, 2018, certified by a Director/CFO and the Company Secretary of the Transferee Company and by a Chartered Accountant confirming the balances mentioned in the said list is annexed with the Application and marked as Exhibit 42.

46. It is stated in the Application that none of the Companies involved in the Scheme of Amalgamation is a non-banking Financial company registered with Reserve Bank of India.

47. Notice under Section 230(5) of the Act is also not required to be given to the Competition Commission of India as the thresholds mentioned under the Competition Act, 2002 are not breached under the Scheme of Amalgamation.

48. It is stated in the Application that the Scheme of Amalgamation does not in any way violate, override or circumscribe any provisions of the Act to the extent applicable and/or the rules, regulations and guidelines made under the Act.

49. Heard the learned Advocate for the applicants, perused the records, documents annexed to the application and affidavits filed in the instant proceedings and after hearing the submissions made on behalf of the applicants, the following orders are passed :

- a) In view of the consents given in affidavit form by all the equity Shareholders of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the meetings of the equity shareholders of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;
- b) In view of the fact that there are no Secured Creditors in Transferor Company No.1 and in the Transferor Company No.2, the convening and holding of separate meetings of the Secured Creditors of the Transferor Company No.1 and the Transferor Company No.2 do not arise ;
- c) In view of the consents given in affidavit form by the Unsecured Creditor of the Transferor Company No.1, namely, Indian Metals & Carbide Limited and the Unsecured Creditor

of the Transferor Company No.2, namely, B. Panda and Company Private Limited, as certified by the respective Statutory Auditors, convening and holding of the separate meetings of the Unsecured Creditors of the Transferor Company No.1 and the Transferor Company No.2 are dispensed with ;

- d) Separate meeting of the equity shareholders of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 12-30 P.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- e) Separate meeting of the Secured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 10-30 A.M. for the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;
- f) Separate meeting of the Unsecured Creditors of the Transferee Company, namely, Indian Metals and Ferro Alloys Limited shall be convened and held at Indian Metals and Ferro Alloys Limited, AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751 010 on Tuesday, the September 4, 2018 at 11-30 A.M. for

the purpose of considering, and if thought fit approving, with or without modification, the proposed Scheme of Amalgamation ;

(g) That at least 30 (thirty) clear days before the date of the said separate meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company, an advertisement convening the meeting and stating that copies of the said Scheme of Amalgamation and of the Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and a form of proxy can be obtained free of charge at the Registered Office of the concerned Applicant companies or at the office of their Advocates, be inserted once each in Business Standard, English language, Odisha edition and in Pagativadi, Oriya language, Odisha edition.

(h) That in addition, at least 30 (thirty) clear days before the separate meetings to be held as aforesaid, a notice convening the said meeting of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at the place and time as aforesaid together with a copy of the said Scheme of Amalgamation, a copy of the Statement required to be sent under the Act and the prescribed form of Proxy be sent by registered post or by hand or by courier or by e-mail addressed to each of the equity shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company at their respective or last known addresses.

(i) To serve the notice as per requirements of sub-section (5) of Section 230 of the Companies Act, 2013 along with all the

documents including a copy of the Scheme and the Statement disclosing necessary details on the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, Odisha ; Income Tax Department, BSE & NSE, having jurisdiction over the Transferor company and the Transferee Company and such other relevant sectoral regulators/ authorities, if applicable, which are likely to be affected by the proposed scheme, by sending the same by hand delivery through special messenger or by registered post or speed post within 14 days from the date of this order for filing their representation, if any, within 30 days from the date of notice. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the applicants and/or their Advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 and Companies (Compromises, Arrangements & Arrangement) Rules, 2016 with necessary variations incorporating the directions therein.

- (j) That Mr. Dev Dhar Nagpal, Practicing Chartered Accountant (Mobile No. 9811081571) shall be the Chairperson/ Mr. Sidharth Aggarwal, Advocate (Mobile No. 9810271460) shall be the Alternate Chairperson for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 50,000/- (Rupees Fifty thousand only).

- (k) That Mr. Sourjya Prakash Mohapatra, Practicing Chartered Accountant (Mobile No. 9437033628) shall be the Scrutinizer for the said meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee Company to be held as aforesaid at a consolidated remuneration of Rs. 25,000/- (Twenty five thousand only).
- (l) That Chairperson/Alternate Chairperson appointed for the said meetings or any person authorised by him do issue and send out the notice of the said meetings referred to above.
- (m) The quorum for meeting of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Transferee company be fixed in accordance with Section 103 of the Companies Act, 2013 present either in person or by proxy.
- (n) That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person(s) entitled to attend and vote at the meeting, is filed with the concerned Applicant Company at their Registered Office not later than forty eight hours before the meetings. The Chairperson shall have the power to adjourn the meeting, if necessary, and to conduct the procedure for the adjourned meeting as deemed necessary under the Act.
- (o) That the value of each equity shareholder, Secured Creditor and the Unsecured Creditor shall be in accordance with the respective books of the concerned Applicant Companies and where entries in

the books are disputed, the Chairperson concerned shall determine the value for the purpose of the meeting.

(p) That the Chairperson do report to this Court the results of the said meetings within four weeks from the date of the conclusion of the respective meetings and his report shall be verified by his affidavit.

50. The Application bearing No. CA(CAA) No. 566/KB/2018 is, accordingly, disposed of.

51. Parties and the Chairpersons to act on the order.

52. Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.

SD 20/12

(Madan B Gosavi)

Member(Judicial)

GOUR_STENO

T R Chadha & Co LLP
Chartered Accountants



Private and Confidential

Date: 27th September, 2017

To,

Board of Directors

Indian Metals & Ferro Alloys Limited
IMFA Building,
Bomikhal, Rasulgarh,
Bhubaneshwar, Odisha-751010

Board of Directors

B.Panda & Company Private Limited
IMFA Building,
Bomikhal, Rasulgarh,
Bhubaneshwar, Odisha-751010

Sub: Recommendation of Share Exchange Ratio for the proposed Amalgamation of B. Panda & Company Private Limited (BPCO) in Indian Metals & Ferro Alloys Limited (IMFA).

Dear Sir / Madam,

We refer to our appointment for conducting share valuation and recommending a share exchange ratio for the proposed scheme of amalgamation, whereby Indian Metal and Carbide Limited (hereinafter referred to as 'IMCL') and B. Panda and Company Private Limited (hereinafter referred to as 'BPCO') will be merged with Indian Metals and Ferro Alloys Limited (hereinafter referred to as 'IMFA').

A. SUMMARY OF THE VALUATION RESULTS

We have carried out valuation of the following Companies and our respective reports have been submitted to you;

- Indian Metals and Ferro Alloys Limited
- B. Panda and Company Private Limited

In addition to merger of BPCO with IMFA, IMCL is also proposed to be merged with IMFA but there is no requirement for valuation of IMCL as IMCL is a wholly owned subsidiary of IMFA and as per the scheme, the existing paid-up share capital issued by IMCL will get cancelled and no further shares will be issued by IMFA to the shareholders of IMCL.

We must emphasize that the financial projections are prepared by the management of the respective companies and provided to us for the purpose of our analysis. The fact that we have considered the financial projections in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast



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Phone : 43259900, Fax : 43259930, E-mail : delhi@trchadha.com
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Phone : 011 41513059 / 41513169



used in the analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the financial projections. Since the financial projections relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. In accordance with our Engagement Letter(s) and in accordance with the customary approach adopted in valuation exercise, we have not audited, reviewed or otherwise investigated the historical financial information provided by the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial.

Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme, without our prior written consent.

We have estimated the value under DCF Method and NAV Method based on the Unaudited Provisional Financial Statements available on the latest closing date which is **31st August, 2017**, whereas the value under SEBI Method (Market Approach) has been estimated as per the SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

The Valuation opinion as per our report dated: 27th September, 2017 of the aforementioned companies is encapsulated below:

S.No	Company	Amount (in INR Crores)
i.	Valuation of Indian Metals and Ferro Alloys Limited	1,836.72
ii.	Valuation of B. Panda and Company Private Limited	948.02



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Shareholding details of subject Companies.

The details of shares outstanding as on 31st August 2017 in respect of the companies are as follows:

S.No	Company	Number of Equity Shares
i.	Indian Metals and Ferro Alloys Limited	26,977,053
ii.	B.Panda and Company Pvt. Limited	1,949

(As per Audited Balance Sheet of IMFA and Provisional Balance Sheet of BPCO)

B. DETERMINATION OF SWAP RATIO

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

The determination of value of a Company is not a precise art science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single Value based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for decision of the Fair Value of business for which the proposed merger/demerger shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.

Per share value of the respective companies is given below:

S. No.	Company	Amount (in INR)
i.	Per share equity value of Indian Metals and Ferro Alloys Limited	680.85
ii.	Per share equity value of B.Panda and Company Pvt. Limited	48,64,148.56



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The Share exchange ratio is accordingly given below:

7,14,428 (Seven Lakh Fourteen Thousand Four hundred and Twenty Eight) equity shares of Indian Metals and Ferro Alloys Limited of INR 10/- each fully paid-up will be issued for every 100 (One Hundred) equity shares in B. Panda and Company Private Limited. Based on the same, total 1,39,24,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) shares of IMFA of INR 10/- each fully paid-up will be issued to shareholders of BPCO. However, pursuant to the merger, intercompany shareholding by BPCO of 1,39,18,046 (One Crore Thirty Nine Lakh Eighteen Thousand and Forty Six) shares in IMFA will be cancelled out.

As advised by SEBI Regulations 76, with respect to Schedule 7 of SEBI(ICDR) Regulations, 2009 and the schemes which are pending with SEBI/Stock Exchanges as well as fresh schemes which will be filed hereafter, the valuation report shall display the workings, relative fair value per share and fair share exchange ratio in the following manner:

Computation of Fair Share Exchange Ratio:

Valuation Approach	IMFA Ltd.		BPCO Ltd.	
	Value Per Share	Weight	Value Per Share	Weight
Asset Approach	420.35	0%	48,64,148.56	100%
Income Approach	557.41	0%	-	-
Market Approach	680.85	100%	-	-
Relative Value per Share	680.85		48,64,148.56	
Exchange Ratio (rounded off)			7,14,428	

Ratio:

"7,14,428 equity share of IMFA Ltd of INR 10 each fully paid up for every 100 equity shares of BPCO Ltd."

Respectfully submitted,

For T R Chadha & Co LLP, Chartered Accountant

Aashish
Aashish Gupta
Partner
M.No. 097343



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BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 28th September 2017

To,
 The Board of Directors,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh
 Bhubaneswar, Orissa - 751010

Sub: Fairness opinion on consideration to equity shareholders of B. Panda and Company Private Limited with regards to proposed scheme of Amalgamation of Indian Metals & Carbide Limited (IMCL) and B. Panda and Company Private Limited (BPCO) (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (IMFA) (Transferee Company).

Dear Sir,

As Per Engagement Letter dated 20th Sept 2017 we are pleased to provide Fairness Report on proposed Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).

1) Background & Purpose of Engagement

I. Indian Metals and Ferro Alloys Ltd. (Transferee Company)

Indian Metals and Ferro Alloys Ltd. (CIN: L27101OR1961PLC000428) is a Company incorporated under The Companies Act, 1956 having registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010

Indian Metals and Ferro Alloys Ltd. is listed on BSE Limited (BSE) & National Stock Exchange of India Ltd. (NSE) having Security Code / Symbol as "533047" on BSE & IMFA on NSE. We have been provided with the draft Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company).



SEBI Regn Nos.
 INB 230653536, INF 230653536, INE 230653536 (NSE)
 INB 010653534, INF 010653534 (BSE)
 INB 030757035 (CSE), INE 260653536 (MCX-SX)
 IN-DP-CDSL-506-2009 (DP-CDSL)
 MB/INM00011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1995PTC071182
 An ISO 9001 : 2008 COMPANY

Registered Office :
 Mayfair Tower, 2, Palm Avenue, Kolkata-700015, (India)
 Tel : 91-33-30028574-583, Fax : 91-33-3058-0562
 Dealing Room : 91-33-22810560-63, 30580560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapi.com

The share capital of Indian Metals and Ferro Alloys Ltd. as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 3,00,00,000 Equity Shares of INR 10/- each	30,00,00,000/-
(ii) 40,000 9.5% Redeemable Cumulative Preference Shares of INR 100/- each	40,00,000/-
(iii) 2,60,000 Ind series Redeemable Cumulative Preference Shares of INR 100/- each.	2,60,00,000/-
TOTAL	33,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
2,69,77,053 Equity Shares of face value of INR 10/- each	26,97,70,530/-
TOTAL	26,97,70,530/-

II. Indian Metals & Carbide Limited (Transferor Company 1)

Indian Metals & Carbide Limited (CIN: U27209OR1973PLC000598) is a company incorporated under The Companies Act, 1956 having Registered office at IMFA Building Bomikhal Rasulgarh, Bhubaneswar, Orissa - 751010. The Company is 100% subsidiary of Indian Metals and Ferro Alloys Ltd.

The share capital of Indian Metals & Carbide Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
(i) 45,00,000 Equity Shares of INR 10/- each	4,50,00,000/-
(ii) 50,000 Preference Shares of INR 100/- each	50,00,000/-
TOTAL	5,00,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1079996 Equity Shares of INR 10/- each	1,07,99,960/-
TOTAL	1,07,99,960/-



III. B. Panda and Company Private Limited (Transferor Company 2)

B. Panda and Company Private Limited (CIN: U74210OR1965PTC000478) is a Company incorporated under The Companies Act, 1956 having Registered office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa - 751006.

The share capital of B. Panda and Company Private Limited as on 31st August, 2017:

Particulars	Amount (INR)
Authorized Share Capital:	
75,000 Equity Shares of INR 100/- each	75,00,000/-
TOTAL	75,00,000/-
Issued, Subscribed and Paid up Share Capital:	
1949 Equity Shares of INR 100/- each	1,94,900/-
TOTAL	1,94,900/-

2) Scope of Engagement

We understand that the Board of Directors of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. are proposing to amalgamate Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company) from appointed date, which has been proposed as April 01, 2017 in the draft scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013 (herein referred to as **scheme of Amalgamation**).

