

MINUTES OF THE PROCEEDINGS HELD ON 25TH DECEMBER 2012 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT IMFA BUILDING, BOMIKHAL, RASULGARH, BHUBANESWAR-751010, RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 16TH OCTOBER, 2012.

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Present:

1. Dr B Panda, Executive Chairman
2. Mr J K Misra, Director (Corporate)
3. Mr. Prem Khandelwal, CFO & Company Secretary
4. Mr. Sourjya Prakash Mohapatra, Scrutinizer, a Practicing Chartered Accountant

Chairman

Dr B Panda, Executive Chairman chaired the meeting for declaring the result of voting through postal ballot procedure.

The Chairman informed that the Company had circulated postal ballot notice dated 16th October, 2012 for the purpose of obtaining shareholders' consent by way of special resolutions for (i) re-appointment of Dr B Panda as Executive Chairman of the Company, (ii) re-appointment of Mr Bajjayant Panda as Vice Chairman of the Company, (iii) re-appointment of Mr Subhrakant Panda as Managing Director of the Company, (iv) re-appointment of Mr Jayant Kumar Misra as Director (Corporate) of the Company, (v) appointment of Mr C R Ray as Whole-time Director of the Company and (vi) fixation of payment of commission to Independent Directors. CA Sourjya Prakash Mohapatra, an independent practicing Chartered Accountant was appointed as the Scrutinizer for conducting the postal ballot process by the Board of Directors of the Company through Board Resolution dated 16th October 2012, has submitted his report on the voting by postal ballot.

The summary of the voting pattern as stated in scrutinizers report is as follows:

Voting Pattern for Special Resolutions:

Item 1: Re-appointment of Dr B Panda as Executive Chairman of the Company

Number of Postal Ballot Forms/e-votes received			
Sr. No.			
1.	Received	694	
2.	Invalid	39	
3.	Valid	655	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	613	16748334	99.97
Votes cast in against	42	5208	0.03
Total Votes	655	16753542	100.00

Item 2: Re-appointment of Mr Bajjayant Panda as Vice Chairman of the Company

Number of Postal Ballot Forms/e-votes received			
Sr.No.			
1.	Received	694	
2.	Invalid	52	
3.	Valid	642	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	603	16751157	99.99
Votes cast in against	39	2203	0.01
Total Votes	642	16753360	100.00



Item 3: Re-appointment of Mr Subhrakant Panda as Managing Director of the Company,

Sr.No.	Number of Postal Ballot Forms/e-votes received		
1.	Received	693	
2.	Invalid	51	
3.	Valid	642	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	608	16751201	99.99
Votes cast in against	34	2118	0.01
Total Votes	642	16753319	100.00

Item 4: Re-appointment of Mr Jayant Kumar Misra as Director (Corporate) of the Company:

Sr.No.	Number of Postal Ballot Forms/e-votes received		
1.	Received	694	
2.	Invalid	55	
3.	Valid	639	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	606	16751194	99.99
Votes cast in against	33	2153	0.01
Total Votes	639	16753347	100.00

Item 5: Appointment of Mr C R Ray as Whole-time Director of the Company

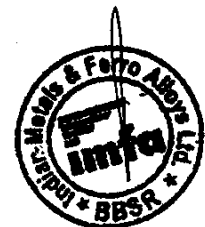
Sr.No.	Number of Postal Ballot Forms/e-votes received		
1.	Received	694	
2.	Invalid	56	
3.	Valid	638	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	606	16748653	99.97
Votes cast in against	32	4644	0.03
Total Votes	638	16753297	100.00

Item 6: Fixation of payment of commission to Independent Directors

Sr.No.	Number of Postal Ballot Forms/e-votes received		
1.	Received	694	
2.	Invalid	53	
3.	Valid	641	
	No. of Postal Ballot Forms	No. of Votes	Percentage(%)
Votes cast in favour	579	16748398	99.97
Votes cast in against	62	4964	0.03
Total Votes	641	16753362	100.00

Based on the above and also as concluded by the Scrutinizer in his report dated 24th December 2012, the special resolutions have been duly passed with requisite majority for (i) re-appointment of Dr B Panda as Executive Chairman of the Company, (ii) re-appointment of Mr Baijayant Panda as Vice Chairman of the Company, (iii) re-appointment of Mr Subhrakant Panda as Managing Director of the Company, (iv) re-appointment of Mr Jayant Kumar Misra as Director (Corporate) of the Company, (v) appointment of Mr C R Ray as Whole-time Director of the Company and (vi) fixation of payment of commission to Independent Directors.

Accordingly, the Chairman announced that the following resolutions have been passed as special resolutions in terms of the Scrutinizer's report dated 24th December 2012:



Item 1: Re-appointment of Dr B Panda as Executive Chairman of the Company

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time, Articles of Association of the Company and subject to such consents, approvals and permissions as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment and payment of following remuneration to Dr B Panda, who was re-appointed by the Board of Directors as Executive Chairman of the Company for a period of 3 years with effect from 28th October, 2012 on the following terms & conditions.

(I) SALARY :

Rs 8,85,000/- (Rupees Eight Lac Eighty Five Thousand only) per month.

