



## 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

# NOTICE

Notice is hereby given that the 53rd Annual General Meeting (AGM) of the members of INDIAN METALS & FERRO ALLOYS LIMITED will be held at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh, Bhubaneswar - 751010, Odisha on Thursday, the 23rd July, 2015 at 2.30 PM to transact the following business:

### ORDINARY BUSINESS

- 1 To receive, consider and adopt the audited Financial Statement including Consolidated Financial Statement of the Company for the year ended 31st March, 2015 together with the Reports of the Directors and the Auditors thereon.
- 2 To declare Dividend for the FY 2014-15.
- 3 To appoint a Director in place of Mr Jayant Kumar Misra (holding DIN: 00146526) who retires by rotation and, being eligible, offers himself for re-appointment.
- 4 To appoint a Director in place of Mrs Paramita Mahapatra (holding DIN: 00143058) who retires by rotation and, being eligible, offers herself for re-appointment.
- 5 To ratify the appointment of Haribhakti & Co. LLP (Firm Registration No. 103523W) as Auditors of the Company to hold office till the conclusion of 57th Annual General Meeting

### SPECIAL BUSINESS:

#### 6 Appointment of Mr Santosh Nautiyal as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that Mr Santosh Nautiyal, (holding DIN: 01127740), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th August, 2014 under Section 161(1) of the Companies Act, 2013, read with Article 91 of the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company 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, to hold office for five consecutive years upto 27th August, 2019.”

#### 7 Appointment of Mr Debabrata Bandyopadhyay as an Independent Director of the Company.

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 other applicable provisions, if any, 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 Debabrata Bandyopadhyay (holding DIN: 00144440), Independent Director of the Company, 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 upto the conclusion of 54th Annual General Meeting.”

#### 8 Appointment of Mr Nalini Ranjan Mohanty as an Independent Director of the Company.

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 other applicable provisions, if any, 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 Nalini Ranjan Mohanty (holding DIN: 00237732), Independent Director of the Company, 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 upto the conclusion of 54th Annual General Meeting.”

#### 9 Appointment of Major Rabi Narayan Misra (Retd.) as an Independent Director of the Company.

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 other applicable provisions, if any, 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, Major Rabi Narayan Misra (Retd) (holding DIN: 00146138), Independent Director of the Company, 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 up to the conclusion of 54th Annual General Meeting.”

#### 10 Appointment of Dr Satyananda Acharya as an Independent Director of the Company.

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 other applicable provisions, if any, 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, Dr Satyananda Acharya (holding DIN: 00146386), Independent Director of the Company, 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 up to the conclusion of 54th Annual General Meeting.”

#### 11 Remuneration payable to Mrs Shaifalika Panda, a Related Party.

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 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the consent of the Company be and is hereby accorded to revise the remuneration payable to Mrs Shaifalika Panda, Chief of CSR (Special Initiatives) who is related to Dr B Panda, Executive Chairman, Mr Baijayant Panda, Vice-Chairman, Mr Subhrakant Panda, Managing Director and Mrs Paramita Mahapatra, Director of the Company, with effect from 1st April, 2015 on the following terms and conditions :

##### (I) Salary :

₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

##### (II) Perquisites:

###### (a) Personal Pay

₹ 1,26,900/- (Rupees One lakh Twenty Six Thousand Nine Hundred only) per month.

###### (b) Conveyance Allowance

₹ 1600/- (Rupees One Thousand Six Hundred only) per month.

###### (c) Business Related Expenditure

₹ 2,500/- (Rupees Two Thousand Five Hundred only) per month.

###### (d) Goodwill

₹ 12,000/- (Rupees Twelve Thousand only) per annum.

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

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

###### (f) Gratuity

As per provisions of the Payment of Gratuity Act.

###### (g) Medical Reimbursement

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

###### (h) Leave Travel Concession

For self and family as per rules of the Company.

###### (i) Earned/Privilege Leave

On Full pay as per rules of the Company.

###### (j) Leave encashment

In accordance with the rules of the Company.

###### (k) Performance Pay

Subject to a maximum of ₹15,00,000/- (Rupees Fifteen Lakh only) per annum to be decided by Nomination and Remuneration Committee”.