Indian Metals and Ferro Alloys Ltd. vide engagement letter dated 20th September 2017 has engaged **BNK Securities Private Limited**, SEBI Registered Merchant Banker (**SEBI Registration No. INB 230653536**) to give fairness opinion with regards to the Scheme of Amalgamation of Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd.



3) Source of Information

For the Purpose of Fairness Opinion Certificate, we have relied upon the following documents as received from the Transferor Companies and Transferee Company.

1. Draft Scheme of Amalgamation for the merger of Indian Metals & Carbide Limited and B. Panda and Company Private Limited (Transferor Companies) with Indian Metals and Ferro Alloys Ltd. (Transferee Company)
2. Annual Reports and List of Shareholders as on 31st March 2017. (Applicable for both Transferor & Transferee Companies)
3. Financial Statements and List of Shareholders as on 31st August 2017. (Applicable for both Transferor & Transferee Companies)
4. Valuation Report of Equity shares of Indian Metals and Ferro Alloys Ltd. by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.
5. Valuation Report of Equity shares of B. Panda and Company Private Limited by T R Chadha & Co LLP, an Independent Chartered Accountant dated 27th September 2017.

4) Rationale:

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- a. Reduce overheads and administrative, managerial and other expenditure;
- b. Provide greater efficiency and more optimal utilization of resources;
- c. Reduce legal and regulatory compliances;
- d. create enhanced value for all stakeholders of the respective companies; and
- e. reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.



The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

5) Valuation Report

In the Proposed Scheme of Amalgamation the Transferee Company will issue Shares to the Existing Shareholders of the Transferor Companies in the following Ratios and Cross holding of the Transferor Companies and Transferee Company will be cancelled as a result of which the Shareholding of the Transferee Company will change in Post Merger:

I. Indian Metals & Carbide Ltd. (Transferor Company 1)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.

II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.



The Valuation Reports received by the Companies Indian Metals and Ferro Alloys Ltd. & B. Panda and Company Private Limited from T R Chadha & Co LLP. Has proposed allotment of 13,924,205 (One Crore Thirty Nine Lakhs Twenty Four Thousand Two Hundred and Five) equity shares of Rs. 10/- (Rupees Ten Only) each. However, as per the draft scheme it is proposed to allot 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each to the shareholders of B. Panda and Company Private Limited.

6) Disclaimer / Limitation/ Warranties and Caveat

1. This Report is prepared by us solely for the purpose and scope set out in this Report. It should not be copied, disclosed, circulated, quoted or referred to either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued and the purpose mentioned herein. We will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report without our written permission in each instance. The material is true only as of date of this letter. We assume no responsibility to update or revise the opinion based upon events or circumstances that occur later on.
2. We provide this report based on the information provided explanation given. Draft Scheme of Amalgamation provided to us, representations made by management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., & Valuation Reports of Independent Chartered Accountant. We have neither checked, audited nor independently verified such information and representations. We have solely relied on explanations, information, papers, reports, documents only and accepted all those information provided to us as consistent and accurate on "as is" basis and have considered the information provided by them in this Report in good faith and in the belief that such information is neither false nor misleading.
3. This report is issued on the understanding that the Management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. has drawn our attention to all matters of which they are aware concerning the financial position of the business of the company, which may have an impact on our opinion up to the date of issue. Our views are necessarily based on economic market and other conditions currently in effect. We however, have no obligation to update this Report for events, trends or transactions relating to the Company or the market/ economy in general & occurring subsequent to the date of this Report. We reserve the right to amend or replace the report at any time. We do not hold ourselves responsible or liable for any losses damages, costs, expenses or outgoings whatsoever and however caused, incurred, sustained or arising out of errors due to false, misleading wrong provisioning, assurance or incomplete information or documentations being provided to us due to any acts or omissions of any other persons.



4. We have no present interest in Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Our fairness Opinion do not express any opinion on the sustainability or other wise of entering into any transactions with Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. Further BNK Securities Private Limited nor any members of the team working on the Fairness Opinion on Certificate of Advisory have been influenced or undertaken, advocating a management position in determining the value.
5. We owe responsibility only to the Board of Directors of the Company who have retained us and nobody else. BNK Securities Private Limited does not accept any liability to any third party in relation to the issue of this Report. Neither this report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or documents given to third parties without our prior written consent except to Equity Shareholders of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd., BSE Limited & National Stock Exchange of India Ltd. or Securities Exchange Board of India. We retain the right to deny permission for the same.
6. We also clarify and confirm that we are Merchant Banker (SEBI Registration No. INB 230653536) Registered with Securities and Exchange Board of India and that the registration is valid as of the date of signing of this report.

7) Opinion

On the basis of the above information and explanation provided to us by the management of Indian Metals & Carbide Limited, B. Panda and Company Private Limited & Indian Metals and Ferro Alloys Ltd. and perusal of the Scheme of Amalgamation. The Transferee Company will issue shares to shareholders of the transferor Companies in the following ratios and cross holding of the Transferee and transferor Companies will be cancelled. The Company has obtained Valuation Reports from an Independent Chartered Accountant:

I. Indian Metals & Carbide Ltd. (Transferor Company I)

Since the Transferee Company is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of the Transferor Company I upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of the Transferor Company 1 into the Transferee Company in accordance with clause 3.9(a) of the Scheme, no shares shall be issued and allotted by the Transferee Company and no amount whatsoever be paid/ payable as consideration for the amalgamation of Transferor Company 1 with the Transferee Company.



II. B. Panda and Company Private Limited (Transferor Company 2)

Simultaneously upon cancellation of all the equity shares held by the Transferor Company 2 in the Transferee Company as per Clause 3.9(b) of the Draft Scheme of Amalgamation, in consideration of the transfer to and vesting of the entire business and Undertaking of the Transferor Company 2 in terms of the Scheme, the Transferee Company shall, without any further application, act, instrument or deed being made by the shareholders of Transferor Company 2, issue and allot to all the equity shareholders of the Transferor Company 2 in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lakhs Eighteen Thousand and Forty Six) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each.

8) Conclusion

In light of the above and based on our examination of the reports of T R Chadha & Co LLP on valuation of Share Swap Ratio & Amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) and such other undertakings & explanations provided to us by the Companies, our independent analysis and evaluation subject to scope & limitations as mentioned herein above and as per applicable SEBI guidelines & to the best of our knowledge and belief, we are of the opinion that the Share Entitlement Ratio for the proposed amalgamation of Indian Metals & Carbide Limited (IMCL) & B. Panda & Company Private Limited (BPCO) (Transferor Companies) with Indian Metals & Ferro Alloys Limited (IMFA) (Transferee Company) is fair.

Thanks and Regards

For BNK Securities Private Limited


Ajit Khandelwal
Director
SEBI Registration No. INB 230653536



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building
Bhubaneswar-751010
Odisha, India

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5th January, 2018

The General Manager
(Corporate Services)
BSE Limited
Floor 25, P.J. Towers
Dalal Street, Fort
Mumbai-400001
Scrip Code: 533047

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

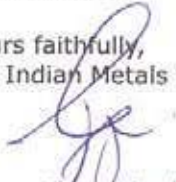
Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 70569 filed with BSE Limited ("BSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited


(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
	Not Applicable		

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary



Date: 5th January 2018



INDIAN METALS & FERRO ALLOYS LIMITED

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Odisha, India

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25th January, 2018

To,
Manager- Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Submission of Report on Complaints as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation involving amalgamation of: (a) Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), a wholly owned subsidiary of Indian Metals And Ferro Alloys Limited (the "Company" or the "Transferee Company"), and (b) B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2"), holding company of the Company, into the Company.

Ref: Report on Complaints under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

This is with reference to our application bearing number 14252 filed with National Stock Exchange of India Limited ("NSE") on 30th November, 2017 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme referred to in the captioned subject.

Enclosed is a copy of the Report of Complaints in the format as prescribed under SEBI circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017. We request you to take the Report on Complaints on your records and oblige. The said report is also being uploaded on the website of the Company.

We also request you to provide us the "Observation Letter/No objection" at the earliest so as to enable us to file the scheme with the National Company Law Tribunal.

Yours faithfully,
For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Encl: As above



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Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of Complainant	Date of complaint	Status (Resolved/Pending)
			Not Applicable

For Indian Metals & Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary

Date: 25th January 2018



DCS/AMAL/SD/R37/1048/2017-18

February 15, 2018

The Company Secretary
INDIAN METALS & FERRO ALLOYS LTD.
 IMFA Building, Bhubaneswar,
 Orissa- 751010

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited.

We are in receipt of Draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda & Company Private Limited and Indian Metals & Ferro Alloys Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 15, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited, B. Panda & Company Private Limited is included in the abridged prospectus as per the format specified in the circular."
- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Copy of the NCLT approved Scheme;



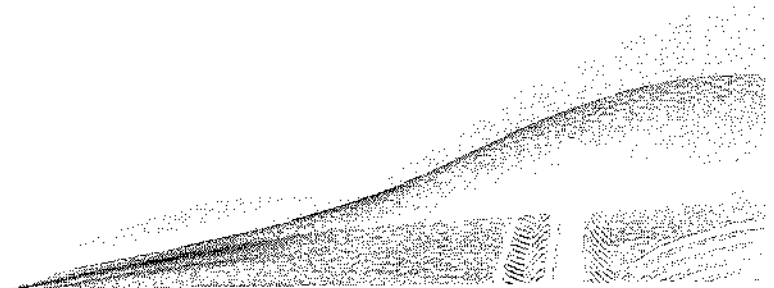
BSE Limited (Formerly Bombay Stock Exchange Ltd.)
 Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
 T: +91 22 2272 1234/333 | E: corp.com@bseindia.com | www.bseindia.com
 Corporate Identity Number : L67120MH2005PLC155188

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Sr. Manager





Ref: NSE/LIST/14578

February 15, 2018

The Company Secretary
 Indian Metals & Ferro Alloys Limited
 IMFA Building,
 Bhubaneswar,
 Orissa – 751010.

Kind Attn: Mr. Smruti R Ray

Dear Sir,

Sub: Observation Letter for Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors.

This has reference to Scheme of Amalgamation among Indian Metals & Carbide Limited and B. Panda and Company Private Limited with Indian Metals and Ferro Alloys Ltd and their respective shareholders and creditors NSE on November 30, 2017.

Based on our letter reference no Ref: NSE/LIST/36591 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated February 15, 2018, has given following comments on the draft Scheme of Amalgamation:

1. *Company to ensure that applicable information pertaining to unlisted entities Indian Metals & Carbide Limited and B.Panda & Company private Limited is included in the abridged prospectus as per the format specified in the circular.*
2. *Company to ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, shall be displayed from the date of receipt of this letter on the website of the listed company.*
3. *Company shall duly comply with various provisions of the circulars.*
4. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
5. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the National Company Law Tribunal.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any



contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from February 15, 2018, within which the Scheme shall be submitted to the NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm



INDIAN METALS & FERRO ALLOYS LIMITED

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS AND FERRO ALLOYS LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "**Board**") of **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company"** or the "**Company**") at its meeting held on September 28, 2017 approved the Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("**IMCL**" or the "**Transferor Company 1**"), **B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2")** and **Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company" or the "Company")** and their respective shareholders and creditors (the "**Scheme**") for the amalgamation of IMCL, a wholly owned subsidiary of the Company and BPCO, a holding company of the Company, into the Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (1.a) Draft Scheme as recommended by the Audit Committee of the Company;
 - (1.b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, independent Chartered Accountants ("**Valuation Report**");
 - (1.c) Fairness Opinion dated September 28, 2017 issued by BNK Securities Pvt Ltd, an independent Category-I Merchant Banker ("**Fairness Opinion**"); and
 - (1.d) Report of the Audit Committee of the Board of Directors dated September 28, 2017.



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EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMFA:

5. The Scheme, amongst others, contemplates the following arrangement:

(1.a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**

> For amalgamation of IMCL into IMFA:

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

> For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMCL as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and Undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

(1.b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

(1.c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

Thus, under the Scheme, an arrangement is sought to be entered into between IMFA and its equity shareholders.



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6. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMFA. No compromise is offered under the Scheme to any of the creditors of IMFA. The liability of the creditors of IMFA, under the Scheme, is neither being reduced nor being extinguished.
7. IMFA has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
8. IMFA has no outstanding public deposits and therefore, the effect of the Scheme of any such public deposit holders does not arise.
9. Under the Scheme, no rights of the staff and employees of IMFA are being affected. The services of the staff and employees of IMFA, shall continue on the same terms and conditions on which they were engaged by IMFA.
10. As stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.
11. The directors, key managerial personnel of IMFA and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMFA and/or to the extent that the following directors, namely, Mr Baijayant Panda, Mr Subhrakant Panda and Mrs Paramita Mahapatra are promoters of IMFA and/or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board

(Chitta Ranjan Ray)
Whole-time Director
DIN: 00241059

Date: 28th September 2017
Place: Bhubaneswar

INDIAN METALS & CARBIDE LIMITED

Regd Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIAN METALS & CARBIDE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of Indian Metals & Carbide Limited at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or the "Transferor Company 2" or the "Company") and Indian Metals and Ferro Alloys Limited ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of the Company, a wholly owned subsidiary of the Transferee Company and BPCO, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF IMCL:

5. The Scheme, amongst others, contemplates the following arrangement:
 - (a) **Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:**
 - **For amalgamation of IMCL into IMFA:**
Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire



INDIAN METALS & CARBIDE LIMITED

Regd Office:IMFA Building,Bomikhal, Rasulgarh, Bhubaneswar-751010 Odisha, India

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CIN : U27209OR1973PLC000598

issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

➤ For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.

- (a) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;
 - (b) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;
6. All the equity shares of IMCL are held by its promoters. Accordingly, IMCL does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between IMCL and its equity shareholders.
 7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of IMCL. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of IMCL shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of IMCL. The liability of the creditors of IMCL, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of IMCL will not be affected by the Scheme in any manner.
 8. IMCL has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
 9. IMCL does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
 10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of IMCL who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by IMCL. Accordingly, no rights of the staff and employees of IMCL are being affected.



