Date of the AGM: 22rd July, 2014

Total number of shareholders on the Book Closure Date: 39769

No. of Shareholders present in the meeting either in person or through proxy (including Authorised Representative) :

Shareholders	in Person	Ргоху	Total
Promoter and Promoter Group	10	•	10
Public	31	•	31

No. of Shareholders attended the meeting through Video Conferencing: No Video Conferencing facility was made available to the shareholders.

Details of the Agenda:

Promoter/Public No. of shares held Nof votes polled on outstanding shares (1) (2) (2) (1) (2) (1) (2) (1) (2) (1) (2) (1) (1) (2) (1) (1) (2) (1						
Resolution No.1: To receive, consider and adopt Statement of Profit and Loss for the year ended or Resolution Required: Ordinary Promoter and Promoter Group Public - Institutional holders Public - Others Promoter and Promoter Group 14508 Public - Institutional holders Public - Institutional holders Public - Institutional holders Public - Institutional holders Public - Others 2886:	es held Nof votes polled	% of votes polied on	No. of votes in favour	No. of votes against	No. of votes against % of votes in favour	% of votes against
Resolution No.T: lo receive, consider and adopt Statement of Profit and Loss for the year ended or Resolution Required: Ordinary Promoter and Promoter Group Public - Institutional holders Total (A) Promoter and Promoter Group Promoter and Promoter Group Promoter and Promoter Group Public - Institutional holders - 24986 Public - Others Total (B) 142802	(2)	(3) = [(2)/(1)]*100	(4)	(6)	on votes poiled (6) ≈ [(4)/(2)]*100	on votes polled $(7) = \{(5)/(2)\}^{4}100$
Promoter Group tional holders ional holders	the Financial Statements of t n that date together with the F	the Company for the year e Reports of the Directors and		noluding Audited Balar	ncluding Audited Balance Sheet as at 31* March, 2014 and the	arch, 2014 and the
Promoter Group tional holders Promoter Group ional holders		Mode of voting (E-voting)	oting)			
Promoter Group	1	•		,		
Yomoter Group	38 2354538	100	226,4526			
Promoter Group	+		2004000		100	0,00
Promoter Group	99 145089	100	145086	3	99.999	0.001
Fromoter Group	27 2499627	100	2499624	3	99.999	0.001
Promoter Group iional holders						
Promoter Group		Mode of voting (Poll)	olt)			
ional holders	84 13991584	100	13991584	•	100	0
		100	•	•	•	5
	24 288624	100	288624	,	100	0
	08 14280208	100	14280208	•	100	0
16779835	35 16779835	188	16779832	3	99,999	0.001

For Indian Metals & Ferro Alioys Ltd.

(Prem Khandelwal)
CFO & Company Scoretary

Promoter/Public	No. of shares held	Nof votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	*	% of votes against
	3	(2)	(3) = $[(2)/(1)]^*100$	(4)	(5)	(6) = $[(4)/(2)]^*100$	on votes polied $(7) = [(5)/(2)]^*100$
Resolution No.2: To declare Dividend of 30% (Rs 3/- per share) on the lequity share of the Company for the FY 2013-14 Resolution Required: Ordinary	end of 30% (Rs 3/- per	share) on the equity:	share of the Company for	the FY 2013-14.			
			Mode of voting (E-voting)	oting)			
Promoter and Promoter Group		•		•	1	•	•
Public - Institutional holders	2354538	2354538	100	2354538	•	18	0.00
Public - Others	145089	145089	100	145086	ယ	99.999	0.001
Total (A)	2499627	2499627	100	2499624	3	99.999	0.001
	:						
			Mode of voting (Poll)	olf)			
Promoter and Promoter Group	13991584	13991584	100	13991584	•	100	0
Public - Institutional holders	•	•	100	•	•	1	0
Public - Others	288624	288624	100	288624	1	100	0
Total (B)	14280208	14280208	100	14280208	•	100	0
Result (A+B)	16779836	16779835	100	16779832	3	99,999	0.001
Resolution No.3: To appoint a Director in place of Mr Alexius Markus Amrein (holding DIN: 00529345) who retires by rotation and, Resolution Required: Ordinary	octor in place of Mr Ale	xius Markus Amrein (h	olding DIN: 00529345) w	ho retires by rotation and	d, being eligible, offers	being eligible, offers himself for re-appointment	nent.
			Mode of voting (E-voting)	oting)			
Promoter and Promoter Group	•	•	•	•			•
Public - Institutional holders	2354538	2354538	100	2342662	11876	99.495	0.505
Public - Others	145082	145082	100	349	144733	0.240	99,760
Total (A)	2499620	2499620	100	2343011	156609	93.736	6.265
			Mode of voting (Poll)	081)			
Promoter and Promoter Group	13991584	13991584	100	13991584	•	100	0
Public - Institutional holders	•	4	100	1	•	•	0
Public - Others	288624	288624	100	288624	1	100	0
	100000	100000	Ì	4400000		100	•

