



INDIAN METALS & FERRO ALLOYS LIMITED
Regd. Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751 010(Odisha)
Phone: +91 674 3051000,2580100; Fax: +91 674 2580020, 2580145
Email: mail@imfa.in; Website: www.imfa.in
CIN: L27101OR1961PLC000428

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

Members are requested to carefully read the instructions printed on the Postal Ballot Form (the "Form") enclosed with the Notice and return the duly completed Form, in original, in the enclosed self-addressed envelope, so as to reach the Scrutinizer on or before close of business hours on 22nd August 2014, the last date for the receipt of the completed Forms.

Resolution:

Special Resolution authorising the Board of Directors to mortgage/pledge/hypothecate and/or create security on assets of the Company to secure any loan taken/to be taken by the Company.

To consider and, if thought fit, to give ASSENT/DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors to sell, lease, mortgage, hypothecate and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s)/Agent(s) and Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding/subsidiary/affiliate/associate company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly Convertible Bonds/Debentures/warrants and/or Non Convertible Debentures with or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trust(s)/Trustee(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the creation of such security, sign and execute agreements/documents/writings as may be required in connection with the above and make and accept amendments, if any thereto, do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution and delegate all or any of the powers herein conferred to any Committee of Directors of the Company."

**By Order of the Board
For Indian Metals and Ferro Alloys Limited**

**Bhubaneswar
20th May, 2014**

**Sd/-
(Prem Khandelwal)
CFO & Company Secretary**

Notes:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out all material facts and the reasons for the special resolution as set forth above, is appended herewith. Members may also note that the Postal Ballot Notice also is available on the Company's website www.imfa.in .
2. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 14th July 2014.
3. The Company has appointed Mr Sourjya Prakash Mohapatra, a Practicing Chartered Accountant as Scrutinizer for the purpose of this Postal Ballot Process. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 22nd August 2014. **Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.**
4. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, 2nd & 4th Saturdays between 11.00 AM and 1.00 PM up to the last date of receiving the Postal Ballot Form.
5. In compliance with provisions of Section 110 of the Companies Act,2013 read with Companies (Management and Administration) Rule,2014 the Company is offering e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depositories Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

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

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

- (i) Open e-mail and open PDF file viz; "IMFA e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch Internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Indian Metals & Ferro Alloys Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sourjya_biswajit@yahoo.com with a copy marked to evoting@nsdl.co.in.

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

- (i) Initial password along with user ID and EVEN is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
6. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsd.com or seek duplicate Postal Ballot Form from the Registered Office of the Company, fill in the details and send the same to the Scrutinizer.
7. **Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.**
8. **Members can cast their vote on line from 24th July 2014 (10.00 AM) and ends on 22nd August 2014 (6.00 PM)**
9. The voting period ends on the close of Friday, the 22nd August 2014 (6.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.

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

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The members of the Company had approved by way of ordinary resolution through postal ballot under section 293(1)(a) and other applicable provisions of the erstwhile Companies Act, 1956 authorising the Board of Directors to mortgage/pledge/hypothecate and/or create security on assets of the Company to secure any loan taken/to be taken by the Company. However, In accordance with the provision of section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal by way of mortgage, charge etc. of the whole or any part of the undertaking(s) of the company requires the approval of the Members by way of Special Resolution.

In terms of Section 110 of the Companies Act, 2013 and rules made there under, the above resolution has to be approved by the members through Postal Ballot. It is therefore, necessary for members to pass a special resolution under section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as set out in this Notice to enable the Board of Directors to mortgage/pledge/hypothecate and/or create security on assets of the Company to secure any loan taken/to be taken by the Company.

The Board of Directors recommends the proposed resolution for approval of the members.

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in this Notice.

**By Order of the Board
For Indian Metals and Ferro Alloys Limited**

**Sd/-
(Prem Khandelwal)
CFO & Company Secretary**

**Bhubaneswar
20th May, 2014**



INDIAN METALS & FERRO ALLOYS LIMITED

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

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

CIN: L27101OR1961PLC000428

Sr. No.

POSTAL BALLOT FORM

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

- 1 Name(s) of member(s)/ Beneficial holder(s) (including Joint holders, if any) (in block letters) :
- 2 Registered address of the sole / first-named member / Beneficial holder(s) :
- 3 Registered Folio No./ DP ID No. & Client ID No.* (Applicable to Members holding share(s) in dematerialized form) :
- 4 No. of Share(s) held :
- 5 I/We hereby exercise my/our vote in respect of the following Special Resolution(s) to be passed through postal ballot for the business stated in the Notice dated 20th May, 2014 of the Company by sending my/our assent or dissent to the said Special Resolution(s), by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description	Number of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create security on assets of the Company to secure any loan taken/to be taken by the Company.			

Place :

Date :

(Signature of the member)

Notes : 1. Please read the instructions carefully, mentioned overleaf, before completing this form.

2. Please note that the last date for receipt of postal ballot by the Scrutinizer is 22nd August 2014 (6.00 p.m.).

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password

INSTRUCTIONS

- 1 Members desiring to exercise their vote by postal ballot may complete this form in all respects and send it (in original) to the Scrutinizer in the accompanying self-addressed business reply envelope in such a manner, so as to reach the Scrutinizer on or before 22nd August 2014. The postage shall be borne and paid by the Company. Incomplete/unsigned forms shall be rejected. A proxy shall not exercise the Postal Ballot.
- 2 Voting period commences from 24th July 2014 (10.00 a.m.) and ends on 22nd August, 2014 (6.00 p.m.).
- 3 The form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. In case of shares held by bodies corporate, Postal Ballot Form signed in the representative capacity must be accompanied by a certified copy of the Board resolution / other authority / power of attorney or other relevant supporting documents, otherwise the same may be liable for rejection.
- 4 Assent or dissent to the proposed special resolution(s) 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.
- 5 The members may request for a duplicate Form, if so required. However, the duly completed duplicate Form should reach the Scrutinizer not later than the date as set forth in item No.1 above.
- 6 The Company has appointed Mr. Sourjya Prakash Mohapatra, a Practicing Chartered Accountant as Scrutinizer for the purpose of this Postal Ballot Process. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 22nd August 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
- 7 The Scrutinizer's decision on the validity of this postal ballot shall be final.
- 8 Upon receipt of Scrutinizer's report, the result of this Postal Ballot shall be announced by the Chairman of the Company or in his absence by any other person, so authorised by the Chairman on 27th August 2014 at 3.00 PM at the Registered Office of the Company at IMFA Building, Bomikhal, P.O.Rasulgarh, Bhubaneswar, Odisha and displayed along with the Scrutinizer's Report on the Company's website www.imfa.in and also on the website of NSDL and by way of intimation to the Stock Exchanges on which the Company is listed. The date of declaration of results shall be deemed to be the date of passing the said resolution.
- 9 Members are requested not to send any other paper along with the Postal Ballot form. They are requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
- 10 The Company is pleased to offer 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. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.