INDIAN METALS & CARBIDE LIMITED

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Phone: (0674) 2580100, 2580125, Fax : 0674 2580020, 2580145

CIN : U27209OR1973PLC000598

11. The directors, key managerial personnel of IMCL and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in IMCL and/or to the extent that the following director, namely, Mr. Baijayant Panda is promoter of IMFA and/ or to the extent that the said promoter along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.

12. No special valuation difficulties were reported.

By Order of the Board


(Chitta Ranjan Ray)

Director

DIN:00241059

Date: 28th September 2017

Place: Bhubaneswar



B. PANDA AND COMPANY PRIVATE LIMITED

Regd. Office : IMFA Building, Bhubaneswar-751010, Odisha, India,

Tel: 91 674 2580100, 2580125 fax: 91 674 2580020

Corporate Identity No. U74210OR1965PTC000478

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF B. PANDA AND COMPANY PRIVATE LIMITED AT ITS MEETING HELD ON SEPTEMBER 28, 2017 UNDER SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

BACKGROUND:

1. The Board of Directors (the "Board") of **B. Panda and Company Private Limited** at its meeting held on September 28, 2017 approved the draft Scheme of Amalgamation amongst Indian Metals & Carbide Limited ("IMCL" or the "Transferor Company 1"), **B. Panda and Company Private Limited** ("BPCO" or the "Transferor Company 2" or the "Company") and **Indian Metals and Ferro Alloys Limited** ("IMFA" or the "Transferee Company") and their respective shareholders and creditors (the "Scheme") for the amalgamation of IMCL, a wholly owned subsidiary of the Transferee Company and the Company, a holding company of the Transferee Company, into the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").
2. In terms of the Section 232(2)(c) of the Act, a report from the Board of the Company explaining the effect of the amalgamation on equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify special valuation difficulties, if any, in the valuation.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. While deliberating on the Scheme, the Board had inter-alia, considered and took on record the following documents:
 - (a) Draft Scheme; and
 - (b) Valuation Report dated September 27, 2017 of BPCO & IMFA issued by T R Chadha & Co LLP, Independent Chartered Accountants, independent Chartered Accountants ("Valuation Report").

EFFECT OF THE SCHEME ON EQUITY SHAREHOLDER (PROMOTER SHAREHOLDERS AND NON-PROMOTER SHAREHOLDERS), EMPLOYEES AND KMPS OF BPCO:

5. The Scheme, amongst others, contemplates the following arrangement:

(a) Consideration for Amalgamation of the Transferor Companies into the Transferee Company as specified in Clause 3.9 in Part III of the Scheme:

➤ For amalgamation of BPCO into IMFA:

Simultaneously upon cancellation of all the equity shares held by BPCO in IMFA as per Clause 3.9(b) of the Scheme, in consideration of the transfer to and vesting of the entire business and undertaking of BPCO in terms of the Scheme, IMFA shall, without any further application, act, instrument or deed being made by the shareholders of BPCO, issue and allot to all the equity shareholders of BPCO in proportion to their existing shareholding, as of the Effective Date, 1,39,18,046 (One Crore Thirty Nine Lac Eighteen Thousand and Forty Six) fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each.



➤ For amalgamation of IMCL into IMFA:

Since IMFA is the beneficial owner of the entire issued, subscribed and paid-up equity share capital of IMCL, upon the Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of IMCL shall stand cancelled and/ or extinguished without any further application, acts, resolutions, filings, instruments, charges, costs or deeds. Therefore, upon the Scheme becoming effective and upon vesting in and transfer of the entire business of IMCL into IMFA in accordance with the Scheme, no shares shall be issued and allotted by IMFA and no amount whatsoever be paid/ payable as consideration for the amalgamation of IMCL with IMFA.

(b) The authorized share capital of IMCL and BPCO, respectively, shall stand transferred to and be amalgamated with the authorized share capital of IMFA in the manner as stipulated in Clause 3.8 of Part III of the Scheme;

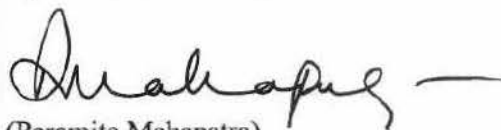
(c) Clause 5th of the memorandum of association of IMFA shall be amended in accordance with Clause 3.8 of the Part III of the Scheme;

6. All the equity shares of BPCO are held by its promoters. Accordingly, BPCO does not have any non-promoter shareholders. Thus, under the Scheme, an arrangement is sought to be entered into between BPCO and its equity shareholders. Further, as stipulated in Clause 3.11 of Part III of the Scheme, upon allotment of equity shares of IMFA to the shareholders of BPCO pursuant to Part III of this Scheme, the said shareholders for the purposes of applicable Law(s) shall become the promoters of IMFA, together with the existing promoters of IMFA.

7. Under the Scheme, there is no arrangement with the creditors, either secured or unsecured of BPCO. With effect from the Effective Date and as provided in Part III of the Scheme, all the creditors of BPCO shall become the creditors of IMFA. No compromise is offered under the Scheme to any of the creditors of BPCO. The liability of the creditors of BPCO, under the Scheme, is neither being reduced nor being extinguished and consequently, the creditors of BPCO will not be affected by the Scheme in any manner.
8. BPCO has not issued any debentures and accordingly, the effect of the Scheme of any debenture holder does not arise.
9. BPCO does not have any public deposits and accordingly, the effect of the Scheme of any such public deposit holders does not arise.
10. As stated in Clause 3.5 of Part III of the Scheme, all the staff and employees of BPCO who are in such employment on the Effective Date will become the employees of IMFA, and subject to the provisions of the Scheme, on the terms and conditions not less favorable than those on which they are engaged as on the Effective Date by BPCO. Accordingly, no rights of the staff and employees of BPCO are being affected.
11. The directors, key managerial personnel of BPCO and their respective relatives may have an interest in the Scheme to the extent of the equity shares held by them in BPCO and/or to the extent that the following directors, namely, Dr. Banshidhar Panda, Mr. Baijayant Panda, and Mrs. Paramita Mahapatra are promoters of IMFA and/ or to the extent that the said promoters along with other promoters of IMFA hold shares in IMFA as stated earlier and/ or to the extent that the said director(s), key managerial personnel and their respective relatives are the director(s), members of the companies that holds shares in IMFA. Save as aforesaid, none of the said directors or key managerial personnel has any material interest in the Scheme.
12. No special valuation difficulties were reported.

By Order of the Board



(Paramita Mahapatra)

Director

DIN: 00143058



Date: 28th September 2017

Place: Bhubaneswar



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BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

Sub: Certificate on adequacy and accuracy of disclosures of information pertaining to B. Panda and Company Private Limited and Indian Metals & Carbide Limited in relation to proposed scheme of amalgamation ("Scheme") amongst Indian Metals & Carbide Limited ("IMCL" or "Transferor Company 1"), B. Panda and Company Private Limited ("BPCO" or "Transferor Company 2"), Indian Metals and Ferro Alloys Limited ("IMFA" or "Transferee Company") and their respective shareholders and creditors.

Dear Sirs,

We, BNK Securities Pvt Ltd (hereinafter referred to as "BNK" or "We"), SEBI registered Merchant Bankers, having license number MB / INM000011641 have been appointed by the management of IMCL and BPCO respectively for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to IMCL and BPCO in connection with the proposed Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a scheme of arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

SEBI Regn No.
 INF 230653536, INF 230653536, INF 230653536 (NSE)
 INF 010653534, INF 010653534 (BSE)
 INF 030757035 (CSE), INF 260653536 (MCX-SX)
 IN-CP-CDL-598-2609 (DP-CDL)
 MS/INM00011641-CATEGORY I MERCHANT BANKER

CIN No. : U67120WB1995PTC071182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India)
 Tel. : +91-33 4602 2160-63, Fax : +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapital.com

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entities viz. BPCO and IMCL and is not an opinion on the proposed Scheme or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by IMFA, IMCL & BPCO, explanations provided by the management of IMFA, IMCL & BPCO and information which is available in the public domain and wherever required, the appropriate representations from IMFA, IMCL & BPCO and others have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

IN THE NATURE OF ABRIDGED PROSPECTUS –MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION BETWEEN INDIAN METALS & CARBIDE LIMITED AND B. PANDA AND COMPANY PRIVATE LTD. AND INDIAN METALS AND FERRO ALLOYS LTD AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE “SCHEME”)

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSIST OF 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosure in abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Indian Metals and Ferro Alloys Ltd (hereinafter referred to as “IMFA” or the ‘Transferee Company’) is listed on the BSE Ltd. and National Stock Exchange of India Ltd. (hereafter collectively referred to the “Stock Exchanges”) pursuant to the scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of Indian Metals and Carbide Limited (hereafter referred to as “IMCL” or the ‘Transferor Company 1’). The equity shares so issued will be listed on the Stock Exchange under the Regulation 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Company and Transferee Company and the Audit Committee of the Transferee Company vide their resolution dated 28th September 2017 A Copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India (“SEBI”)



INDIAN METALS & CARBIDE LIMITED
Registered and Corporate Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937299350 Fax: +91 674 2580020 and 2580145 CIN : U272090OR1973PLC000598 Email: IMCL@imfa.in
PROMOTER : INDIAN METALS AND FERRO ALLOYS LIMITED

INDIAN METALS & CARBIDE LIMITED is an unlisted public limited company incorporated on November 26, 1973 bearing Corporate Identification Number U272090OR1973PLC000598. The Registered office is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751010 and forms part of the Promotor group of IMFA. IMCL is inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

It is proposed to amalgamate IMCL with IMFA pursuant to the Scheme.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue / Offer would not be applicable as this issue is only to the shareholders of IMCL, pursuant to the Scheme without any cash consideration. Hence the procedure with respect to GiD may be applicable only to the limited extent as specifically provided.

ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;




- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of an IMCL pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue / reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants / instruments / agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of IMCL will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.

Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, {+/- % change in closing benchmark}		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				




Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616 Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR G PANDA & CO. BIJU PATNAIK CHOWK, TULASIPUR, CUTTACK – 753 008 PH: - 91-671-2301348, 2301349 EMAIL: gpandaco@yahoo.com Registration No: 303123E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

Promoters of IMCL

IMFA is a listed public limited company incorporated on November 20, 1961 bearing corporate identification number L27101OR1961PLC000428. The registered office of IMFA is currently located at IMFA building, Bomikhal, Rasulgarh, Bhubaneswar – 751010. The equity shares of IMFA are listed on both the BSE Ltd and National Stock Exchanges of India Ltd.

IMFA is India's largest fully integrated producer of high quality ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chrome ore mining tracts. IMFA is recognised globally as a reliable and cost-competitive producer with a particular focus on customer satisfaction. Over the years, IMFA has developed long standing business relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation, YUSCO of Taiwan and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, Sri Balaji and Mahale Engineering are its leading customers.

Past Merger information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

List of top largest group companies as per part A, Schedule viii, Regulation 2, item (ix)(C)(2) SEBI (ICDR) Regulations, 2009 are:-

1. Indian Metals and Ferro Alloys Limited



Details authorized, subscribed, issued and paid-up share capital as At 30th June, 2018

Authorised Share Capital:	45,00,000 Equity Shares of Rs 10/- each	Rs 4,50,00,000
	50,000 Preference Shares of Rs 100/- each	Rs 50,00,000
Issued, Subscribed and Paid-up Share Capital	10,79,996 Equity Shares of Rs 10/- each	Rs 1,07,99,960

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

IMCL was incorporated on November 26, 1973 within the jurisdiction of the Registrar of Companies, Cuttack bearing Corporate Identification Number U272090OR1973PLC000598 . The Registered office of IMCL is currently located at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Orissa – 751006. IMCL is a wholly owned subsidiary of Indian Metals & Ferro Alloys Limited. IMCL inter –alia engaged in the business of manufacturing, processing, buying and selling, distribute or otherwise deal in any form of Silicon Carbide.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Businesses Consolidation
- Rationalize and streamline the ownership structure

Board of Directors of IMCL as on 20th July, 2018:

Sr.No	Name of Directors, Age and Date of appointment	Designation(Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1.	CHITTA RANJAN RAY (73 Years) 21 st March, 2008	Director	00241059	Mr Chitta Ranjan Ray has a Bachelor of Science in Electronics from Burdwan University. He has a long career spanning over 48 years in IMFA. His successful supervision of all important aspects of operations and projects in IMFA has made him the IMFA's Whole-time Director. Besides, he is responsible for overall Health, Safety and Environment (HSE)




				Compliance of IMFA.
2.	DEEPAK KUMAR MOHANTY (56 Years) 18 th January, 2007	Director	00288572	An engineer with 30 years of work experience in varied capacity and presently heading Ferro Alloys Business Unit of IMFA)
3.	ASHOK KUMAR NAYAK (55 Years) 21 st April, 2018	Director	08114116	A Cost Accountant having more than 30 years of experience in the field of Finance, Accounts and Taxation

Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	14 th January, 1974	14 th July, 2017 (Retired by Rotation) Due to demise
Baijayant Panda	18 th February, 1992	16 th July, 2017 (Retired by Rotation)-
Ashok Kumar Nayak	21 st April, 2018	-

Details of means of finance : Not applicable

Change in the Auditors: No

OBJECTS

The Scheme will benefit Transferor Company and the Transferee Company and their respective shareholders and also the creditors in various ways including the following:

- Reduce overheads and administrative, managerial and other expenditure;
- Provide greater efficiency and more optimal utilization of resources;
- Reduce legal and regulatory compliances;
- Create enhanced value for all stakeholders of the respective companies; and
- Reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.




