



4<sup>th</sup> April, 2019

IMFA Building  
Bhubaneswar -751010  
Odisha, India

Corporate Identity No.  
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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**

Dear Sir,

We are enclosing herewith a certified copy of the proceedings of postal ballot in respect of special resolutions set out in the notice of postal ballot dated 12<sup>th</sup> February 2019, as per the result of postal ballot declared on 28<sup>th</sup> March 2019.

This is for your information and record.

Thanking you

Yours faithfully  
For INDIAN METALS & FERRO ALLOYS LTD

  
(PREM KHANDELWAL)  
CFO & COMPANY SECRETARY

Encl : As above

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF POSTAL BALLOT OF INDIAN METALS & FERRO ALLOYS LIMITED HELD ON THURSDAY, THE 28TH MARCH 2019 AT 5.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT IMFA BUILDING, BOMIKHAL, RASULGARH, BHUBANESWAR-751010, ODISHA**

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**Background**

Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder, the Postal Ballot Notice dated 12<sup>th</sup> February 2019 was sent to all the shareholders of the Company either in physical or electronic form, for seeking their approval by passing special resolution for special business listed therein. The despatch of the said notice was completed on 25<sup>th</sup> February 2019 and advertisement in this regard was published on 26<sup>th</sup> February 2019 in the news papers. The voting period commenced on 26<sup>th</sup> February 2019 (9.00 AM) and ended on 27<sup>th</sup> March 2019 (5.00 PM).

CA Sourjya Prakash Mohapatra, an independent practicing Chartered Accountant was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner by the Board of Directors of the Company. The Scrutinizer after carrying out the scrutiny of votes casted electronically and through physical ballot forms upto close of working hours on 27<sup>th</sup> March 2019 submitted his report on 28<sup>th</sup> March 2019, a brief summary of which is presented below.

**ITEM NO.1 RE-APPOINTMENT OF MR SUDHIR PRAKASH MATHUR (DIN:00173775) AS INDEPENDENT DIRECTOR OF THE COMPANY**

**Summary of Scrutinizer's Report:**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		(7)=[(5)/(2)]*100
Promoter and Promoter Group	14526124	14526124	100	14526124	0	100	0
Public Institutions	59637	59637	100	14242	45395	23.88	76.12
Public Non Institutions	5270067	5270067	100	5269153	914	99.98	0.02
Total	19855828	19855828	100	19809519	46309	99.77	0.23

Mr C R Ray, Acting Chairman after receiving the Scrutinizer's Report announced that the following resolution as set out in Postal Ballot Notice dated 12<sup>th</sup> February 2019 was approved and passed by the members with requisite majority as special resolution in terms of the Scrutinizer's report dated 28<sup>th</sup> March 2019. The deemed date of passing of Special Resolution is the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 27<sup>th</sup> March 2019.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the



Company be and is hereby accorded for re-appointment of Mr Sudhir Prakash Mathur (DIN:00173775) as an Independent Director of the Company for second term of 5 (Five) consecutive years with effect from 1<sup>st</sup> April, 2019 and that he shall not be liable to retire by rotation.

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

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

### Summary of Scrutinizer's Report:

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		(7)=[(5)/(2)]*100
Promoter and Promoter Group	14526124	14526124	100	14526124	0	100	0
Public Institutions	59637	59637	100	0	59637	0	100
Public Non Institutions	5270072	5270072	100	5269022	1050	99.98	0.02
Total	19855833	19855833	100	19795146	60687	99.69	0.31

Mr C R Ray, Acting Chairman after receiving the Scrutinizer's Report announced that the following resolution as set out in Postal Ballot Notice dated 12<sup>th</sup> February 2019 was approved and passed by the members with requisite majority as special resolution in terms of the Scrutinizer's report dated 28<sup>th</sup> March 2019. The deemed date of passing of Special Resolution is the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 27<sup>th</sup> March 2019.

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

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

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

### Summary of Scrutinizer's Report:

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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	(1)	(2)	shares (3)=(2)/ (1)*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	14526124	14526124	100	14526124	0	100	0
Public Institutions	59637	59637	100	14242	45395	23.88	76.12
Public Non Institutions	5271804	5271804	100	5270520	1284	99.98	0.02
Total	19857565	19857565	100	19810886	46679	99.76	0.24

Mr C R Ray, Acting Chairman after receiving the Scrutinizer's Report announced that the following resolution as set out in Postal Ballot Notice dated 12<sup>th</sup> February 2019 was approved and passed by the members with requisite majority as special resolution in terms of the Scrutinizer's report dated 28<sup>th</sup> March 2019. The deemed date of passing of Special Resolution is the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 27<sup>th</sup> March 2019.

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

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

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

##### Summary of Scrutinizer's Report:

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=(2)/ (1)*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	14526124	14526124	100	14526124	0	100	0
Public Institutions	59637	59637	100	14242	45395	23.88	76.12
Public Non Institutions	5270088	5270088	100	5268769	1319	99.98	0.02
Total	19855849	19855849	100	19809135	46714	99.76	0.24

Mr C R Ray, Acting Chairman after receiving the Scrutinizer's Report announced that the following resolution as set out in Postal Ballot Notice dated 12<sup>th</sup> February 2019 was approved and passed by the members with requisite majority as special resolution in terms of the Scrutinizer's report dated 28<sup>th</sup> March 2019. The deemed date of passing of Special Resolution is the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 27<sup>th</sup> March 2019.



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

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

**CHAIRMAN**

*Certified True Copy*  
**For Indian Metals & Ferro Alloys Ltd.**

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