Result (A+B)

99.067

0.001	666.86	-					
		131	16779697	100	16779828	16779828	Result (A+B)
3	100	•	14280208	100	14280208	80709741	
0	100	•	288624	100	288624	200024	Total (R)
0		*	•	166		2000	Public - Others
0	100	1	1001.004	8		•	Public - Institutional holders
			-	100	13891584	13991584	Promoter and Promoter Group
				Mode of voting (Poll)			
0,000	40.000						
2005	766 66	131	2499489	100	2499620	2499620	(A)
000	99.910	131	144951	100	145082	145082	Total (a)
,	100	•	2354538	100	4334538	4,00000	District Office
•	•					0537350	Public - Institutional holders
			/Rus	(Runo. =) 6	•		Promoter and Promoter Group
				Mode of water (F			
			for.	as an Independent Direc	lding DIN: 00173775)	hir Prakash Mathur (ho	Resolution No.5 : To appoint Mr Sudhir Prakash Mathur (holding DIN: 00173775) as an Independent Director Resolution Required: Ordinary
0.001	RRR'RR						
		3	16779832	100	16779836	16779836	Result (A+8)
0	100		80708741	100			
D	ĩ				14280208	14280208	Total (B)
			288624	18	288624	288624	Public - Others
, ,				100	•		rubiic - institutional noiders
5	188	•	13991584	100	13991584	13891584	District and Formate Group
				Mode of voting (Poil)			Promoter and Drawnian A
0.007	40.000						
0.00	99 990	u	2499624	100	2499627	2499627	Total (A)
3	99 999	ω	145086	100	145089	145089	Public - Others
	3	•	2354538	100	2354538	2354538	Public - Institutional holders
	•	•	•	•		,	Promoter and Promoter Group
			ting)	Mode of voting (E-voting)			
nnual General	ນnclusion of this 52™ Al	y, to hold office from the conclusion of this 52 rd Annual General	itors of the Company, toors of the Company.	a Regn.No.103523W), Audited by the Board of Direct	ed Accountants (Firm remuneration to be fi	General Meeting on a	Meeting till conclusion of 57 th Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company. Resolution Required: Ordinary
$(7) = [(5)/(2)]^{-100}$	(8) = [(4)/(2)]*100	(5)	(4)	$(3) = [(2)/(1)]^{n}100$	(2)	(3)	Resolution No. 4 . To appoint Mic L
% of votes against	% of votes in favour	No. of votes against	No. of votes in favour	outstanding shares	(a)		
				B/ 14	Not votes polled	No. of shares held	Promoter/Public