Terms of issuance of Convertible Security, if any – Not Applicable

SHAREHOLDING PATTERN OF IMCL AS ON 30TH JUNE 2018

Name of the Equity shareholders:	No of equity shares	% of holding
1. Indian Metal & Ferro Alloys Limited (IMFA)	1079958	99.99
2. Mr. Sanatan Dash (beneficial interest with IMFA)	32	0.003
3. Mr. A K Nayak (beneficial interest with IMFA)	1	0.0001
4. Mr. R K Sahoo (beneficial interest with IMFA)	1	0.0001
5. Mr. C R Ray (beneficial interest with IMFA)	1	0.0001
6. Mr. S R Ray (beneficial interest with IMFA)	1	0.0001
7. Mr. S K Padhi (beneficial interest with IMFA)	1	0.0001
8. Mr. U C Pattanayak (beneficial interest with IMFA)	1	0.0001
	1079996	100%

AUDITED FINANCIALS

Figures in Rupees

Particulars	As at 31 st March, 2018	As at March 31, 2017	As at March 31, 2016
Total Income from Operations (net)	0	0	0
Less: Profit(+)/Loss(-) before tax and extraordinary items	-4,36,838	-1,56,920	-6,67,133
Net Profit(+) / Loss(-) after tax and extraordinary items	-441,002	-1,56,920	-6,67,133
Equity Share Capital	1,07,99,960	1,07,9,9960	1,07,99,960
Reserve and Surplus/ Other Equity	-93,89,984	-89,48,982	-87,92,062
Net Worth	14,09,976	18,50,978	20,07,898
Basic and Diluted earnings per share	-0.41	-0.15	-0.62
Return on net worth (%)	-31.28%	-8.48%	-33.23%
Market value per share	1.31	1.71	1.86

INTERNAL RISK FACTORS

IMCL: Since IMCL is wholly owned subsidiary and dependent upon IMFA, there is no internal risk. Moreover, this is a unlisted company and could not utilize its assets because of fund constraint. Hence the amalgamation is required to reduce its overheads and better utilization of assets in its parent Company. There is no perceived internal risks to IMFA pursuant to the proposed Scheme amalgamation.




SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

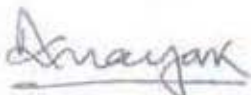
- A. 2 nos of demand notices both dated 30.11.2017 from Mining Officer,Phulbani were received by IMCL in respect of its Kalasulia quart mines (claiming Rs.42,59,472/-) and Sekamal quartz Mine (claiming Rs.3,77,131/-) for alleged excess production.
- B. Revenue case-2 Nos Mutation cases filed by IMCL at Khaparakhoh Tahasil in respect of its purchased land (Ac.2.82 under Jallabahal Village and Ac.2.47 under Buromal village)
- C. Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a and b - Nil.
- D. Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - Same and accept above – save and accept above mentioned point a and b - Nil
- E. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: Same and accept above – save and accept above mentioned point a and b - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY : NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For INDIAN METALS & CARBIDE LIMITED



Ashok Kumar Nayak
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018





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BNK SECURITIES PVT. LTD.
 SHARE BROKERS • INVESTMENT ADVISORS
 CATEGORY I MERCHANT BANKER • DEPOSITORY PARTICIPANT

Date: 23.07.2018

CERTIFICATE

To,

Board of Directors & Shareholders,
 Indian Metals and Ferro Alloys Ltd.
 IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar
 Pin 751010

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Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.



SEBI Regn No.
 PAN 230653536, INF 230653536, ISE 230653536 (NSE)
 INF 010653534, INF 019653534 (BSE)
 IIR (320757035 (CSE), ISE 260653536 (MCX-SX)
 IN-DP-CDSL-528-2909 (DP-CDSL)
 MBINM60011641-CATEGORY I MERCHANT BANKER

CIR No. : US7120WB1995PTC01182
 An ISO 9001 : 2015 COMPANY

Registered Office
 Mayfair Tower, 2, Palm Avenue, Kokata-700019, (India)
 Tel. : +91-33 4602 2160-63, Fax : +91-33 2280 0457
 Dealing Room : 91-33-22810560-63
 E-mail : corporate@bnkstockline.com
 corporate@bnkcapi.com

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entities viz. BPCO and IMCL and is not an opinion on the proposed Scheme or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by IMFA, IMCL & BPCO, explanations provided by the management of IMFA, IMCL & BPCO and information which is available in the public domain and wherever required, the appropriate representations from IMFA, IMCL & BPCO and others have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to IMCL and BPCO ("Information Memorandum/Abridged Prospectus") which will be circulated to the members of IMFA at the time of seeking their consent to the proposed Scheme of as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of IMCL and BPCO, their directors, other officers and on independent verification of contents of information Memorandum and other documents furnished to us, WE CONFIRM that:
 - a) The information contained in the Information Memorandum/ Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to IMCL & BPCO provided to us.
 - b) The Information Memorandum/ Abridged Prospectus contains applicable information pertaining to BPCO and IMCL as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme.

FOR BNK Securities Pvt. Ltd.

Director

MB/INM000011641



**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

IN THE NATURE OF ABRIDGED PROSPECTUS –MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION BETWEEN INDIAN METALS AND CARBIDE LIMITED AND B. PANDA AND COMPANY PRIVATE LTD. AND INDIAN METALS AND FERRO ALLOYS LTD AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME")

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSIST OF 9 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with disclosure in abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Indian Metals and Ferro Alloys Ltd (hereinafter 'IMFA' or the 'Transferee Company') is listed on BSE Ltd. and National Stock Exchange of India Ltd. (hereafter collectively referred to the "Stock Exchanges") pursuant to the scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of B. Panda and Company Private Ltd. (hereinafter 'BPCO' or the 'Transferor Company 2'). The equity shares so issued will be listed on the Stock Exchange under the Regulation 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GiD (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download this Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Company and Transferee Company and the Audit Committee of the Transferee Company vide their resolution dated 28th September 2017 A Copy of the Abridged Prospectus shall be submitted to Securities and Exchange Board of India ("SEBI")



B. Panda and Company Private Ltd
Registered and Corporate Office: IMFA Building, Bomikhal, Rasuigarh, Bhubaneswar 751010
Tel: (0674) 2580100, 2580125, +91 9937297067 Fax: +91 674 2580020 and 2580145
CIN : U74210OR1965PTC000478
Email: bpco@imfa.in
PROMOTER : B PANDA TRUST, MANAGING TRUSTEE – MR. BAIJAYANT PANDA

Dr. Bansidhar Panda, Managing Trustee of B PANDA TRUST prior to Mr. Baijayant Panda, passed away on 22nd May, 2018.

OFFER DETAIL LISTING AND PROCEDURE

B. PANDA AND COMPANY PRIVATE LIMITED IS A PRIVATE LIMITED COMPANY INCORPORATED ON FEBRUARY 20, 1965 BEARING CORPORATE IDENTIFICATION NUMBER U74210OR1965PTC000478. THE REGISTERED OFFICE IS CURRENTLY LOCATED AT IMFA BUILDING, BOMIKHAL, RASULGARH, BHUBANESWAR, ORISSA – 751010 AND FORMS PART OF THE PROMOTER GROUP OF IMFA. BPCO IS THE HOLDING COMPANY OF IMFA OWNING AND HOLDING 1,39,18,046 EQUITY SHARES OF FACE VALUE OF INR 10/- EACH CONSTITUTING 51.59% OF THE ENTIRE ISSUE SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF IMFA. BPCO IS ENGAGED IN THE BUSINESS OF INVESTING, HOLDING AND MANAGING INVESTMENTS IN SHARES OF GROUP COMPANIES.

IT IS PROPOSED TO AMALGAMATE BPCO WITH IMFA PURSUANT TO THE SCHEME, AS A RESULT OF WHICH SHAREHOLDERS OF BPCO (WHO ARE ALSO THE PROMOTERS OF IMFA), SHALL DIRECTLY HOLD SHARES IN IMFA.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Kolkata.

DETAILS ABOUT THE BASIS FOR THE SHARE EXCHANGE RATIO MENTIONED IN THE SCHEME AND THE VALUATION REPORT DATED SEPTEMBER 27, 2017 ISSUED BY M/S. T.R. CHADHA & CO. LLP INCLUDING THE SHARE EXCHANGE RATIO AND FAIRNESS OPINION DATED SEPTEMBER 28, 2017 ISSUED BY BNK SECURITIES PVT. LTD. WILL BE AVAILABLE ON THE WEBSITES OF THE ISSUING COMPANY, BSE AND NSE.

There is no material change in the financials and operations in the company since 28th Sep 2017 on the basis of which the Valuation Report and Fairness Opinion is expressed by the Merchant Banker.

PROCEDURE

The procedure with respect to Public Issue/ Offer would not be applicable as this issue is only to the shareholders of BPCO, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to GID may be applicable only to the limited extent as specifically provided.




ELIGIBILITY

- In compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the listed issuer to the holders of securities of BPCO pursuant to a Scheme of Amalgamation to be sanctioned by the jurisdictional NCLT under Sections 230-232 of the Companies Act, 2013;
- The percentage of shareholding, of pre-scheme public shareholders, of the listed entity and the public shareholders and Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "Merged" company shall not be less than 25%;
- The transferee entity will not issue/ reissue any shares, not covered under the proposed Scheme of Amalgamation;
- As on date of application, there are no outstanding warrants/ instruments/ agreements which gives right to any person to take the equity shares in the listed issuer at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and
- The shares of the listed issuer entity issued in lieu of the locked-in shares of BPCO will be subject to lock-in for the remaining period, if any.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT, the time frame cannot be established with certainty. However, in general, it may take 2 to 3 months after the shareholders' meeting to be held on September 4, 2018 as directed by the NCLT, Kolkata vide its order passed on July 12, 2018.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section "Risk Factors" at page 9 of this Abridged Prospectus. —Not Applicable as the offer is not for public at large.



Price information of Lead Manager

Issue Name	Name of Merchant Banker	% change in closing price, [+/- % change in closing benchmark]		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company				

Lead Manager - BNK Securities Pvt. Ltd Address: MAYFAIR TOWER, 2 PALM AVENUE, KOLKATA, 700019 Ph: 8697560616; Email: santanu.banerjee@bnkcapital.com Website: www.bnkcapital.com Name of Contact Person: Santanu Banerjee	STATUTORY AUDITOR SOURJYA & BISWAJIT, CHARTERED ACCOUNTANTS, A/23, SAHEEDNAGAR, NEAR AANGAN RESTAURANT, BHUBANESWAR, 751007 PH: - :- 0674-2549861 / 2549862 EMAIL: sbcabbsr@gmail.com Registration No.: 322779E
Syndicate Members — Not Applicable	Registrar — Not Applicable
Credit Rating Agencies — Not Applicable	Non-Syndicate Registered Brokers — Not Applicable
Debenture Trustee — Not Applicable	Collection Bankers — Not Applicable
Self-Certified Syndicated Banks - Not Applicable	

History of IMFA:

IMFA established in 1961 in the Eastern State of Odisha known for its rich natural resources, IMFA is India's largest, fully integrated producer of ferro alloys with 187 MVA installed furnace capacity backed up by 261 MW captive power generation and extensive chore ore mining tracts. It's unique from the quality perspective due to comprehensive ISO 9001 Quality Management certification besides ISO 14001 Environment Management and ISO 18001 Occupational Health & Safety certification.

IMFA recognized globally as a reliable and cost-competitive producer with particular focus on customer satisfaction. Over the years, developed long standing relationships with multi-nationals like POSCO of South Korea, Marubeni Corporation and Nisshin Steel of Japan and leading stainless steel producers in China and Taiwan. Within India, Jindal Stainless, AIA Engineering Ltd and Viraj Profiles Ltd are IMFA's leading customers.

The company has following Business Segments:

- Ferro Alloy Segment
- Mining Segment
- Power Segment



1. **Ferro Alloy Segment:** The Company has installed six furnaces at Therubali and Choudwar in Odisha, with installed furnace capacity of 187 MVA. This has made IMFA the largest producer of Ferro chrome in India capable of producing up to 2,75,000 tonnes per annum.

2. **Mining Segment:** The Company's captive mines have an Environmental Clearance limit of 6.5 lakh tonnes per annum at present and meet most of the requirement with a small quantity of ore being imported.

3. **Power Segment:** The Company's captive power generation capacity stands at 261 MW comprising of 228 MW coal-based capacity, a 30 MW dual fuel unit which operates on a mixture of coal and furnace gas and 3 MW of Solar Power Plant.

Past Merger Information:

- With the Composite Scheme of Arrangement & Amalgamation approved by shareholders and creditors as also by the Hon'ble High Court of Orissa vide its Order dated 13th October, 2006 Indian Charge Chrome Limited (ICCL), an associate company merged with IMFA with effect from appointment date 01st April, 2005.
- Pursuant to Orders of the Hon'ble High Courts Andhra Pradesh and Orissa dated 06th November, 2009 and 24th November, 2009 respectively, Ferro Alloys division of UMSL Ltd (erstwhile Utkal Manufacturing & Services Limited) merged with IMFA with effect from the appointed date 01st April, 2009.

PROMOTERS OF BPCO

B Panda Trust: Managing Trustee is Dr Bansidhar Panda, aged 86 years and was a Promoter & Non-Executive Director of BPCO who passed away on 22nd May, 2018. Dr. Panda was a scientist of international repute and founder and Chairman Emeritus of Indian Metal & Ferro Alloys Limited and had been the Director of the Company since January, 1974. He obtained Degrees from Benaras Hindu University, Harvard University and Michigan Technological University. Dr. Panda served on Boards of Air India and Hindustan Aeronautics Limited. Besides, he had been the former Chairman of the Board of Governors of NIT, Rourkela and members on the governing Boards of IIT, Kharagpur and IIM, Kolkata.

List of top 5 largest listed group companies: Indian Metals and Ferro Alloys Limited

Details Authorized, Subscribed, Issued and Paid-up share capital As at 30th June, 2018

Authorised Share Capital:	75,000 Equity Shares of Rs 100/- each	Rs 75,00,000
Issued, Subscribed and Paid-up Share Capital	1,949 Equity Shares, Rs 100/- each	Rs 1,94,900



BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

BPCO was incorporated on 20th February, 1965 as a private limited company within the jurisdiction of the Registrar of Companies, Cuttack. BPCO is engaged in the business of investing, holding and managing investments in shares of group companies.