#### 12 Payment of Commission

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, a sum not exceeding 0.5% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013 subject to a maximum of ₹ 50,00,000/- (Rupees fifty lakh only ) be paid to and distributed equally amongst the Non Executive Independent Directors of the Company as commission and such payments shall be made out of the profits of the Company of each year for a period of three years commencing from 1st April, 2015.”

#### 13 Appointment of Cost Auditor

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 148 and other applicable provisions, if any, 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. as Cost Auditor of the Company for FY 2015-16 on a remuneration of ₹ 55,000 (Rupees fifty five thousand only) plus service tax be and is hereby ratified.”

By Order of the Board of Directors  
For Indian Metals & Ferro Alloys Limited

Place: Bhubaneswar  
Date : 14th May, 2015

(Prem Khandelwal)  
CFO & Company Secretary

## NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE SUPPORTED BY PROXY FORM (SENT HEREWITH) WHICH SHOULD BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE.**
  - Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of business mentioned under item 6 to 13 is annexed hereto.
  - Disclosure pursuant to clause 49 of the listing agreement with respect to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting is given in the Annexure.
  - The Register of Members of the Company shall remain closed from 17th July, 2015 to 23rd July, 2015 both days inclusive.
  - Dividend, if declared, will be paid to those Members whose names shall appear on the Register of Members as on 16th July, 2015 in respect of those Shareholders holding the shares in physical form. In respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose as on that date.
  - Members are requested to furnish their Bank Account details, change of address etc. to the Company in respect of shares held in physical form. If the shares are held in electronic form, then the said particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) should be furnished to their respective Depository Participants (DPs).
  - Members holding the shares in electronic mode may please note that their dividend would be paid through Electronic Clearing Services (ECS) wherever available. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.
  - Members who desire to have any information/clarification as regards the audited financial statement for the year ended 31st March, 2015 are requested to write to the Company Secretary at least 7 days before the date of meeting.
  - Members are requested to bring their copy of the Annual Report along with attendance slip (sent herewith).
  - Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 all unclaimed/unpaid dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim. Members who have not yet encashed their dividend warrants for the financial years 2007-08 onwards, are requested to correspond with the Company to make their claims.
- The Ministry of Corporate Affairs (MCA) on 10th May 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on the date of the 52nd Annual General Meeting (AGM) held on 22nd July 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Information" on the Website of the Company viz. [www.imfa.in](http://www.imfa.in).
- Electronic copy of the Notice of the 53rd Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 53rd Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 53rd Annual General Meeting will also be available on the Company's website [www.imfa.in](http://www.imfa.in) for their download.
  - All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 53rd Annual General Meeting of the Company.
  - Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.**
  - The Board recommends Resolutions 1 to 13 above for the approval of the Members.

## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Item No. 6

Mr Santosh Nautiyal (holding DIN: 01127740) was appointed as Additional Director in the capacity of Non Executive Independent Director with effect from 28th August, 2014 under Section 161(1) of the Companies Act, 2013 read with Article 91 of the Articles of Association of the Company.

He holds office up to the date of ensuing Annual General Meeting of the Company and is eligible for re-appointment as Independent Director for five consecutive years upto 27th August, 2019. The Company has received notice under Section 160 of the Companies Act, 2013 proposing his appointment as an Independent Director of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director. Copy of the draft letter of appointment setting out the terms and conditions would be available for inspection without any fee at the Registered Office of the Company during normal business hours on any working day.

Details regarding Mr Santosh Nautiyal and his brief resume are given in the Annexure attached to the Notice. Keeping in view his experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for approval of the members.

Except Mr Santosh Nautiyal, 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 Item No.6.

#### Item No. 7, 8, 9 & 10

Mr Debabrata Bandyopadhyay (holding DIN: 00144440), Mr Nalini Ranjan Mohanty (holding DIN: 00237732), Major Rabi Narayan Misra (Retd) (holding DIN: 00146138) and Dr Satyananda Acharya (holding DIN: 00146386) are the Non-Executive Independent Directors of the Company whose period of office is liable to determination by retirement of directors by rotation under erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 they, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors up to the date of next Annual General Meeting. Notices have been received from the members proposing

their names as candidates for the office of the Director of the Company.