0	100						
	160	•	288624	100	288624	288624	Public - Others
0	100			100		4	Public - Institutional holders
0	-		13991584	100	13991584	13991584	Promoter and Promoter Group
			oll)	Mode of voting (Poll)			
0.001	99,999	15	2499592	100	2499607	2499607	Total (A)
0.001	99.999	15	145054	100	145069	145069	Public - Others
	100		2354538	100	2354538	2354538	Public - Institutional holders
	,		,			•	Promoter and Promoter Group
aggregate of the	crore) in excess of the	s twenty five hundred	oto Rs 2500 crore (Rupes	13 for borrowing money upto Rs	e Companies Act, 201	Section 180(1)(c) of the	Resolution No.7: Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs 2500 crore (Rupees twenty five hundred crore) in excess of the aggregate of the Resolution Required: Special
0.001	86666	128	16779699	100	16779827	16779827	Result (A+B)
0	100		14280208	100	14280208	14280208	Total (B)
	8	,	288624	100	288624	288624	Public - Others
	•			100		•	Public - Institutional holders
, c	8		13991584	100	13991584	13991584	Promoter and Promoter Group
			'oll)	Mode of voting (Poll)			
		140	1.846.847	100	2499619	2499619	Total (A)
0.005	00.002	128	144963	100	145081	145081	Public - Others
20 '	3		2354538	100	2354538	2354538	Public - Institutional holders
	3			•	•	•	Promoter and Promoter Group
			oting)	Mode of voting (E-voting)			
			int Director.	921688) as an independe	hury (holding DIN: 01	ral Shankar Roychowd	Resolution No.6 : To appoint General Shankar Roychowdhury (holding DIN: 01921688) as an Independent Director.
$(7) = [(5)(2)]^{-100}$	(6) = [(4)/(2)]*100	(5)	(4)	(3) = [(2)(1)]*100	(2)	(1)	
Oll Actes Police	on votes polled			- reterending shares			T. CHICAGO: Square

開

Promoter/Public	No. of shares held	Nof votes polled	% of votes polled on	No. of votes in favour	No. of votes against	No. of votes against % of votes in favour	% of votes against
	(1)	(2)	(3) =[(2)/(1)]*100	(4)	(9)	on votes polled (6) = [(4)/(2)]*100	on votes polled (7) = [(5)/(2)]*100
Resolution No.8: Approval of remuneration of Cost Auditors Resolution Regulred: Ordinary	neration of Cost Audito	3.					
			Mode of voting (E-voting)	oting)			
Promoter and Promoter Group	•	•	ě	•	•	•	
Public - Institutional holders	2354538	2354538	100	2354538	•	3	
						100	
Public - Others	145089	145089	198	145083	Ø	99.999	0.001
Total (A)	2499627	2499627	100	2499621	6	98.999	0.001
			Mode of voting (Poli)	off)			
Promoter and Promoter Group	13991584	13991584	100	13991584	•	100	0
Public - Institutional holders	•	1	100	•	•		٥
Public - Others	288624	288624	100	288624		100	0
5	14280208	14280208	100	14280208	•	100	0
Total (15)							
Total (B)							

For Indian Metals & Feiro Alloys Ltd.

(Prem Wandelwai)

REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Indian Metals & Ferro Alloys Limited
IMFA Building
Bomikhal, Rasulgarh
Bhubaneswar – 751010
Odisha
Dear Sir,

I Sourjya Prakash Mohapatra, Practicing Chartered Accountant, Plot No. A/23, Sahid Nagar, Bhubaneswar-751007, Odisha appointed as Scrutinizer(s) by the Board of Directors of Indian Metals & Ferro Alloys Limited (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolution(s), at the 52nd Annual General Meeting of the Equity Shareholders of Company to be held on 22nd July,2014 at 3.00 p.m at the Registered office of the company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha, submit our report as under

- 1. In accordance with the Notice of the 52nd Annual General Meeting sent to the shareholders the e-voting opened at 9.00 AM (IST) on 16th July 2014 and remained open up to 6.00 PM(IST) on 18th July 2014
- The equity Shareholders holding shares as on 13th June 2014 "cut off date" were entitle to vote on the resolutions stated in the Notice of the 52nd Annual General Meeting of the Company
- 3. The votes were unblocked around 1.30 PM on 19th July 2014 in the presence of two witnesses Mr Sekh Arif residing at Plot No-226 Usman Manzil, Kantilo, Sundarpada, Bhubaneswar, Odisha and Mr Bishnu Charan Pradhan residing at Flat No-S104, Angel Great, Kannan Vihar PH2, Patia, C S Pur, Bhubaneswar, Odisha who are not in the employment of the Company, and who have signed below as witness to the unblocking of votes.
- The e-voting results/lis of equity shareholders who voted "for" and "Against" were downloaded from (http/www.evoting.nsdl.com) and the same are being handed over to the chairman.(Annexure-A)
- 5. The result of the Poll is as under:

