

Date of the AGM: 22<sup>nd</sup> 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	Proxy	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 (1)	Not votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 1 : To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including Audited Balance Sheet as at 31<sup>st</sup> 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.</b>							
<b>Resolution Required: Ordinary</b>							

Mode of voting (E-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public – Institutional holders	2354538	2354538	100	2354538	-	100	0.00
Public - Others	145089	145089	100	145086	3	99.999	0.001
<b>Total (A)</b>	<b>2499627</b>	<b>2499627</b>	<b>100</b>	<b>2499624</b>	<b>3</b>	<b>99.999</b>	<b>0.001</b>
Mode of voting (Poll)							
Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public – Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>16779835</b>	<b>16779835</b>	<b>100</b>	<b>16779832</b>	<b>3</b>	<b>99.999</b>	<b>0.001</b>

For Indian Metals & Ferro Alloys Ltd.

(Prem Khandelwal)  
CFO & Company Secretary

Promoter/Public	No. of shares held (1)	Not votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
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Resolution No.2 : To declare Dividend of 30% (Rs 3/- per share) on the equity share of the Company for the FY 2013-14.  
Resolution Required: Ordinary

Mode of voting (E-voting)

Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	2354538	2354538	100	2354538	-	100	0.00
Public - Others	145089	145089	100	145086	3	99.999	0.001
<b>Total (A)</b>	<b>2499627</b>	<b>2499627</b>	<b>100</b>	<b>2499624</b>	<b>3</b>	<b>99.999</b>	<b>0.001</b>

Mode of voting (Poll)

Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public - Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>

<b>Result (A+B)</b>	<b>16779836</b>	<b>16779836</b>	<b>100</b>	<b>16779832</b>	<b>3</b>	<b>99.999</b>	<b>0.001</b>
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Resolution No.3 : To appoint a Director in place of Mr Alexius Markus Amrein (holding DIN- 00529345) who retires by rotation and, being eligible, offers himself for re-appointment.  
Resolution Required: Ordinary

Mode of voting (E-voting)

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
<b>Total (A)</b>	<b>2499620</b>	<b>2499620</b>	<b>100</b>	<b>2343011</b>	<b>156609</b>	<b>93.735</b>	<b>6.265</b>

Mode of voting (Poll)

Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public - Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>

<b>Result (A+B)</b>	<b>16779838</b>	<b>16779828</b>	<b>100</b>	<b>16623219</b>	<b>156609</b>	<b>99.067</b>	<b>0.933</b>
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**Promoter/Public**

No. of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
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**Resolution No. 4 : To appoint M/s. Harishakti & Co, Chartered Accountants (Firm Regn.No.103523VA), Auditors of the Company, to hold office from the conclusion of this 52<sup>nd</sup> Annual General Meeting till conclusion of 57<sup>th</sup> Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company. Resolution Required: Ordinary**

**Mode of voting (E-voting)**

<b>Promoter and Promoter Group</b>	-	-	-	-	-	-
<b>Public – Institutional holders</b>	2354538	2354538	100	2354538	-	100
<b>Public - Others</b>	145089	145089	100	145086	3	99.999
<b>Total (A)</b>	2499627	2499627	100	2499624	3	99.999
<b>Result (A+B)</b>	16779828	16779828	100	16779897	131	99.999

**Mode of voting (Poll)**

<b>Promoter and Promoter Group</b>	13991584	13991584	100	13991584	-	100
<b>Public – Institutional holders</b>	-	-	100	-	-	0
<b>Public - Others</b>	288624	288624	100	288624	-	100
<b>Total (B)</b>	14280208	14280208	100	14280208	-	100
<b>Result (A+B)</b>	16779836	16779836	100	16779832	3	99.999

**Resolution No.5 : To appoint Mr Sudhir Prakash Mathur (holding DIN: 00173775) as an Independent Director. Resolution Required: Ordinary**

**Mode of voting (E-voting)**

<b>Promoter and Promoter Group</b>	-	-	-	-	-	-
<b>Public – Institutional holders</b>	2354538	2354538	100	2354538	-	100
<b>Public - Others</b>	145082	145082	100	144951	131	99.910
<b>Total (A)</b>	2499620	2499620	100	2499489	131	99.995