(II) PERQUISITES:

(a) Accommodation

House Rent Allowance of Rs.12500/- per month or rent free unfurnished residential accommodation.

(b) Company's contribution towards pension/superannuation Fund.

As per rules of the Company. Such contribution together with contribution to the Provident Fund shall not exceed 27% of the salary as laid down in the Income Tax Rules, 1962.

(c) Gratuity

As per provisions of the Payment of Gratuity Act.

(d) Medical Reimbursement

Reimbursement of expenses incurred for self and family subject to a limit of Rs. 15,000/- per annum as per rules of the Company.

(e) Leave Travel Concession

For self and family as per rules of the Company.

(f) Club fee

Reimbursement of club fees subject to a maximum of two clubs.

(g) Other Benefits

(i) Free use of Company car with driver for official as well as personal purposes.

(ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.

(iii) Earned/Privilege Leave
On full pay as per rules of the Company.

(iv) Leave encashment

In accordance with the rules of the Company in this regard at the end of the tenure.



(III) COMMISSION:

Subject to a maximum of 2 % on the net profits per annum computed in accordance with Section 198 of the Companies Act, 1956 for each financial year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Dr. B. Panda, Executive Chairman be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT during the period Dr B Panda holds the office of Executive Chairman, he shall not retire by rotation.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter or revise the terms and conditions of the re-appointment or remuneration of Dr. B. Panda, Executive Chairman during the operative period of his re-appointment subject, however, to such sanctions and approvals as may be required as per the provisions of law prevailing at the relevant time."

Item 2: Re-appointment of Mr Baijayant Panda as Vice Chairman of the Company

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time, Articles of Association of the Company and subject to such consents, approvals and permissions as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment and payment of following remuneration to Mr Baijayant Panda, who was re-appointed by the Board of Directors as Vice Chairman of the Company for a period of 3 years with effect from 28th October, 2012 on the following terms & conditions.

(I) SALARY :

Rs. 8,70,000/- (Rupees Eight Lac Seventy Thousand only) per month.

(II) PERQUISITES:

(a) Accommodation

House Rent Allowance of Rs.30,000/- per month or rent free unfurnished residential accommodation.

(b) Company's contribution towards provident fund and superannuation fund.

As per rules of the Company, subject to ceiling of 12% of salary for Provident Fund & 15% of salary for Superannuation Fund.

(c) Gratuity

As per provisions of the Payment of Gratuity Act.

(d) Medical Reimbursement

Reimbursement of expenses incurred for self and family subject to a limit of Rs.15,000/- per annum as per rules of the Company.

(e) Leave Travel Concession

For self and family as per rules of the Company.



(f) Club fee

Reimbursement of club fees subject to a maximum of two clubs.

(g) Other Benefits

- (i) Free use of Company car with driver for official as well as personal purposes.
- (ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.
- (iii) Earned/Privilege Leave
On full pay as per rules of the Company.
- (iv) Leave encashment

In accordance with the rules of the Company in this regard at the end of the tenure.

(III) COMMISSION:

Subject to a maximum of 2 % on the net profits per annum computed in accordance with Section 198 of the Companies Act, 1956 for each financial year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Baijayant Panda, Vice Chairman be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT during the period Mr. Baijayant Panda holds the office of Vice Chairman, he shall not retire by rotation.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter or revise the terms and conditions of the re-appointment or remuneration of Mr. Baijayant Panda, Vice Chairman during the operative period of his re-appointment subject, however, to such sanctions and approvals as may be required as per the provisions of law prevailing at the relevant time."

Item 3: Re-appointment of Mr Subhrakant Panda as Managing Director of the Company,

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time, Articles of Association of the Company and subject to such consents, approvals and permissions as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment and payment of following remuneration to Mr Subhrakant Panda, who was re-appointed by the Board of Directors as Managing Director of the Company for a period of 3 years with effect from 28th October, 2012 on the following terms & conditions.

(I) SALARY :

Rs. 8,70,000/- (Rupees Eight Lac Seventy Thousand only) per month.

(II) PERQUISITES:

- (a) Special Allowance : Rs.1,50,000/- (Rupees One lac fifty thousand) per month. This allowance will not be taken into account for calculation of benefits such as HRA, PF, Gratuity, Leave Encashment etc



(b) Accommodation

House Rent Allowance of Rs.30,000/- per month or rent free unfurnished residential accommodation.

(c) Company's contribution towards Provident Fund and Superannuation Fund.

As per rules of the Company subject to a ceiling of 12% of salary for Provident Fund and 15% of salary for Superannuation Fund.

(d) Gratuity

As per provisions of the Payment of Gratuity Act.

(e) Medical Reimbursement

Reimbursement of expenses incurred for self and family subject to a limit of Rs. 15,000/- per annum as per rules of the Company.

(f) Leave Travel Concession

For self and family as per rules of the Company.

(g) Club fee

Reimbursement of club fees subject to a maximum of two clubs.

(h) Other Benefits

(i) Free use of Company car with driver for official as well as personal purposes.

(ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.

(iii) Earned/Privilege Leave
On full pay as per rules of the Company.