ORDINARY BUSINESS:

Resolution ~ 1: Ordinary Resolution

"RESOLVED THAT the Financial Statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted.

i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
28	2499624	99.999

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
1	3	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

Resolution - 2: Ordinary Resolution

"RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company, a dividend of Rs 3/- per share on the fully paid equity shares of the Company be declared and the said dividend be payable to all the shareholders whose names appear in the Register of Members as on 14th July 2014."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
28	2499624	99.999

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
1	3	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

Resolution - 3: Ordinary Resolution

"RESOLVED THAT Mr Alexius Markus Amrein (holding DIN:00529345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
22	2343011	93.735

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
6	156609	6.265

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

Resolution - 4: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s Haribhakti & Co., Chartered Accountants (Firm Registration No.103523W), be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this 52nd Annual General Meeting till conclusion of the 57th Annual General Meeting of the Company (subject to ratification of appointment by the members at every AGM held after this AGM) on a remuneration to be determined by the Board of Directors."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
28	2499624	99.999

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
1	3	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

SPECIAL BUSINESS:

Resolution - 5: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Sudhir Prakash Mathur (holding DIN.00173775), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31st March 2019."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	2499489	99.995

(ii) Voted against the resolution:

Number of voting through system	members electronic	Number of votes cast in against of resolution	% of total number of valid votes cast
3		131	0.005

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

Resolution - 6: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, General Shankar Roychowdhury (holding DIN.01921688), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31st March 2019."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
26	2499491	99.995

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
2	128	0.005

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	112592

Resolution - 7: Special Resolution

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crores (Rupees twenty five hundred crores only)."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
24	2499592	99.999

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in against of resolution	% of total number of valid votes cast
4	15	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid		Total number of votes cast by them	
1	1	112592	

Resolution - 8: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s.S.S. Sonthalia & Co, Cost Accountants as Cost Auditor of the Company for the Financial Year 2014-15 on a remuneration of Rs 55,000 (Rupees Fifty Five Thosand only) plus service tax be and is hereby ratified."

(i) Voted in favour of the resolution:

Number of members voting through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
27	2499621	99.999

(ii) Voted against the resolution:

Number of members voting through electronic system	Number of votes cast in	% of total number of valid votes cast
2	6	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	
1	112592	

All relevant records of electronic voting will remain in our safe custody until
the Chairman considers, approves and signs the minutes of the 52nd Annual
General Meeting and the same shall be handed over thereafter to the
Chairman/ Company Secretary for safe keeping.

Thanking you, Yours faithfully,

Sourjya Prakash Mohapatra (FCA)

Sahid Nagar Bhubaneswar Odisha

Place:Bhubaneswar Dated:19th July, 2014

Place:Bhubaneswar

Dated:19th July, 2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (http://www.evoting.nsdl.com) in our presence at 1.30 PM on 19th July, 2014.

(**Sekh Arif)** Plot No-226

Usman Manzil, Kantilo, Sundarpada, Bhubaneswar, Odisha B.c. foadhan (Bishnu Charan Pradhan)