Competitive Strengths

- Financial Stability
- Qualified & Experienced Promoters
- No Debt & Sustainable Balance Sheet situation

Our Strategies

- Business Consolidation
- Rationalize and streamline the ownership structure

BOARD OF DIRECTORS OF BPCO AS ON 20TH JULY, 2018:

Sr.No	Name of directors, Age and Date of Appointment	Designation (Independent /Whole Time/ Executive/ Nominee)	DIN	Experience Including current /past position held in other firm
1	BAIJAYANT PANDA (54 YEARS) 19 th September, 1992	Director	00297862	Mr Baijayant Panda majored with a degree in Scientific and Technical Communication from Michigan Technological University in 1985. He is in the Company since 19 th September 1992. He is currently Vice Chairman of Indian Metals and Ferro Alloys Limited. He has rich experience in the ferro alloys industry besides having founded Ortel Communications Ltd. In the past, he has been associated with the Government of Odisha's Industrial Advisory Committee. Besides, he has been a Director on the Industrial Promotion and Investment Corporation of Odisha (IPICOL).
2	PARAMITA MAHAPATRA (53 YEARS) 17 th March, 1999	Director	00143058	Mrs Paramita completed her Post Graduation in Personal Management and Industrial Relations from Utkal University with a Gold Medal. She is in the Company since 17 th March, 1999. She has handled several responsibilities in Indian Metals and Ferro Alloys Limited before becoming the Managing Director of UMSL Ltd.
3	SUBHRAKANT PANDA (47 YEARS) 28 th November, 2011	Director	00171845	Mr Subhrakant Panda holds a Bachelor of Science Degree in Business Administration from the School of Management, Boston University. He graduated with honours summa cum laude with a dual



				concentration in Finance and Operations Management. Mr Panda has been recognised with several awards for his outstanding scholastic achievements. He is in the Company since November 2017. He is currently Managing Director of Indian Metals and Ferro Alloys Limited. He is the Chairman of Federation of Indian Chambers of Commerce & Industry (FICCI) - Odisha State Council.
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Change in Directorship during the last 3 years

Name of the Director	Date of Appointment	Date of Cessation
Dr. Bansidhar Panda	20 th February, 1965	22 nd May, 2018 Due to demise
Subhrakant Panda	28 th November, 2017	-

Details of means of finance: - Not applicable

Change in the Auditors: Yes

Name of Auditor	Date of appointment/reappointment	Date of cessation	Reasons for change
Raghunath Rai & Co.	-	25 th May, 2018	Due to pre-occupation
Sourjya & Biswajit	6 th July, 2018	-	-

OBJECTS

With a view to consolidate business of IMCL into IMFA and rationalize and streamline the ownership structure of IMFA; the Amalgamation of IMCL and BPCO respectively into IMFA is being envisaged. The Amalgamation when approved would enable achievement of various objectives, including the following:

- Reduce overheads and administrative, managerial and other expenditure;
- Provide greater efficiency and more optimal utilization of resources;
- Reduce legal and regulatory compliances;
- create enhanced value for all stakeholders of the respective companies; and
- reorganize businesses to optimize for operational efficiency, rationalize for cost and streamline for growth.

The Board of Directors of the respective Companies are of the opinion that it would, therefore, be advantageous to combine the activities and business operations of IMCL and BPCO into IMFA. Accordingly, with the aforesaid objectives, it is proposed to amalgamate IMCL and BPCO into IMFA.

Terms of issuance of Convertible Security, if any – Not Applicable




SHAREHOLDING PATTERN OF BPCO AS ON 30TH JUNE 2018 IS AS FOLLOWS:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
1.	B. Panda Trust	1948	100%	Not applicable since post sanction of the Scheme, BPCO shall be dissolved without being wound-up.	
2.	Mrs. Paramita Mahapatra (Beneficial interest with B Panda Trust)	1			
	Total	1949	100%		

SHAREHOLDING PATTERN OF IMFA COMPANY AS ON 30TH JUNE 2018:

SR. NO	Particulars	Number of Shares Pre - Offer	% Holding of share capital Pre - Offer	Number of Shares Post - Merger	% Holding of share capital Post - merger
A	<i>Promoter & Promoter group</i>				
01	B Panda and Company Pvt Ltd	1,39,18,046	51.59	----	----
02	Raila Enterprises Pvt Ltd	6,08,078	2.25	6,08,078	2.25
03	Subhrakant Panda	2,18,095	0.81	2,18,095	0.81
04	Paramita Mahapatra	6,40,115	2.37	6,40,115	2.37
05	Nivedita Ganapathi	2,17,539	0.81	2,17,539	0.81
06	Baljayant Panda	2,17,539	0.81	2,17,539	0.81
07	Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	12,444	0.05
08	B Panda Trust	----	----	1,39,18,046	51.59
	<i>Total promoter shareholding</i>	1,58,31,856	58.69	1,58,31,856	58.69
B	<i>Non-promoter shareholding</i>				
	Public shareholding	1,11,45,197	41.31	1,11,45,197	41.31
	Total (A+B)	2,69,77,053	100.00	2,69,77,053	

AUDITED FINANCIALS

Figure in Rupees

Particulars	As at March 31,2018	As at March 31, 2017	As at March 31, 2016
Total income (net)	13,91,86,508	13,92,11,210	1,88,11,820
Net Profit before tax and extraordinary items	13,59,06,100	13,33,36,421	1,85,66,896

Net Profit after tax and extraordinary items	13,64,05,760	13,33,00,989	1,85,66,896
Equity Share Capital	1,94,900	1,94,900	1,94,900
Reserve and Surplus/ Other Equity	24,59,20,040	15,82,22,050	-49,97,168
Net Worth	24,61,14,940	15,84,16,950	-48,02,268
Basic and Diluted earnings per share	69,988	68,395	9,526
Return on net worth (%)	55.42	84.15	-386.63
Net asset value per share	1,26,277	81,281	(-)2,464

INTERNAL RISK FACTORS

BPCO is an unlisted private limited company and holds only IMFA shares, the consolidation ensures reduction of overhead and better management under IMFA as the shares gets cancelled and the same being issued to the promoters of BPCO. There is no perceived internal risk to IMFA pursuant to the proposed Scheme of Amalgamation.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- No case by or against BPCO. (Except transfer of certain landed properties to UREPL and BRPL in view of investment companies merger order by OHC)
- Total number of outstanding litigations against and by our company and amount involved- Same and accept above – save and accept above mentioned point a - Nil.
- Brief details of top 5 material outstanding litigations against the company and amount involved- same and accept above - save and accept above mentioned point a - Nil
- Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: save and accept above mentioned point a - Nil.

MATERIAL RELATED PARTY TRANSACTION WITH TRANSFEREE COMPANY: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of Companies Act, 2013 and regulations issued by SEBI Circular and part D of Schedule viii of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Document are true and correct.

For B. Panda and Company Private Limited



Rabindra Kumar Sahoo
Director / Authorised Signatory
Place: Bhubaneswar
Date: 23rd July, 2018



INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals and Ferro Alloys Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Indian Metals and Ferro Alloys Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation



of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Emphasis of Matters

- (a) We draw attention to Note No. 6.1 to the standalone Ind AS financial statements relating to the Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Company has initiated arbitration proceedings for protecting its said investment.
- (b) We draw attention to Note Nos. 45 and 46 to the standalone Ind AS financial statements relating to the Company's exposure in a subsidiary and non-recognition of income from interest on unsecured loan given to the subsidiary, respectively. These matters have arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



HARIBHAKTI & CO. LLP

Chartered Accountants

(2) As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. The matters described in the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- f. On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note Nos. 6.1,38,45,46,47,48,49 and 50 to the standalone Ind AS financial statements;
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103526WY100048

A. K. Jhunjunwala

Anand Kumar Jhunjunwala
Partner
Membership No.056613

Bhubaneswar
21st May, 2018



ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

- (i)
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) According to the information and explanations given to us, major portion of fixed assets has been physically verified by the Company's Management ("management") during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
 - (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification.
- (iii) The Company has granted unsecured loan to a Company covered in the register maintained under Section 189 of the Act.
- (a) According to the information and explanations given to us, we are of the opinion that the terms and conditions of the grant of the aforesaid loan are not prejudicial to the Company's interest, except that the loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future, which may be prejudicial to the Company's interest as the borrower's ability to repay/pay such loan/interest is contingent on the outcome of certain matters as detailed in Note No. 45 to the standalone Ind AS financial statements.
 - (b) According to the information and explanations given to us, the aforesaid loan and interest thereon is repayable/payable either on demand or to be adjusted against the supply of coal by the borrower in future. As no such demand has been raised by the Company till date, clause (b) is not applicable in this case.
 - (c) As explained in (b) aforesaid, there is no amount which is overdue.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees and security, the Company has complied with the provisions of Sections 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.



Continuation Sheet

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(vii)

- (a) According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the dues as at 31st March, 2018 of income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	17.45	Assessment Years 1987-88 to 1989-90	Orissa High Court
Income Tax Act, 1961	Income Tax	29.43	Assessment Year 2015-16	Commissioner of Income Tax (Appeals)
Odisha Sales Tax Act, 1947	Sales Tax	1.02	1990-91 to 1991-92	Orissa High Court
Odisha Sales Tax Act, 1947	Sales Tax	4.19	1994-95	Odisha Sales Tax Tribunal
Central Excise Act, 1944	Excise Duty	19.10	1993-2002	Orissa High Court
Central Excise Act, 1944	Excise Duty	1.45	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	0.11	2011-2012	Assistant Commissioner, Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	1,818.16	2009-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	7.58	2012-2014	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Cenvat Credit reversal	4.64	2012-2013	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	126.12	April, 2015 to September, 2015	Commissioner (Appeals), Central Excise, Customs & Service Tax
Central Excise Act, 1944	Cenvat Credit reversal	526.04	2014-2015	Customs, Excise & Service Tax Appellate Tribunal
Odisha Value Added Tax Act, 2004	Value Added Tax	2.76	October, 2011 to March, 2015	Odisha Sales Tax Tribunal



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- (viii) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government. The Company has not issued any debentures as at the balance sheet date.
- (ix) In our opinion and according to the information and explanations given to us, term loans were prima facie applied during the year for the purposes for which those were raised. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with directors or persons connected with them.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

A. K. Anand Kumar Jhunjunwala

Anand Kumar Jhunjunwala
Partner
Membership No. 056613

Bhubaneswar
21st May, 2018



ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date, to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that



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Chartered Accountants

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

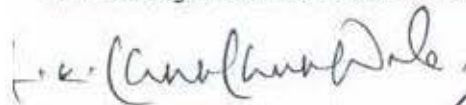
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Haribhakti & Co. LLP

Chartered Accountants
ICAI Firm Registration No.103523W/W100048



Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Bhubaneswar
21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Balance Sheet as at 31st March, 2018

(Rs. in Crore)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	987.80	1,001.72
Capital Work-in-Progress	3	89.66	56.45
Investment Property	4	10.96	11.26
Intangible Assets	5	2.66	2.56
Investments in Subsidiaries and Associate	6	168.65	168.42
Financial Assets			
-Trade Receivables	7	11.39	11.39
-Loans	8	23.65	22.84
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		24.48	22.93
Current Assets			
Inventories	11	428.06	340.08
Financial Assets			
-Investments	12	144.82	158.50
-Trade Receivables	13	65.20	66.68
-Cash and Cash Equivalents	14	16.12	6.65
-Other Bank Balances	15	22.29	20.19
-Loans	16	263.18	263.78
-Other Financial Assets	17	1.44	9.93
Other Current Assets	18	200.82	160.82
Total Assets		2,629.97	2,483.79
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	19	26.98	26.98
Other Equity		1,168.61	1,016.22
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	20	546.52	632.70
-Other Financial Liabilities	21	11.94	13.08
Provisions	22	9.11	9.47
Deferred Tax Liabilities (Net)	23	96.06	78.46
Other Non-Current Liabilities	24	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	25	193.22	181.37
-Trade Payables	26	196.43	117.84
-Other Financial Liabilities	27	230.77	233.74
Other Current Liabilities	28	11.47	37.34
Provisions	29	6.62	6.48
Total Equity and Liabilities		2,629.97	2,483.79

Notes to Financial Statements

1 to 58

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Bhudaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjayant Panda

Bajjayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Chandelwal
Prem Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. in Crore)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	30	1,769.26	1,697.04
Other Income	31	37.33	49.35
Total Income		1,806.59	1,746.39
EXPENSES			
Cost of Materials Consumed	32	813.44	706.55
Changes in Inventories of Finished Goods	33	1.40	(1.57)
Excise Duty	35	3.66	24.69
Employee Benefits Expense	34	176.70	170.25
Finance Costs	35	78.23	86.33
Depreciation and Amortisation Expense	3 to 5	100.80	108.69
Other Expenses	36	350.00	281.79
Total Expenses		1,524.23	1,376.73
Profit before Exceptional Items and Tax		282.36	369.66
Exceptional Items - (Income):Expense		-	-
Profit Before Tax		282.36	369.66
Tax Expense:			
-Current Tax		95.74	92.23
-Deferred Tax		(0.31)	27.60
Profit After Tax		186.93	249.83
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.26
- Income Tax		1.26	(0.09)
Total Comprehensive Income for the year [comprising profit and other comprehensive income for the year]		184.58	250.00
Earnings per Equity Share of par value of Rs. 10/- each Basic and Diluted (In Rs.)	37	69.29	95.04
Notes to Financial Statements	1 to 58		

The Notes referred to above form an integral part of the Statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda *Subhrakant Panda*

Baljayant Panda **Subhrakant Panda**
Vice Chairman Managing Director
(DIN - 00297862) (DIN - 00171845)

Prem Khandelwal

Prem Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

(Rs. in Crore)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
25.98	26.98	1.00	-	26.98	26.98

B. Other Equity

(Rs. in Crore)