In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors. Copy of the draft letters of appointment setting out the terms and conditions would be available for inspection without any fee at the Registered Office of the Company during normal business hours on any working day.

Details regarding Mr Debabrata Bandyopadhyay, Mr Nalini Ranjan Mohanty, Major Rabi Narayan Misra (Retd) and Dr Satyananda Acharya and their brief resume are given in the Annexure attached to the Notice. Keeping in view their experience and expertise, the Board of Directors recommends the proposed Ordinary Resolutions for approval of the members.

Except Mr Debabrata Bandyopadhyay, Mr Nalini Ranjan Mohanty, Major Rabi Narayan Misra (Retd) and Dr Satyananda Acharya, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in Item No.7,8,9 & 10 respectively.

#### Item No.11

Mrs Shaifalika Panda was appointed as Chief of CSR (Special Initiatives) with effect from 17th July, 2010 on a total remuneration of ₹ 20,69,717/- per annum with a view to bring a greater focus on the Company's CSR & Community Development activities.

Keeping in view her experience of more than 20 years and long association with the Company, the Board recommends the revision in the salary, perquisites and allowances with effect from 1st April, 2015 as recommended by the Nomination and Remuneration Committee and detailed in the Resolution under Item No.11. The proposed remuneration is commensurate with her experience and is in line with industry standards.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under :

(a)	Name of the Related Party	Mrs Shaifalika Panda
(b)	Name of the Director or Key Managerial Personnel who is related	Dr B Panda, Executive Chairman, Mr Bajjayant Panda, Vice-Chairman Mr Subhrakant Panda, Managing Director, and Mrs Paramita Mahapatra, Director.
(c)	Nature of relationship	Daughter in Law of Dr B Panda, Executive Chairman; Sister in Law of Mr Bajjayant Panda, Vice Chairman and Mrs Paramita Mahapatra, Director; Wife of Mr Subhrakant Panda, Managing Director.
(d)	Remuneration	As provided in the Resolution
(e)	Payment Schedule	Monthly
(f)	Nature, material terms and particulars of the arrangement	As provided in the Resolution
(g)	Duration of the contract	Permanent employee (as per rules of the Company).
(h)	Any other information relevant or important for the members to make a decision on the proposed transaction	None

Except Dr B. Panda, Mr Baijayant Panda, Mrs Paramita Mahapatra and Mr Subhrakant Panda, 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 Item No.11.

#### Item No.12

The Board of Directors in their meeting held on 14th May, 2015 have approved the payment of commission to Independent Directors @ 0.5% of the net profits of the Company calculated under the provisions of Section 198 of the Companies Act, 2013 subject to a maximum of ₹ 50,00,000/- ( Rupees fifty lakh only) per annum for a period of three financial years commencing from 1st April, 2015.

Section 197 of the Companies Act, 2013 provides that a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by Special Resolution, authorizes such payment.

Except Mr D Bandyopadhyay, Mr N R Mohanty, Major R N Misra (Retd), Mr S P Mathur, General Shankar Roychowdhury (Retd), Dr S Acharya and Mr S Nautiyal, 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 Item No.12.

The Board recommends the Special Resolution as set out in Item No.12 for approval of the members.

#### Item No.13

The Board of Directors of the Company at their Meeting held on 14th May, 2015 have appointed M/s S. S. Sonthalia & Co. as Cost Auditor of the Company for FY 2015-16 on a remuneration of ₹ 55,000 (Rupees fifty five thousand only) plus service tax .In terms of Section 148(3) of the Companies Act, 2013 the remuneration has to be ratified by the members. It is, therefore, necessary for the members to pass an Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act, 2013 as set out at Item No.13 of the Notice.

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 at Item No.13.