**Mode of voting (Poll)**

<b>Promoter and Promoter Group</b>	13991584	13991584	100	13991584	-	100
<b>Public – Institutional holders</b>	-	-	100	-	-	0
<b>Public - Others</b>	288624	288624	100	288624	-	100
<b>Total (B)</b>	14280208	14280208	100	14280208	-	100
<b>Result (A+B)</b>	16779828	16779828	100	16779897	131	99.999



Promoter/Public	No. of shares held (1)	Not votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No.6 : To appoint General Shankar Roychowdhury (holding DIN: 01921688) as an Independent Director.</b>							
<b>Resolution Required: Ordinary</b>							
<b>Mode of voting (E-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	2354538	2354538	100	2354538	-	100	-
Public - Others	145081	145081	100	144953	128	98.91	0.09
<b>Total (A)</b>	<b>2499619</b>	<b>2499619</b>	<b>100</b>	<b>2499491</b>	<b>128</b>	<b>99.996</b>	<b>0.005</b>
<b>Mode of voting (Poll)</b>							
Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public - Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>16779827</b>	<b>16779827</b>	<b>100</b>	<b>16779899</b>	<b>128</b>	<b>99.999</b>	<b>0.001</b>
<b>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 paid up share capital and free reserves of the Company.</b>							
<b>Resolution Required: Special</b>							
<b>Mode of voting (E-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	2354538	2354538	100	2354538	-	100	-
Public - Others	145069	145069	100	145054	15	99.999	0.001
<b>Total (A)</b>	<b>2499607</b>	<b>2499607</b>	<b>100</b>	<b>2499592</b>	<b>15</b>	<b>99.999</b>	<b>0.001</b>
<b>Mode of voting (Poll)</b>							
Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public - Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>16779815</b>	<b>16779816</b>	<b>100</b>	<b>16779800</b>	<b>16</b>	<b>99.999</b>	<b>0.001</b>



Promoter/Public	No. of shares held (1)	Not votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No.8 : Approval of remuneration of Cost Auditors.</b>							
<b>Resolution Required: Ordinary</b>							
<b>Mode of voting (E-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	2354538	2354538	100	2354538	-	100	-
Public - Others	145089	145089	100	145083	6	99.999	0.001
<b>Total (A)</b>	<b>2499627</b>	<b>2499627</b>	<b>100</b>	<b>2499621</b>	<b>6</b>	<b>99.999</b>	<b>0.001</b>
<b>Mode of voting (Poll)</b>							
Promoter and Promoter Group	13991584	13991584	100	13991584	-	100	0
Public - Institutional holders	-	-	100	-	-	-	0
Public - Others	288624	288624	100	288624	-	100	0
<b>Total (B)</b>	<b>14280208</b>	<b>14280208</b>	<b>100</b>	<b>14280208</b>	<b>-</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>16779836</b>	<b>16779836</b>	<b>100</b>	<b>16779829</b>	<b>6</b>	<b>99.999</b>	<b>0.001</b>

For Indian Metals & Ferro Alloys Ltd.

(Prem Khandelwal)  
CFO & Company Secretary

**SOURJYA PRAKASH MOHAPATRA**

**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]*

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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 22<sup>nd</sup> 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 16<sup>th</sup> July 2014 and remained open up to 6.00 PM(IST) on 18<sup>th</sup> July 2014
2. The equity Shareholders holding shares as on 13<sup>th</sup> 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 19<sup>th</sup> 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.
4. 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 31<sup>st</sup> March 2014 including Audited Balance Sheet as at 31<sup>st</sup> 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.

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861,  
Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052805.

**SOURJYA PRAKASH MOHAPATRA**

*(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 14<sup>th</sup> 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

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Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052805.

**SOURJYA PRAKASH MOHAPATRA**

**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 re-appointed 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 52<sup>nd</sup> 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

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SOURJYA PRAKASH MOHAPATRA  
Membership No. 052805.



**SOURJYA PRAKASH MOHAPATRA**

(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 31<sup>st</sup> 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 members voting through electronic system	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 31<sup>st</sup> March 2019."

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**SOURJYA PRAKASH MOHAPATRA**

Member since 15/06/11

## SOURJYA PRAKASH MOHAPATRA

(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

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**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052895.

**SOURJYA PRAKASH MOHAPATRA**

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
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 Thousand 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 against of resolution	% 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

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**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052885

**SOURJYA PRAKASH MOHAPATRA**

6. 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: 19<sup>th</sup> 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 19<sup>th</sup> July, 2014.