Particulars	Reserves and Surplus					Total
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2016	0.91	131.39	0.20	277.12	373.46	783.08
Profit for the year	-	-	-	-	249.83	249.83
Other comprehensive income (net of tax)	-	-	-	-	0.17	0.17
Issue of equity shares on conversion of equity warrants	-	15.33	-	-	-	15.33
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2017	0.91	146.72	0.20	277.12	801.27	1,016.22
Profit for the year	-	-	-	-	186.93	186.93
Other comprehensive income (net of tax)	-	-	-	-	(2.35)	(2.35)
Dividend	-	-	-	-	(26.98)	(26.98)
Tax on Dividend	-	-	-	-	(5.21)	(5.21)
Balance as at 31st March, 2018	0.91	146.72	0.20	277.12	743.66	1,168.61

This is the Statement of Changes in Equity referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

A. K. Anand Kumar

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Dhubaneswar

Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda *Subhrakant Panda*

Baljayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khundelwal
Prem Khundelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	282.36	369.66
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.55)	(9.00)
Dividend Income	(1.38)	(1.38)
Finance Costs	78.23	86.33
Impairment Loss Allowance	0.01	0.35
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 56)	(17.96)	-
Liability no longer required written back	(0.85)	(1.83)
Operating Profit before Working Capital Changes	424.52	553.28
Adjustments for:		
Trade and other receivables	(39.55)	(82.63)
Inventories	(87.98)	(9.23)
Trade payables and other liabilities	80.49	(8.71)
Cash Generated from Operations	377.48	452.71
Direct Taxes paid	(78.11)	(29.45)
Net Cash Generated from Operating Activities	299.37	423.26
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.35)	(42.97)
Sale of Property, Plant and Equipment	3.37	2.06
Sale / (Purchase) of Investments (net)	26.69	(134.43)
Loan to Subsidiaries (net)	0.62	(89.78)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	1.38	1.38
Interest received	4.46	9.00
Net Cash Used in Investing Activities	(86.46)	(248.02)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(191.35)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(19.44)
Interest and financing charges paid	(79.10)	(87.76)
Dividend paid (including dividend distribution tax)	(32.19)	(32.19)
Net Cash Used in Financing Activities	(203.44)	(173.56)
Net increase in Cash and Cash Equivalents (A+B+C)	9.47	1.68
Cash and Cash Equivalents at the beginning of the year	6.65	4.97
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.12	6.65

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:

Cash on hand	0.18	0.24
Balance with Banks:		
- In Current Accounts	15.94	4.55
- Fixed Deposits	-	1.86
Total	16.12	6.65

2. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bhijayant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Prem Khandelwal
CFO & Company Secretary

INDEPENDENT AUDITOR'S REPORT**To the Members of Indian Metals and Ferro Alloys Limited****Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of Indian Metals and Ferro Alloys Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the



HARIBHAKTI & CO. LLP

Chartered Accountants

consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers Internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated state of affairs of the Group as at 31st March, 2018, its consolidated profit (including consolidated other comprehensive income), consolidated cash flows and consolidated changes in equity for the year ended on that date.

Material Uncertainty Related to Going Concern

- (a) We draw attention to the 'Material Uncertainty Related to Going Concern' paragraph in the audit report on the financial statements of Utkal Coal Ltd., a subsidiary of the Holding Company, issued by us vide our report dated 20th May, 2018 and reproduced as hereunder:

"We draw attention to Note No. 25 in the financial statements which indicates that due to the events or conditions as mentioned in the said Note, material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern".

- (b) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Power Ltd., a subsidiary of the Holding Company, issued by an independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" Since inception of the company, it has not started its operation. During the year the government refunded the security deposit to the company which was deposited earlier for its power project. At present the company has no other projects to run but the continuity of the company depends on the financial assistance by its holding company".

- (c) We draw attention to the following Emphasis of Matters in the audit report on the financial statements of Utkal Green Energy Ltd., a subsidiary of the Holding Company, issued by an



HARIBHAKTI & CO. LLP

Chartered Accountants

independent firm of Chartered Accountants vide its report dated 27th April, 2018 and reproduced by us as hereunder :

" The company since inception has not started its operation. We draw attention to Note No.09 to the standalone Ind AS financial statement, where it has been described the continuity and going concern of the business. In our opinion the continuity of this company completely depends on the financial assistance by its holding company "

Our opinion is not modified in respect of these matters.

Emphasis of Matters

- (a) We draw attention to Note No. 38 to the consolidated Ind AS financial statements relating to the Holding Company's equity investment amounting to Rs. 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Holding Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber and the Holding Company has initiated arbitration proceedings for protecting its said investment.

The auditors of Indmet, an independent firm of Public Accountants and Chartered Accountants, have also emphasised the matter in their audit report on the financial statements of Indmet for the financial year 2017-18, dated 30th April, 2018.

- (b) We draw attention to Note No. 40 to the consolidated Ind AS financial statements relating to the Holding Company's exposure in Utkal Coal Ltd., a subsidiary. The matter has arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014 and the subsequent events in connection therewith.

We, as independent auditors of the subsidiary, have also emphasised the matter in our audit report on the financial statements of the subsidiary for the financial year 2017-18, dated 20th May, 2018.

Our opinion is not modified in respect of these matters.

Other Matters

We did not audit the Ind AS financial statements of six subsidiaries, whose Ind AS financial statements reflect total assets of Rs. 107.80 crores as at 31st March, 2018, total revenues of Rs. 3.05 crores and net cash outflows amounting to Rs. 0.54 crores for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Two of these subsidiaries are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries (refer Note No. 42 to the consolidated Ind AS financial statements). The Holding Company's management has converted the financial statements of such subsidiaries located outside India to Ind AS financial statements (i.e from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India and relevant for preparation of the aforesaid consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiaries located outside India, is based on



HARIBHAKTI & CO. LLP

Chartered Accountants

the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company.

The financial statements of one of these subsidiaries, located in India, have been prepared in accordance with the Accounting Standards (Indian GAAP) [as it is a Non Banking Financial Company and Ind AS is not yet applicable to it] and which have been audited by other auditors. Such Indian GAAP financials have been restated into Ind AS financials by the Holding Company's management, for the purposes of consolidation (refer Note No. 42 to the consolidated Ind AS financial statements). Our opinion, in so far as it relates to the balances and affairs of such subsidiary located in India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the Consolidated Ind AS Financial Statements and our report on the Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the conversion adjustments prepared by the management of the Holding Company.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. The matters described in the 'Material Uncertainty Related to Going Concern' and 'Emphasis of Matters' paragraphs above, in our opinion, may have an adverse effect on the functioning of the Group;
- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, we give our separate Report in the "Annexure".



Consolidation Sheet

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h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note Nos. 37,38,40,43,44,45, and 46 to the consolidated Ind AS financial statements;

(ii) Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W/M/00048



Anand Kumar Jhunjunwala

Partner

Membership No. 056613



Bhubaneswar
21st May, 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (g) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Holding Company on the consolidated Ind AS financial statements for the year ended 31st March, 2018]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of the Group, in respect of companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the entities of the Group which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to the respective company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



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Chartered Accountants

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

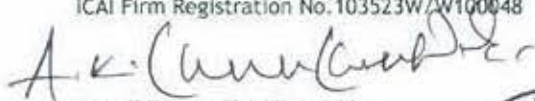
Opinion

In our opinion, the Group, in respect of companies incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to four subsidiaries of the Holding Company which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W/W100048



Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Bhubaneswar
21st May, 2018

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Balance Sheet as at 31st March, 2018

(Rs. in Crores)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,169.69	1,186.91
Capital Work-in-Progress	2	273.08	236.18
Investment Property	3	10.96	11.26
Goodwill		73.12	73.09
Other Intangible Assets	4	2.66	3.56
Investments in Associate	5	-	-
Financial Assets			
-Investments	6	0.10	0.10
-Trade Receivables	7	11.39	11.39
-Loans	8	23.69	22.88
-Other Financial Assets	9	3.40	0.77
Other Non-Current Assets	10	165.41	157.82
Non-Current Tax Assets (Net)		25.50	23.92
Current Assets			
Inventories	11	428.07	340.14
Financial Assets			
-Investments	12	147.86	161.20
-Trade Receivables	13	65.24	66.68
-Cash and Cash Equivalents	14	16.50	7.39
-Other Bank Balances	15	30.52	28.59
-Other Financial Assets	16	1.44	9.97
Other Current Assets	17	201.41	162.18
Total Assets		2,650.04	2,504.09
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	26.98	26.98
Other Equity		1,188.72	1,037.05
Non-Controlling Interest		30.43	30.54
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	19	516.16	601.75
-Other Financial Liabilities	20	11.96	13.11
Provisions	21	9.11	9.55
Deferred Tax Liabilities (Net)	22	96.16	78.47
Other Non-Current Liabilities	23	132.24	150.11
Current Liabilities			
Financial Liabilities			
-Borrowings	24	193.22	181.37
-Trade Payables	25	196.43	117.83
-Other Financial Liabilities	26	230.44	233.49
Other Current Liabilities	27	11.57	37.36
Provisions	28	6.62	6.48
Total Equity and Liabilities		2,650.04	2,504.09

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Balance Sheet. This is the Consolidated Balance Sheet referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 103523W / W100048

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajjyant Panda
Vice Chairman
(DIN - 00297862)

Subhrakant Panda
Managing Director
(DIN - 00171845)

Preeti Chandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

Particulars	Note No.	(Rs. in Crore)	
		Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations	29	1,769.26	1,697.04
Other Income	30	36.21	48.12
Total Income		1,805.47	1,745.16
EXPENSES			
Cost of Materials Consumed	31	813.44	706.55
Changes in Inventories of Finished Goods	32	1.40	(1.37)
Excise Duty	53	3.66	24.69
Employee Benefits Expense	33	176.69	169.86
Finance Costs	34	75.41	83.47
Depreciation and Amortisation Expense	2 to 4	100.80	108.69
Other Expenses	35	350.99	284.02
Total Expenses		1,522.39	1,375.71
Profit before Exceptional Items and Tax		283.08	369.45
Exceptional Items - (Income)/Expense		-	-
Profit Before Tax		283.08	369.45
Tax Expense:			
- Current Tax		96.52	93.12
- Deferred Tax		(0.23)	27.63
Profit After Tax		186.79	248.70
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(3.61)	0.22
- Income Tax		1.26	(0.09)
Items that will be reclassified to profit or loss			
- Exchange differences in translating the financial statements of a foreign operation		0.12	(0.43)
Total Comprehensive Income for the year (before adjustment for Non-Controlling Interest)		184.56	248.40
[Comprising profit and other comprehensive income for the year]			
Profit/(Loss) attributable to :			
(a) Owners of the Parent		186.37	248.94
(b) Non-Controlling Interest		0.42	(0.24)
Other Comprehensive Income/(Expense) (net of tax) attributable to :			
(a) Owners of the Parent		(2.23)	(0.29)
(b) Non-Controlling Interest		-	(0.01)
Total Comprehensive Income/(Expense) after tax attributable to :			
(a) Owners of the Parent		184.14	248.65
(b) Non-Controlling Interest		0.42	(0.25)
Earnings per Equity Share of par value of Rs. 10/- each			
Basic and Diluted (In Rs.)	36	69.08	94.70

Notes to Consolidated Financial Statements

1 to 55

The Notes referred to above form an integral part of the Consolidated Statement of Profit and Loss. This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100788

Anand Kumar Jhunjhunwala

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613



Place: Bhubaneswar
Date: 21st May, 2018

For and on behalf of the Board of Directors

Bajayant Panda *Subbrakant Panda*

Bajayant Panda
Vice Chairman
(DIN - 00297862)

Subbrakant Panda
Managing Director
(DIN - 00171845)

Preeti Khandelwal
Preeti Khandelwal
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital

	Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018	2018
	25.94	26.94	1.00	26.94	26.94	26.98

B. Other Equity and Non-Controlling Interest

Particulars	Attributable to the equity shareholders of the Parents										Non-Controlling Interest (b)	Total (a) + (b)
	Reserves and Surplus											
	Capital Reserves	Securities Premium Reserve	Capital Redemption Reserve	Special Reserve	General Reserve	Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Total other equity (a)	-	-		
Balance as at 1st April, 2016	1.01	153.12	6.28	1.24	276.68	350.71	22.16	885.54	31.32	-	856.86	
Profit/(Loss) for the year	-	-	-	-	-	248.54	-	248.54	(9.34)	-	(9.34)	
Other comprehensive income (out of tax)	-	-	-	-	-	0.34	(0.43)	(0.29)	(0.01)	-	(0.01)	
Issue of equity shares on conversion of equity warrants	-	11.35	-	-	-	-	-	11.31	-	-	-	
Dividend	-	-	-	-	-	(26.98)	-	(26.98)	(0.44)	-	(0.44)	
Tax on Dividend	-	-	-	-	-	(1.49)	-	(1.49)	(0.00)	-	(0.00)	
Transfer from retained earnings to special reserve	-	-	-	(0.41)	-	(0.41)	-	-	-	-	-	
Balance as at 31st March, 2017	1.01	168.19	6.28	1.65	276.68	566.91	22.23	1,037.65	30.54	-	1,067.99	
Profit/(Loss) for the year	-	-	-	-	-	186.37	-	186.37	0.42	-	0.42	
Other comprehensive income (out of tax)	-	-	-	-	-	(2.35)	(0.12)	(2.23)	-	-	-	
Dividend	-	-	-	-	-	(26.98)	-	(26.98)	(0.44)	-	(0.44)	
Tax on Dividend	-	-	-	-	-	(1.49)	-	(1.49)	(0.00)	-	(0.00)	
Transfer from retained earnings to special reserve	-	-	-	0.42	-	(0.42)	-	-	-	-	-	
Balance as at 31st March, 2018	1.01	168.19	6.28	2.07	276.68	718.04	22.35	1,188.72	30.43	-	1,219.15	

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Haribhakti & Co. LLP
Chartered Accountants

ICAI Firm Registration No. 100523R / W/1009348

A. K. Chatterjee

Anand Kumar Chatterjee
Partner
Membership No. 656613



Place: Bidhanagar
Date: 21st May, 2018

For and on behalf of the Board of Directors

S. P. Panda
Rajendra Prasad
Vice Chairman
(DIN - 00297862)

S. P. Panda
Sankaran Prasad
Managing Director
(DIN - 00718445)

[Signature]
Pradyumn Choudhary
CFO & Company Secretary

INDIAN METALS AND FERRO ALLOYS LIMITED
Consolidated Cash Flow Statement for the year ended 31st March, 2018