By Order of the Board of Directors  
For Indian Metals & Ferro Alloys Limited

Place: Bhubaneswar  
Date : 14th May, 2015

(Prem Khandelwal)  
CFO & Company Secretary

## ANNEXURE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

<b>1. Mr Jayant Kumar Misra (holding DIN: 00146526)</b>	
Father's Name	Mr Baidyanath Misra
Date of Birth	1st October, 1956
Nationality	Indian
Date of Appointment	28th October, 2006
Qualifications	Degree in Electrical Engineering from erstwhile University of Roorkee (presently IIT Roorkee) and MEP from IIM, Ahmedabad.
Expertise in specific functional areas	Vast and rich experience in the field of ferro alloys, mining, power and corporate management.
Directorships held in other Companies	1 Utkal Power Limited 2 Utkal Coal Limited 3 IMFA Alloys Finlease Limited 4 The Indian Ferro Alloy Producers Association
Member of Committees of the Board	1 Stakeholders Relationship Committee 2 Finance Committee 3 Corporate Social Responsibility Committee
Member of Committees in other Companies	Member of Working Committee and Allotment Committee of Utkal Coal Limited
Shares held in the Company	100
Relationships between Directors inter-se	None

<b>2. Mrs Paramita Mahapatra (holding DIN: 00143058)</b>	
Father's Name	Dr Banshidhar Panda
Date of Birth	19th January, 1965
Nationality	Indian
Date of Appointment	27th May, 1985
Qualifications	Post Graduate in Personnel Management & Labour Welfare from Utkal University with a Gold Medal.
Expertise in specific functional areas	Vast and rich experience in the field of human resources, ferro alloys and corporate management.
Directorships held in other Companies	1 Goal Oriented Advisory & Legal Services Pvt. Ltd 2 B. Panda & Company Pvt. Ltd 3 Paramita Investments & Trading Co. Pvt. Ltd 4 Barabati Investment & Trading Co. Pvt. Ltd 5 K.B. Investments Pvt. Ltd 6 Madhuban Investments Pvt. Ltd 7 Paramita Realtor Pvt. Ltd 8 Odisha Television Ltd 9 UMSL Limited 10 Utkal Housing & Infrastructure Development Ltd 11 Utkal Green Energy Ltd 12 Barunei Farm & Nature Resorts Pvt. Ltd 13 Starone Projects Pvt. Ltd 14 Commercial City Center Pvt. Ltd 15 Utkal Real Estate Pvt Ltd 16 Orissa Coal & Services Pvt. Ltd 17 BP Developers Pvt. Ltd 18 Barabati Realtors Pvt. Ltd 19 W H Brady & Company Limited
Member of Committees of the Board	1 Audit Committee 2 Finance Committee 3 Stakeholders Relationship Committee 4 Corporate Social Responsibility Committee
Member of Committees in other Companies	NIL
Shares held in the Company	2,18,015
Relationships between Directors inter-se	Daughter of Dr B Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda
<b>3. Mr Santosh Nautiyal (holding DIN: 01127740)</b>	
Father's Name	Mr Debi Prasad Nautiyal
Date of Birth	18th July, 1946
Nationality	Indian
Date of Appointment	28th August, 2014
Qualifications	Bachelor's degree in Arts and Master's degree in Political Science from Allahabad University
Expertise in specific functional areas	Vast and rich experience in the field of Steel, consumer affairs, corporate management and administrative services. (former Chairman of National Highways Authority of India).
Directorships held in other Companies	1 ONGC Mangalore Petrochemicals Limited 2 Mangalore Sez Limited
Member of Committees of the Board	NIL
Member of Committees in other Companies	1 Member of Audit Committee, Committe of Directors and Nomination and Remuneration Committee of ONGC Mangalore Petro-chemicals Limited. 2 Member of Audit, HRM, CSR, Business Committees, Nomination and Remuneration Committee of Mangalore Sez Limited.