(iv) Leave encashment

In accordance with the rules of the Company in this regard at the end of the tenure.

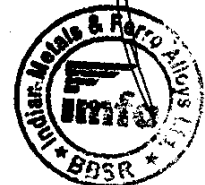
(III) COMMISSION:

Subject to a maximum of 2 % on the net profits per annum computed in accordance with Section 198 of the Companies Act, 1956 for each financial year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr Subhrakant Panda, Managing Director be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT during the period Mr Subhrakant Panda holds the office of Managing Director, he shall not retire by rotation.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter or revise the terms and conditions of the re-appointment or remuneration of Mr. Subhrakant Panda, Managing Director during the operative period of his re-appointment subject, however, to such sanctions and approvals as may be required as per the provisions of law prevailing at the relevant time."



Item 4: Re-appointment of Mr Jayant Kumar Misra as Director (Corporate) of the Company

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time, Articles of Association of the Company and subject to such consents, approvals and permissions as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment and payment of following remuneration to Mr J K Misra, who was re-appointed by the Board of Directors as Director (Corporate) of the Company for a period of 3 years with effect from 28th October, 2012 on the following terms & conditions.

(I) SALARY :

Rs.3,15,460/- (Rupees Three Lac Fifteen Thousand Four Hundred Sixty only) per month.

(II) PERQUISITES:

(a)

House Rent Allowance

25% of salary under (I) above.

(b) Transport Allowance

Rs.800/- (Rupees eight hundred only) per month.

(c) Company's contribution towards Provident Fund and Superannuation Fund.

As per rules of the Company subject to a ceiling of 12% of salary for Provident Fund and 15% of salary for Superannuation Fund.

(d) Gratuity

As per provisions of the Payment of Gratuity Act.

(e) Medical Reimbursement

Reimbursement of expenses incurred for self and family subject to a limit of Rs.15,000/- per annum as per rules of the Company.

(f) Leave Travel Concession

For self and family as per rules of the Company.

(g) Club fee

Reimbursement of club fees subject to a maximum of two clubs.

(h) Other Benefits

(i) Free use of Company car with driver on Company's business.

(ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.



- (iii) Earned/Privilege Leave
On full pay as per rules of the Company.
- (iv) Leave encashment
In accordance with the rules of the Company in this regard at the end of the tenure.

(III) PERFORMANCE PAY

Subject to a maximum of 100% of total salary per annum (Totpa3) as recommended by the Managing Director and approved by the Remuneration Committee, payable in July every year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. J. K. Misra, Director (Corporate) be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter or revise the terms and conditions of the re-appointment or remuneration of Mr. J.K. Misra, Director (Corporate) during the operative period of his re-appointment subject, however, to such sanctions and approvals as may be required as per the provisions of law prevailing at the relevant time."

Item 5: Appointment of Mr C R Ray as Whole-time Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time, Articles of Association of the Company and subject to such consents, approvals and permissions as may be necessary, the approval of the Company be and is hereby accorded to the appointment and payment of following remuneration to Mr C R Ray, who was appointed by the Board of Directors as Whole-time Director of the Company for a period of 3 years effective from the date of approval of security clearance from Ministry of Civil Aviation, Govt of India on the following terms & conditions.

(I) SALARY :

Rs.3,00,000/- (Rupees Three Lac only) per month.

(II) PERQUISITES:

- (a) House Rent Allowance

25% of salary under (I) above.

- (b) Personal Pay

Rs.1,20,833/- (Rupees One Lac Twenty Thousand Eight Hundred Thirty Three only) per month.

- (c) Transport Allowance

Rs.800/- (Rupees eight hundred only) per month.

- (d) Medical Reimbursement

Reimbursement of expenses incurred for self and family subject to a limit of Rs.15,000/- per annum as per rules of the Company.



(e) Leave Travel Concession

For self and family as per rules of the Company.

(f) Other Benefits

(i) Free use of Company car with driver on Company's business.

(ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.

(iii) Earned/Privilege Leave
On full pay as per rules of the Company.

(iv) Leave encashment

In accordance with the rules of the Company in this regard at the end of the tenure.

(III) PERFORMANCE PAY

Subject to a maximum of 20% of total salary per annum (Totpa3) as recommended by the Managing Director and approved by the Remuneration Committee, payable in July every year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. C R Ray, Whole-time Director be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter or revise the terms and conditions of the appointment or remuneration of Mr. C R Ray, Whole-time Director during the operative period of his appointment subject, however, to such sanctions and approvals as may be required as per the provisions of law prevailing at the relevant time."

Item 6: Fixation of payment of commission to Independent Directors

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding 0.5% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956 subject to a maximum of Rs.35,00,000/- be paid to and distributed equally amongst the Independent Directors of the Company and such payments shall be made out of the profits of the Company of each year for a period of three years commencing from 1st April, 2012."

The proceedings were terminated with a vote of thanks to the Chair.

Date: 26th December, 2012

Place: Bhubaneswar

Chairman of the Meeting


For Indian Metals & Ferro Alloys Ltd.

(Prem Khandwal)
CFO & Company Secretary