	(Rs. in Crore)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit before tax	283.08	369.45
Adjustments for:		
Depreciation and Amortisation Expense	100.80	108.69
Profit on sale/disposal of Property, Plant and Equipment (net)	(1.91)	(0.83)
Profit on sale of Current Investments	(8.97)	(2.56)
Gain on fair valuation of Current Investments	(4.27)	(0.48)
Unrealised foreign exchange loss	3.01	4.31
Interest Income	(4.64)	(9.01)
Dividend Income	(0.16)	(0.13)
Finance Costs	75.41	83.47
Impairment Loss Allowance	0.01	-
Fair Value Changes to Prepayment option on Loans	-	0.02
Other Operating Revenue (refer Note No. 54)	(17.96)	-
Liability no longer required written back	(0.86)	(1.84)
Operating Profit before Working Capital Changes	423.54	551.09
Adjustments for:		
Trade and other receivables	(38.09)	(79.14)
Inventories	(87.93)	(9.23)
Trade payables and other liabilities	80.40	53.95
Cash Generated from Operations	377.92	516.67
Direct Taxes paid	(78.91)	(31.29)
Net Cash Generated from Operating Activities	299.01	485.38
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Work-in-Progress	(120.61)	(44.37)
Sale of Property, Plant and Equipment	3.39	2.06
Sale / (Purchase) of Investments (net)	26.80	(134.91)
Movement in Other Bank Balances	(2.63)	6.72
Dividend received	0.01	0.06
Interest received	4.55	9.01
Net Cash Used in Investing Activities	(88.49)	(161.43)
C. Cash Flow from Financing Activities		
Proceeds from issue of Equity Shares (net)	-	16.33
Proceeds from Non-current borrowings	83.23	140.85
Repayment of Non-current borrowings	(184.59)	(269.44)
Proceeds from/(Repayment) of Current borrowings (net)	9.21	(81.80)
Interest and financing charges paid	(76.28)	(94.96)
Dividend paid (including dividend distribution tax)	(32.99)	(32.99)
Net Cash Used in Financing Activities	(201.42)	(322.01)
Net increase in Cash and Cash Equivalents (A+B+C)	9.10	1.94
Cash and Cash Equivalents at the beginning of the year	7.39	5.74
Effect of Exchange Rate on Translation of Foreign Currency	0.01	(0.29)
Cash and Cash Equivalents at the end of the year (refer Note No. 14)	16.50	7.39

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of:
- | | | |
|-----------------------|--------------|-------------|
| Cash on hand | 0.18 | 0.24 |
| Balance with Banks: | | |
| - In Current Accounts | 13.99 | 5.29 |
| - Cheques on Hand | 0.33 | - |
| - Fixed Deposits | - | 1.86 |
| Total | 16.50 | 7.39 |

2. The above Consolidated Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W / W100088

Anand Kumar Jhunjhunwala
 Partner
 Membership No. 056013



Place: Bhubaneswar
 Date: 21st May, 2018

For and on behalf of the Board of Directors

Baljayant Panda
 Vice Chairman
 (DIN - 00297862)

Subbrakant Panda
 Managing Director
 (DIN - 00171845)

Prem Khandalwal
 CFO & Company Secretary

G.PANDA & Co.
Chartered Accountants
Biju Pattnaik Colony,
Biju Pattnaik Chowk, Tulasipur
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E-Mail-gpandaco@yahoo.com

Cuttack-(0671)
Ph. 2301348(O)
2302349(O)

INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Metals & Carbide Limited
Report on the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **INDIAN METALS & CARBIDE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with



ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A , a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.



(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books .

(c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder.

(e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the Internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B

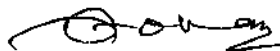
(g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- iii. There has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 21/4/2018



**For G. PANDA & CO.
Chartered Accountants
Firm's Registration No. 303123E**


**(CA. P K Mohapatra)
Partner
Membership No.: 56058**

Annexure A to Independent Auditor's Report

The Annexure referred to in our Independent Audit Report to the members of the Company on the standalone financial statement for the year ended 31st March 2018, we report that,

INDIAN METALS & CARBIDE LIMITED

- i)
 - a) the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
 - c) according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company;
- ii) the physical verification of inventory has been conducted at reasonable intervals by the management. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. On the basis of our examination, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
- iii) the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. so, this clause is not applicable;
- iv) the company has not given any loans, made any investments, provide any guarantees and security , so this clause is not applicable;
- v) the Company has not accepted any deposits from public, so this clause is not applicable;
- vi) the Central Government has not so far, prescribed rules for maintenance of cost records under the sub-section (1) of Section 148 of the Companies Act, 2013, so this clause is not applicable;
- vii) (a) the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities according to the information and explanations given to us;

(b) there is no dues of income tax or sales tax or service tax or Goods and Service Tax, duty of customs or duty of excise or value added tax have not been deposited on account of any dispute;
- viii) the company has not taken any loan from any financial institution, bank, Government or dues to debenture holders, so, this clause is not applicable;
- ix) according to the information and explanations, the no money has been raised by way of public offer. Hence this clause in not applicable;



- x) according to the information and explanations, there is no fraud by the company or no fraud on the Company by its officers or employees has been noticed or reported during the year;
- xi) there is no managerial remuneration has been paid or provided in the current financial year;
- xii) the company is not a Nidhi Company, so this clause is not applicable;
- xiii) all transactions with the related parties are in ordinary course of business and on arm length basis and necessary approval has been taken in compliance with 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards, the provision relating to section 177 is not applicable to the company;
- xiv) the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, so this clause is not applicable;
- xv) the company has not entered into any non-cash transactions with directors or persons connected with him, so this clause is not applicable;
- xvi) the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, so this clause is not applicable.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

**Chartered Accountants
Firm's Registration No. 303123E**

**(CA. P K Mohapatra)
Partner
Membership No.: 56058**

Annexure B to Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INDIAN METALS & CARBIDE LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

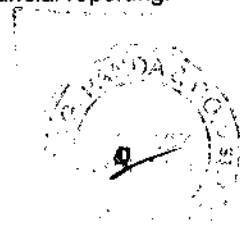
The Company's management is responsible for establishing and maintaining internal financial controls based on accounting manual, organisational structure and financial delegation of powers. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Opinion

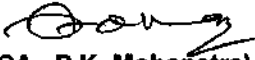
Our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the policies as referred above.

Place: Bhubaneswar
Date: 21/4/2018



For G. PANDA & CO.

Chartered Accountants
Firm's Registration No. 303123E


(CA. P K Mohapatra)

Partner
Membership No.: 56058

INDIAN METALS & CARBIDE LIMITED

Balance Sheet as at 31st March, 2018

(Rs. thousands)

		As at 31st March, 2018	As at 31st March, 2017
ASSETS	Note No.		
Non-Current Assets			
Property, Plant and Equipment	2	362.54	362.54
Financial Assets			
-Investments	3	950.54	950.54
-Loans	4	186.40	186.40
Current Assets			
Inventories		-	417.43
Financial Assets			
-Cash and Cash Equivalents	5	26.74	39.04
Current Tax Assets (Net)	6	-	4.16
TOTAL ASSETS		1,626.22	1,960.11
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	10,799.96	10,799.96
Other Equity		(9,389.98)	(8,948.99)
LIABILITIES			
Current Liabilities			
Financial Liabilities			
- Borrowings	8	110.34	101.23
Other Current Liabilities	9	5.90	7.91
TOTAL EQUITY AND LIABILITIES		1,626.22	1,960.11

Significant Accounting Policies and
Other notes forming part of the Accounts

1 to 20

Auditors' Report to the Members
As per our report of even date attached.


For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

(P K Mohapatra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018


Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. thousands)

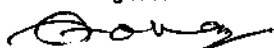
	Note	Year ended 31st March, 2018	Year ended 31 st March, 2017
REVENUE			
Revenue from operation		-	-
Other Income	10	-	65.49
Total Revenue		<u>-</u>	<u>65.49</u>
EXPENSES			
Inventory write off		417.43	-
Finance cost	11	9.21	27.44
Other expenses	12	10.19	194.98
Total Expenses		<u>436.83</u>	<u>222.42</u>
Loss before Tax		(436.83)	(156.93)
Tax Expenses:			
Tax pertaining to earlier year written off		4.16	-
Loss after Tax		<u>(440.99)</u>	<u>(156.93)</u>
Other Comprehensive Income (net off taxes):			
A. Items that will not be reclassified subsequently into profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
B. Items that will be reclassified subsequently to profit and loss			
(i) Gain / (Loss) on remeasurement of defined benefit obligation		-	-
(ii) Income Tax relating to above		-	-
Total Other Comprehensive Income net off tax		-	-
Total Other Comprehensive Income for the period		<u>(440.99)</u>	<u>(156.93)</u>

Earnings Per Equity Share	15	(0.41)	(0.15)
Basic and Diluted Earnings Per Share (in Rupees)			

Significant Accounting Policies and Other notes forming part of the Accounts	1 to 20
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Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E.


(P K Mohapatra)
Partner
Membership No. 66058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors

 
Director Director

INDIAN METALS & CARBIDE LIMITED

Statement of Changes in Equity

A. Equity Share Capital

(Rs. thousands)

Balance at the beginning		Changes in Equity Share Capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
10,799.96	10,799.96	-	-	10,799.96	10,799.96

B. Other Equity

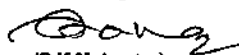
(Rs. thousands)

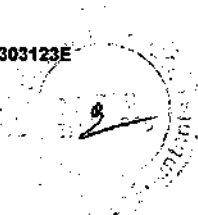
Particulars	Reserves and Surplus			Total
	Capital Reserve	General Reserve	Surplus/(deficit) in the Statement of Profit and Loss	
Balance as at 1st April, 2016	1,004.08	2,356.54	(12,152.68)	(8,792.06)
Loss for the year	-	-	(156.93)	(156.93)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2017	1,004.08	2,356.54	(12,309.61)	(8,948.99)
Loss for the year	-	-	(440.99)	(440.99)
Other comprehensive income (net of tax)	-	-	-	-
Balance as at 31st March, 2018	1,004.08	2,356.54	(12,750.60)	(9,389.98)

Significant Accounting Policies and
Other notes forming part of the Accounts

Auditors' Report to the Members
As per our report of even date attached.

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E

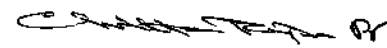

(P K Mohaptra)
Partner
Membership No. 56058
Place: Bhubaneswar
Date: 21/4/2018




Assistant Secretary

For and on behalf of the Board of Directors


Director


Director

INDIAN METALS & CARBIDE LIMITED

Statement of Cash Flow for the year ended 31st March, 2018

	(Rs. thousands)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow From Operating Activities		
Loss before tax	(440.99)	(156.92)
Adjustment for :		
Finance cost recognised in profit or loss	9.21	27.44
Operating profit before working capital changes	(431.78)	(129.48)
Adjustment for :		
(Increase)/Decrease in loans and advances, receivables and inventories	421.59	51.57
(Increase)/Decrease in other payable	(2.01)	(61.47)
Cash (Used in)/ Generated from operations	(12.20)	(139.38)
Direct taxes paid	-	-
Net Cash (Used in)/ Generated from Operating Activities	(12.20)	(139.38)
B Cash Flow From Investing Activities		
Sale of fixed assets	-	(72.00)
Net Cash (Used in)/ Generated from Investing Activities	-	(72.00)
C Cash Flow From Financing Activities		
Proceeds / (Repayment) of short term borrowings	9.11	101.23
Interest and financial charges paid	(9.21)	(27.44)
Proceed from issue of Equity Shares	-	-
Net Cash(Used In)/ Generated From Financing Activities	(0.10)	73.79
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(12.30)	(137.59)
Cash and Cash Equivalents - Opening Balance	39.04	176.63
Cash and Cash Equivalents - Closing Balance	26.74	39.04

Explanations :

1. The above Cash Flow Statement has been prepared under the indirect method as set out in the Indian Accounting Standard 7 (' Ind AS- 7 ') ' Statement of Cash Flow ' notified by the Central Government.

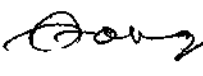
2. Cash & Cash equivalents are represented by :

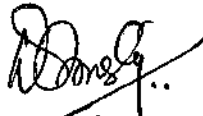
- In Current Accounts
- In Fixed Deposit

	26.74	39.04
	-	-
	26.74	39.04

3. Previous year's figures have been regrouped/ rearranged to confirm to the classification of the current year, wherever considered necessary

For G PANDA & CO
Chartered Accountants
Firm's Registration No 303123E


(P K Mohaptra)
Partner
Membership No. 56058
Place: Sheebanestwar
Date: 21/4/2018


Assistant Secretary

For and on behalf of the Board of Directors


Director


Director



Sourjya & Biswajit
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
B.Panda and Company Pvt Ltd

Report on the Financial Statements

We have audited the accompanying (Standalone) Ind AS financial statements of **B.Panda and Company Pvt Ltd ("the Company")** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of

the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) As per the information obtained from the management we report that there are no branches of the company during the year, therefore audit of branches is not applicable.
 - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns.
 - e) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) There are no such observations or comments made by us which have adverse impact on the functioning of the company.
 - g) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) There is no qualification, reservation or adverse remark found by us during our audit relating to the maintenance of accounts and other matters connected therewith.



- i) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2018, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

“Annexure A” to the Independent Auditors’ Report

[Referred to in paragraph 1 under ‘Report on other legal & regulatory requirement’ in our independent auditors report of even date to the members of the company on the standalone financial statements for the year ended March 31, 2018]

- (i) (a) The Company has no fixed assets therefore maintenance records showing full particulars, including quantitative details and situation of fixed assets are not applicable;
(b) Though there are no fixed assets therefore this clause is not applicable.
(c) The title deeds of immovable properties are held in the name of the company.
- (ii) There is no inventory with the company during the year; therefore this clause is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013. In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as on March 31, 2018 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.