Flat No-S104, Angel Great, Kannan Vihar PH2, Patia, C S Pur, Bhubaneswar, Odisha

ome	e-Voting	User Profile	News&Results Lag	nut .	
e-Voting	.2				
iew/Authoriza	e-Voting Results				
SIN Name	: INDIAN H	ETALS & FERRO ALLOYS	LTD. EQ		-
VEN	: 100365		ISIN	- Incorporation	
esolution File	: <u>Pownford f</u>	Tile	Logo File	: INE919H01018 : <u>Download File</u>	
ecord Date	¹ 2014-06-13	3	Voting Start	: 2014-07-16	
oting End Date	2014-07-18	3		: 2014-07-22	
			Date		
esolution	: ADOPTION OF	THE AUDITED FINANCIA	L STATEMENTS ALONG WT	TH AUDITORS AND DIRECTO	RS REPORT
escription	19 7HE 640MCP 50214 PM	Pleanciel Statuments of the Comp. cluding Audited Balance Short as a	A Start Mooreh Stitch and A.		
	the Reports of the providers	will and Late for the year ended or Mrsches and the Auditors to organ I and advantal	that date together with he and are hereby	I/We Assent To The Resolution(For/Yes/	2622125,000
			i	T/We Dispart To The	T
	Ī		Ų	Resolution(Agelest/ No)	3.600
-solution	L				
escription	: DECLARATION	enabl tit is oner with at without	nedficetionts), the		
	sollowing resultable	as an Ordinory Resolution	^	I/We Aspent to the	
	of the Campany, a d	ranet in recommendations made b foldend of the 3/- per state on the fockers? and the said dividual he p minus appear in the Register of b	y the Search of Directors fully paid equity shows	Resolution(For/ Yes/ Favour)	2012216.000
	2014.	minum appear in the Register of h	termbure as on 14th July	1/We Dissent To The Reselection(Against/ No)	3.000
			~		<u> </u>
solution	: RE-APPOINTME	NY OF HR ALEXTUS HAR	KUS AMRÉIN AS DIRECTO	t	
escription	To consider and P to	ought fit in page with or seltiment of the ent Ordinary Repolation:			
	POM MED THAT HE A		0:00529345) mbm malines	I/We Assest to the Resolution(For/Yes/	
	parata in absorping	g allgible offers blossell for re-up- re-Director of this Company.	eleterrant, by and is	Feyour)	3455603.060
	. !			I/We Dissent to The Resolution(Against/ No)	155409.000
	Ĺ <u></u>				
solution scription	: APPOINTMENT			•	
	differential reportations	ought fit to year with ar without w or to Griffmary Panninglings	nodification(s), the		
	Participant If my, of	ought fit to pean with at without we to differely plants the providing of section 2 the providing of section 2 the companion Act, 2022 and the c., Christman december (Fries Respirator to the Companion Act, 2022 and the control of the Companion at the Companion at the Companion of challenges of the Companion of publication.	who made the square,	I/We Asset To The Resetation(For/ Yes/	2612216.000
	he and you becaly as from the conclusion	printed us the Auditors of the Cost of this S2nd Austral Seneral Heat	apany, to hold the office by Witconclusion of the	J/We Diseast To Yes	3.000
	appearate by the s	NAMED IN COLUMN TWO IS NOT THE OWNER.	Maria de de la compansión de la compansi	Resolution(Against/ for)	3.004
solution		interrelated by the Beard of Circuit.	MATHUR AS AN INDEPEN	hear between	
scription	To consider and H to	ought fit to years with ar whileast a	sedification(s), tim	DEM: DIRECTOR	
		er on ordinary scannings		I/We Assent To The	
	other applicable pro-	mak to the provisions of micigal 1- delaws of the Companies Act, 2012 6 Jan Milistery see Alfred Service	ond the rates wade	Resolution(For/ Yes/ Parour)	2612081.806
		by rintainry and discribents) or ca) rand with Schoolds IV of his Co or (holding DER. 601 73775), Indep		I/We Dissent to The Resolution(Against/ No)	131.006
		by retailen at the enough Assus Company line received a police in			
solution			OYCHOWDHURY AS AN IN	DEPENDENT DIRECTOR	
scription	To concider and If the following repolation :	reght fil to pass with or without m It im Ordinary Roselution:	addication(s), the		
	PSOLVED THAT PURSE	unt to the provisions of section 24	9, 159, 152 and may	1/We Assent To The Resolution(For/ Yes/	2612083.000
		hitens of the Composite, Act, 2013 y any Materiany simelliculino(a) in m) read with Scinedule IV of the Co		1/We Dissent To The	
-	General Sheeter Ray	chowdhory (holding DIN.0192168 nov who retires for minites, of the	1) Indiameter	Resolution(Against/ No)	120.000
	Annual and to tender	et of urbane the Conspany has recal	red a metica in writing		
		BORROWING POWER			
	and alice) and any see	on ablacemen handament on the Co	reporter Sct, 2013 and		
)	and is barney accomin	t the time being in force), the cour of in the financial Chambers to be	rent of the Company by	I/We Assest To The Resolution(For/ Yes/	2612184.000
/	provided that the last	poid up shore capital and free rese of omeson, becoming and national	and the same named of the same (198)	2/We Dispert To The	25.000
	Seators in the seator	limes shoulened/to be abbalised for ry course of business, shell not be y five busined crores only).	ma tina Commonwa	Reselution(Applicat/ No)	45,490
olution :		HE REMUNERATION OF T	HE COST AUDITORS		
	To combine and if the	whit let to over with - white-	odification(s), the		
	security Control of	e an Ordinary Resolution:	^ 34	I/We Assent To The	
	PROPERTY DESCRIPTION OF THE PERSON NAMED IN COLUMN 1	ent to the provisions of saction 1.4 of the Companies Act, 2013 and to any statutary madification(s) or s	or refer made	Resolution(For/ Yes/ Fayour)	2612213.000
	ment beind & Jose	s) the appointment of M/s,5.5, Sc haditer of the Common for the Fin	mithelie & Ca, Cust (15)	I/We Dissent To The Resolution (Appliest/ No)	6.000
	a removeration of Re	55,000 (Rupees Fifty Five Thousay	nd only) phys service that	Process and the state of the st	
	be and is hereby ratiff	<u>ed</u>			