(Sekh Arif)  
Plot No-226  
Usman Manzil,  
Kantilo,  
Sundarpada,  
Bhubaneswar, Odisha

Place: Bhubaneswar  
Dated: 19<sup>th</sup> July, 2014



(Bishnu Charan Pradhan)  
Flat No-S104,  
Angel Great,  
Kannan Vihar PH2,  
Patia, C S Pur,  
Bhubaneswar, Odisha

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e-Voting

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ISIN Name	INDIAN METALS & FERRO ALLOYS LTD. EQ		
EVEN	100365	ISIN	INE919H01018
Resolution File	<a href="#">Download File</a>	Logo File	<a href="#">Download File</a>
Record Date	2014-06-13	Voting Start Date	2014-07-16
Voting End Date	2014-07-18	Voting Result Date	2014-07-22

Resolution Description	I/We Assent To The Resolution(For/ Yes/ Favour)	I/We Dissent To The Resolution(Against/ No)
<b>ADOPTION OF THE AUDITED FINANCIAL STATEMENTS ALONG WITH AUDITORS AND DIRECTORS REPORT</b> 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.	2612116.000	3.000
<b>DECLARATION OF DIVIDEND</b> To consider and if thought fit to pass with or without modifications, the following resolution as an 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.	2612216.000	3.000
<b>RE-APPOINTMENT OF MR ALEXIUS HARRIS AMREIN AS DIRECTOR</b> To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr Alexius Harris Amrein (holding DIN:00525345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.	3455603.000	136699.000
<b>APPOINTMENT OF AUDITORS</b> To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s. Harshad & Co., Chartered Accountants (Firm Registration No.3058339), 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 53rd 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.	2612216.000	3.000
<b>APPOINTMENT OF MR SUDHIR PRAKASH MATHUR AS AN INDEPENDENT DIRECTOR</b> To consider and if thought fit to pass with or without modification(s), the following resolution as an 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:00172773), 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	2612081.000	131.000
<b>APPOINTMENT OF GENERAL SHANKAR ROYCHOWDHURY AS AN INDEPENDENT DIRECTOR</b> To consider and if thought fit to pass with or without modification(s), the following resolution as an 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:1922468), 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	2612083.000	128.000
<b>APPROVAL FOR BORROWING POWER</b> RESOLVED THAT in supersession of all earlier resolutions and pursuant to section 186(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 amount of the Company be and is hereby accorded to the Board of Directors to borrow money 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/in be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crore (Rupees twenty five hundred crore only).	2612184.000	15.000
<b>APPROVAL OF THE REMUNERATION OF THE COST AUDITORS</b> To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of section 140 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. Sankhala & 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 Thousand only) plus service tax be and is hereby ratified.	2612213.000	6.000

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# SOURJYA PRAKASH MOHAPATRA

**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 22<sup>nd</sup> 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<sup>nd</sup> 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:

1. 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.
2. 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.
3. 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 31<sup>st</sup> March 2014 including Audited Balance Sheet as at 31<sup>st</sup> 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."

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA,INDIA 91 (674) 2549862,2549861,  
Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

  
**SOURJYA PRAKASH MOHAPATRA**  
Member No. 052888

## SOURJYA PRAKASH MOHAPATRA

(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 14<sup>th</sup> 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

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861, Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

SOURJYA PRAKASH MOHAPATRA  
Membership No. 052805.

## SOURJYA PRAKASH MOHAPATRA

(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 re-appointed 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 52<sup>nd</sup> 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."

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861, Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052005.



## SOURJYA PRAKASH MOHAPATRA

(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 31<sup>st</sup> 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

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861,  
Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

SOURJYA PRAKASH MOHAPATRA  
Membership No. 032005.

## SOURJYA PRAKASH MOHAPATRA

(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 31<sup>st</sup> 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

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861, Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

SOURJYA PRAKASH MOHAPATRA  
Member No. 052005.

## SOURJYA PRAKASH MOHAPATRA

### 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."

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861,  
Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

SOURJYA PRAKASH MOHAPATRA  
Membership No. 052905.

## SOURJYA PRAKASH MOHAPATRA

(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

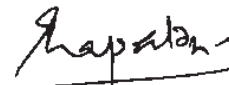
(iii) **Invalid** votes :

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

5. 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.
6. 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: 22<sup>nd</sup> July, 2014

Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861,  
Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

SOURJYA PRAKASH MOHAPATRA  
Member since 01.07.2015.