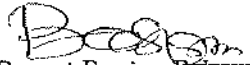


- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) No managerial remuneration paid/provided in the financial statement during the year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 clause (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone
Financial Statements of B. Panda and Company Private Limited**

[Referred to in paragraph 2 (i) under ‘Report on other legal and regulatory requirements’ in the independent auditors report of even date, to the members of the company on the standalone financial statements for the year ended 31st March 2018]

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

We have audited the internal financial controls over financial reporting of **B. Panda and Company Private Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

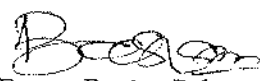
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bhubaneswar
Date: 18.07.2018



For and on behalf of
Sourjya & Biswajit
Chartered Accountants
FRN:322779E


CA. Pravat Ranjan Behera
Partner
M. No. 306268

B. PANDA AND COMPANY PRIVATE LIMITED
Balance Sheet as at 31st March, 2018

(Rs in Thousands)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Investment in subsidiary company	3	242,559.75	242,559.75
Deferred Tax Assets	4	547.13	47.47
Current Assets			
Financial Assets			
-Loans	5	12.50	12.50
-Cash and Cash Equivalents	6	177.56	1,811.58
Other Current Assets	7	110.38	2,945.26
Current Tax Assets (net)		2,772.50	2,772.50
	Total Assets	246,179.82	250,149.06
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	8	194.90	194.90
Other Equity		245,920.04	158,222.05
LIABILITIES			
Current Liabilities			
Financial Liabilities			
-Trade payable		-	1,358.20
Other Current Liabilities	9	44.88	90,332.91
Provisions	10	20.00	41.00
	Total Equity and Liabilities	246,179.82	250,149.06

Notes to Financial Statements

1 to 21

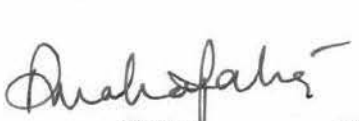

The notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



For and on behalf of the Board of Directors

 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31st March, 2018

(Rs in Thousands.)

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue from Operations		-	-
Other Income	11	139,343.51	139,211.21
Total Income		139,343.51	139,211.21
EXPENSES			
Employee Benefits Expense	12	410.31	248.57
Finance Costs	13	14.20	4,385.25
Depreciation		-	34.04
Merger and Restructuring expenses		2,833.03	708.26
Other Expenses	14	179.87	498.67
Total Expenses		3,437.41	5,874.79
Profit Before Tax		135,906.10	133,336.42
Tax Expense :			
- Current Tax		-	-
- Deferred Tax		(499.66)	3.64
- Previous year tax adjustment		-	31.79
Profit After Tax		136,405.76	133,300.99
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		-	-
- Income Tax		-	-
Total Comprehensive Income for the year		136,405.76	133,300.99
[comprising profit/(loss) and other comprehensive income for the year]			
Earnings per Equity Share (Basic and Diluted) (in Rs.)	15	69,987.56	68,394.56
(Par Value Rs. 100/- per Equity Share)			

Notes to Financial Statements


1 to 21

The notes referred to above form an integral part of the Statement of Profit and Loss.

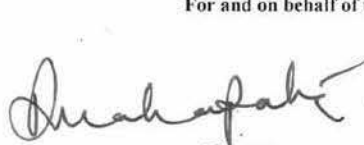
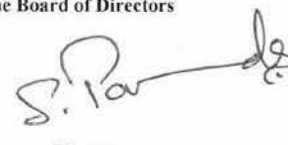
This is the Statement of Profit and Loss referred to in our report of even date.

For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E

For and on behalf of the Board of Directors


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



 
Director Director

Place: Bhubaneswar
Date : 18th July, 2018

B. PANDA AND COMPANY PRIVATE LIMITED
Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital

(Rs in Thousands.)

Balance at the beginning		Changes in equity share capital during the year		Balance at the end	
As at 1st April, 2016	As at 1st April, 2017	2016-17	2017-18	As at 31st March, 2017	As at 31st March, 2018
194.90	194.90	-	-	194.90	194.90


B. Other Equity

(Rs in Thousands.)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at 1st April, 2016	(4,997.17)	(4,997.17)
Profit for the year	133,300.99	133,300.99
Other comprehensive income (net of tax)	-	-
Share of Dividend received from BPDPL, BRPL and UREPL	32,652.22	32,652.22
Demerger adjustments	(2,733.99)	(2,733.99)
Balance as at 31st March, 2017	158,222.05	158,222.05
Profit for the year	136,405.76	136,405.76
Other comprehensive income (net of tax)	-	-
Interim Dividend	(48,725.00)	(48,725.00)
Tax on interim dividend	-	-
Other adjustments	17.23	17.23
Balance as at 31st March, 2018	245,920.04	245,920.04

This is the Statement of Changes in Equity referred to in our report of even date.

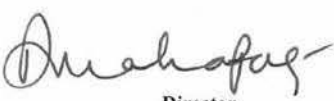
For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E



CA. Pravat Ranjan Behera
Partner
Membership No- 306268

Place: Bhubaneswar
Date: 18th July, 2018



For and on behalf of the Board of Directors


Director


Director

B. PANDA AND COMPANY PRIVATE LIMITED
Cash Flow Statement for the year ended 31st March, 2018

(Rs in Thousands.)

	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit / (Loss) Before Tax	135,906.10	133,336.42
Adjustments for:		
Depreciation	-	34.04
Finance Cost	14.20	4,385.25
Profit on sale / disposal of fixed assets	-	(13.47)
Operating Profit before Working Capital Changes	135,920.30	137,742.24
Adjustments for :		
Other Current Assets and receivables	2,834.88	16,574.20
Trade payables and other liabilities	(91,649.99)	50,158.74
Cash Generated from Operations	47,105.19	204,475.17
Adjustment on account of inter company movement on demerger	-	
Direct Taxes Paid	-	(31.79)
Net Cash (used in) / generated from Operating Activities	47,105.19	204,443.38
B. Cash Flow from Investing Activities		
Sale / (Purchase) of Investments (net)	-	(231,000.00)
Sale of Fixed Assets	-	101.22
Net Cash (used in) / generated from Investing Activities	-	(230,898.78)
C. Cash Flow from Financing Activities		
Dividend received / (paid) including dividend distribution tax	(48,725.00)	32,652.22
Interest and Financing charges paid	(14.20)	(4,385.25)
Net Cash (used in) / generated from Financing Activities	(48,739.20)	28,266.97
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(1,634.01)	1,811.57
Cash and Cash Equivalents at the beginning of the year	1,811.57	-
Cash and Cash Equivalents at the end of the year (refer Note No. 6)	177.56	1,811.57

Notes:

1. Cash and Cash Equivalents at the end of the year comprises of :


Cash on hand	5.37	4.27
Balance with Banks:		
- In Current Accounts	172.19	1,807.31
Total	177.56	1,811.58

2. The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".

3. Previous year's figures have been rearranged/regrouped to conform to the classification of the current year, wherever considered necessary.

This is the Cash Flow Statement referred to in our report of even date.



For SOURJYA & BISWAJIT
Chartered Accountants
ICAI Firm Registration No.322779E


CA. Pravat Ranjan Behera
Partner
Membership No- 306268



Place: Bhubaneswar
Date : 18th July, 2018

For and on behalf of the Board of Directors

 
Director Director



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,
a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

PROXY FORM

Name of the unsecured creditor:

Registered Address:

E-mail Id:

I/We, being the unsecured creditor of Indian Metals and Ferro Alloys Limited 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 act for me/ us at the meeting of the unsecured creditors of the Indian Metals and Ferro Alloys Limited, pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, to be held at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India, on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time), for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors, at such meeting or at any adjournment or adjournments thereof in respect of such resolution as mentioned below:

Resolution No.	Resolution	Optional**	
		For	Against
1	Proposed Scheme of Amalgamation amongst Indian Metals and Carbide Limited (Transferor Company No. 1), B. Panda and Company Private Limited (Transferor Company No. 2), Indian Metals and Ferro Alloys Limited (Transferee Company) and their respective shareholders and creditors		

Signed this _____ day of _____ 2018

Signature of unsecured creditor:

Signature of Proxy holder(s):

Affix Revenue Stamp of not less than Re. 0.15/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of IMFA, not less than 48 (forty eight) hours before the commencement of the meeting of unsecured creditors of IMFA.
2. ** It is optional to put a 'X' in the appropriate column against the resolution indicated in the Box above. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
3. All alterations made in the proxy form should be initialed.
4. Please affix appropriate revenue stamp before putting signature.



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT KOLKATA
CA (CAA) No. 566/KB/2018**

Indian Metals and Ferro Alloys Limited

CIN: L27101OR1961PLC000428

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

Tel: 0674-2580100, 3051000 **Fax:** 0674-2580020, 2580145

E-mail: secretarial@imfa.in **Website:** <http://www.imfa.in>

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Indian Metals and Ferro Alloys Limited;

And

In the matter of the Scheme of Amalgamation amongst Indian Metals & Carbide Limited, B. Panda and Company Private Limited and Indian Metals and Ferro Alloys Limited and their respective shareholders and creditors.

Indian Metals and Ferro Alloys Limited,

a company incorporated under the provisions of }
the Companies Act, 1956 and having its registered }
office at IMFA Building, Bomikhal, Rasulgarh,
Bhubaneswar - 751010, India. }

... Applicant/ Transferee Company

ATTENDANCE SLIP

Unsecured Creditors/ authorized representatives or their proxies attending the meeting must fill this attendance slip and hand it over at the entrance of the meeting hall.

Name of the Unsecured Creditor/ Proxyholder:

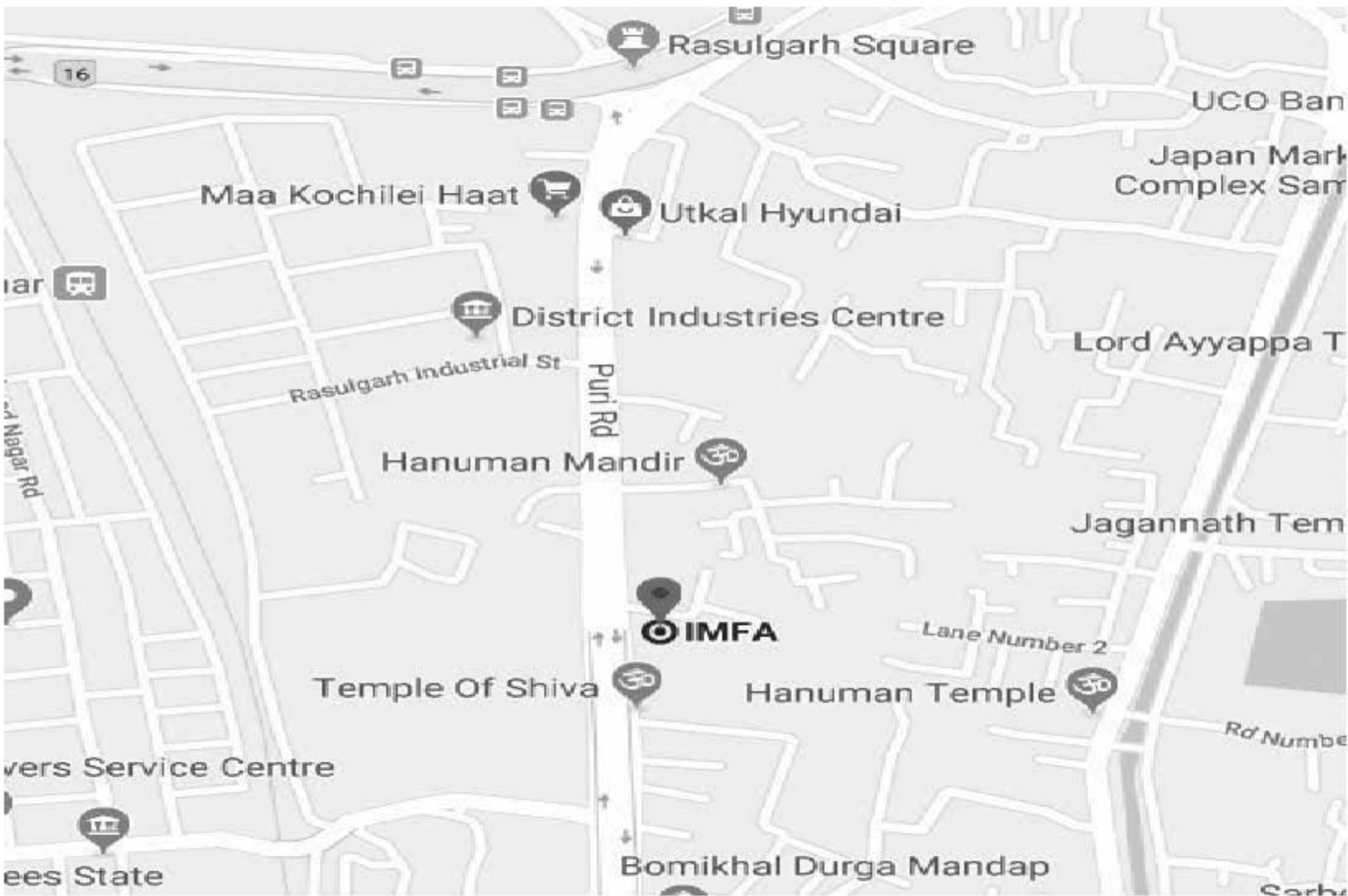
Address of the Unsecured Creditor/ Proxyholder:

I hereby record my presence at the meeting of unsecured creditors of Indian Metals and Ferro Alloys Limited, convened pursuant to an order dated July 12, 2018 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata, at the AGM Hall, IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar- 751010, Odisha, India on Tuesday, September 4, 2018 at 11:30 a.m. (Indian Standard Time).

.....
Signature of the Unsecured Creditor/ Proxyholder**

**Strike out whichever is not applicable

Unsecured creditors or their authorized representatives or their proxies desiring to attend the meeting must bring his/ her copy of the notice for reference at the meeting.



ROUTE MAP FOR THE VENUE OF THE MEETING