Shares held in the Company	NIL
Relationships between Directors inter-se	None
<b>4. Mr Debabrata Bandyopadhyay (holding DIN: 00144440)</b>	
Father's Name	Late Debendra Nath Bandyopadhyay
Date of Birth	1st October, 1931
Nationality	Indian
Date of Appointment	28th October, 2006
Qualifications	Post Graduate in Economics from the University of Calcutta.
Expertise in specific functional areas	Vast and rich experience in the field of ferro alloys, mining, power and corporate management.
Directorships held in other Companies	NIL
Member of Committees of the Board	1 Audit Committee 2 Nomination and Remuneration Committee
Member of Committees in other Companies	NIL
Shares held in the Company	NIL
Relationships between Directors inter-se	None
<b>5. Mr Nalini Ranjan Mohanty (holding DIN: 00237732)</b>	
Father's Name	Mr Gaurang Chandra Mohanty
Date of Birth	8th November, 1944
Nationality	Indian
Date of Appointment	7th January, 2005
Qualifications	Mr N R Mohanty was University Topper in Mechanical Engineering from the Regional Engineering College, Rourkela
Expertise in specific functional areas	Vast and rich experience in the field of defence, ferro alloys, mining and corporate management (former Chairman of HAL).
Directorships held in other Companies	1 Dynamatic Technologies Limited 2 JKM Ferrotech Limited 3 JKM Erla Automotive Limited
Member of Committees of the Board	NIL
Member of Committees in other Companies	1 Member of Finance, CSR & Technologies Committees of Dynamatic Technologies Limited 2 Audit and Remuneration Committee of JKM Erla Automotive Limited and JKM Ferrotech Limited
Shares held in the Company	NIL
Relationships between Directors inter-se	None
<b>6 Major Rabi Narayan Misra (Retd) (holding DIN: 00146138)</b>	
Father's Name	Late Lingaraj Misra
Date of Birth	14th March, 1938
Nationality	Indian
Date of Appointment	30th September, 1993
Qualifications	Degree in Engineering (First Class) from the College of Military Engineering, Pune. He has also obtained an MBA Degree (First Class with distinction) from the University of Pune. He is a Fellow Member of the Institution of Engineers (India) as well as a certified Chartered Engineer.
Expertise in specific functional areas	Vast and rich experience in the field of ferro alloys, mining, power and corporate management.

Directorships held in other Companies	1 Ortel Communications Limited 2 Utkal Coal Limited
Member of Committees of the Board	1 Audit Committee 2 Nomination and Remuneration Committee
Member of Committees in other Companies	1 Member of Audit Committee and Nomination and Remuneration Committee of Utkal Coal Limited. 2 Nomination and Remuneration Committee of Ortel Communications Limited.
Shares held in the Company	NIL
Relationships between Directors inter-se	None
<b>7. Dr Satyananda Acharya (holding DIN: 00146386)</b>	
Father's Name	Late Paramananda Acharya
Date of Birth	9th October, 1934
Nationality	Indian
Date of Appointment	27th November, 1987
Qualifications	Post Graduate in Geology, a Gold Medalist and holds a Doctorate Degree in Applied Geology from IIT, Kharagpur.
Expertise in specific functional areas	A well known geologist and an academician having vast and rich experience in the field of mining and corporate management.
Directorships held in other Companies	1 Odisha Mining Corporation Limited
Member of Committees of the Board	1 Audit Committee 2 Nomination and Remuneration Committee 3 Stakeholders Relationship Committee 4 Finance Committee 5 Corporate Social Responsibility(CSR)Committee
Member of Committees in other Companies	Sales & CSR Committee of Odisha Mining Corporation Limited
Shares held in the Company	NIL
Relationships between Directors inter-se	None





## INDIAN METALS & FERRO ALLOYS LIMITED

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

CIN: L27101OR1961PLC000428

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
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Folio No.	
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Client Id*	
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No. of Shares	
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#### NAME AND ADDRESS OF THE MEMBER

I/we hereby record my/our presence at the **53rd Annual General Meeting** of the Company held on Thursday, 23rd July, 2015 at 2.30 P.M. at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh, Bhubaneswar – 751010, Odisha.

\*Applicable for Investors holding shares in electronic form.

\_\_\_\_\_  
Member's/Proxy's Signature





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 CIN: L271P01OR1961PLC000428

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): .....  
 Registered address: .....  
 E-mail Id:.....  
 Folio No./\*Client Id: .....

\*DP Id: .....