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Indian Metals & Ferro Alloys Limited
Bomikhal, Rasulgarh
Bhubaneswar - 751010
Odisha

52nd Annual General Meeting of the Equity Shareholders of Indian Metals & Ferro Alloys Limited held on 22nd July,2014 at 3.00 PM at the Registered office of the Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010, Odisha, India.

Dear Sir,

I Sourjya Prakash Mohapatra, a Practicing Chartered Accountant, Plot No A/23, Sahid Nagar, Bhubaneswar-751007, Odisha appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 52nd Annual General Meeting of the Equity Shareholders of Indian Metals & Ferro Alloys Limited held on 22[™] July, 2014 at 3.00 PM at the Registered office of the Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar − 751010, Odisha, submit my report as under:

- After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
- I did not find any poll papers invalid
- 4. The result of the Poll is as under:

Resolutions

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2013-14 ALONG WITH AUDITORS & DIRECTORS REPORT (Ordinary Resolution)

"RESOLVED THAT the Financial Statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO.2: DECLARATION OF DIVIDEND (Ordinary Resolution)

"RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company, a dividend of Rs 3/- per share on the fully paid equity shares of the Company be declared and the said dividend be payable to all the shareholders whose names appear in the Register of Members as on 14th July 2014."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0 .	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO.3: RE-APPOINTMENT OF MR ALEXIUS MARKUS AMREIN AS DIRECTOR (Ordinary Resolution)

"RESOLVED THAT Mr Alexius Markus Amrein (holding DIN:00529345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0 ·	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
. 0	0

ITEM NO.4: APPOINTMENT OF M/S HARIBHAKTI & CO., CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY ON A REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE COMPANY. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s Haribhakti & Co., Chartered Accountants (Firm Registration No.103523W), be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this 52nd Annual General Meeting till conclusion of the 57th Annual General Meeting of the Company (subject to ratification of appointment by the members at every AGM held after this AGM) on a remuneration to be determined by the Board of Directors."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0 -	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

SPECIAL BUSINESS:

ITEM NO.5: APPOINTMENT OF MR SUDHIR PRAKASH MATHUR AS AN INDEPENDENT DIRECTOR. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Sudhir Prakash Mathur (holding DIN.00173775), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31st March 2019."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO.6: APPOINTMENT OF GENERAL SHANKAR ROYCHOWDHURY AS AN INDEPENDENT DIRECTOR. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, General Shankar Roychowdhury (holding DIN.01921688), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31st March 2019."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



ITEM NO.7: APPROVAL FOR BORROWING UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013. (Special Resolution)

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crores (Rupees twenty five hundred crores only)."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
0	0	

ITEM NO.8: APPROVAL OF THE REMUNERATION OF THE COST AUDITORS. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s.S.S. Sonthalia & Co, Cost Accountants as Cost Auditor of the Company for the Financial Year 2014-15 on a remuneration of Rs 55,000 (Rupees Fifty Five Thosand only) plus service tax be and is hereby ratified."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	14280208	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Sourjya Prakash Mohapatra

FCA 052805

Scrutinizer

Place:Bhubaneswar Dated:22nd July, 2014