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

- (1) Name:..... Address:.....  
 E-mail Id: ..... Signature: ....., or failing him;
- (2) Name:..... Address: .....  
 E-mail Id:..... Signature: ....., or failing him;
- (3) Name:..... Address: .....  
 E-mail Id:..... Signature:..... as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company, to be held on Thursday, 23rd July, 2015 at 2.30p.m. at the Registered Office of the Company at IMFA Building, Bomikhal, PO: Rasulgarh Bhubaneswar – 751010, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional <sup>***</sup>	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements, Report of Directors, and Auditors for the year ended 31st March 2015		
2	Declaration of Dividend on the equity shares		
3	Re-appointment of Mr Jayant Kumar Misra (holding DIN: 00146526), who retires by rotation.		
4	Re-appointment of Mrs Paramita Mahapatra (holding DIN: 00143058) who retires by rotation.		
5	Ratification of appointment of Haribhakti & Co LLP, Chartered Accountants as Auditors of the Company		
<b>Special Business</b>			
6	Appointment of Mr Santosh Nautiyal, (holding DIN: 01127740) as an Independent Director.		
7	Appointment of Mr Debabrata Bandyopadhyay (holding DIN: 00144440) as an Independent Director.		
8	Appointment of Mr Nalini Ranjan Mohanty (holding DIN: 00237732) as an Independent Director.		
9	Appointment of Major Rabi Narayan Misra (Retd) (holding DIN: 00146138) as an Independent Director.		
10	Appointment of Dr Satyananda Acharya (holding DIN: 00146386) as an Independent Director.		
11	Revision in the remuneration payable to Mrs Shaifalika Panda, Chief of CSR (Special Initiatives)		
12	Payment of remuneration to Non Executive Independent Directors		
13	Approval of Remuneration of the Cost Auditors		

Signed this..... day of ..... 2015

Signature of shareholder .....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than ₹ 0.15

\*Applicable for investors holding shares in electronic form.

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting.
- \*\*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above before submission.



## 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: L271P01OR1961PLC000428

Folio No./ DP Id./ Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

### Sub: Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the vote by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited(NSDL). The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9.00 AM (IST) on 20th July, 2015

End of remote e-voting : Up to 5.00 PM (IST) on 22nd July, 2015

The cut-off date (record date) for the purpose of remote e-voting is 16th July, 2015.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 14th May, 2015 for the 53rd Annual General Meeting scheduled to be held on 23rd July, 2015 which is sent herewith for reference. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means. The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.imfa.in.

Bhubaneswar  
14th May, 2015

Yours faithfully,  
For Indian Metals & Ferro Alloys Limited

Prem Khandelwal  
CFO & Company Secretary

**Instructions and other information relating to e-voting are as under**

- 1 **(A) In case a member receives an email from NSDL** (for members whose email IDs are registered with the Company/Depository Participant(s):
  - (i) Open e-mail and open PDF file viz; "IMFA remote e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote 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/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN 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 remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Indian Metals & Ferro Alloys Limited
  - (viii) Now you are ready for remote 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 shareholders (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 to [sourjya\\_biswajit@yahoo.com](mailto:sourjya_biswajit@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (B) In case a member receives physical copy of the Notice of AGM** (for members whose an email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
  - (i) Initial password and User Id as provided overleaf.
  - (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) above to cast vote.
- 2 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads Section of [www.evoting.nsd.com](http://www.evoting.nsd.com). or call on toll free no: 1800-222-990
- 3 If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 4 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).
- 5 The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 6 The remote e-voting period commences on 20th July, 2015 (9.00 am) and ends on 22nd July, 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th July, 2015, may cast their vote electronically. The remote e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 7 The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16th July, 2015.
- 8 The Board of Directors have appointed **Shri Sourjya Prakash Mohapatra**, (Membership No.052805) a **Practicing Chartered Accountant as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 9 Any person, who acquires shares of the Company and became member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 16th July, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor-relation@imfa.in](mailto:investor-relation@imfa.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990
- 10 A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 11 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 12 The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 13 The Results shall be declared on or after the 53rd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.imfa.in](http://www.imfa.in) and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the BSE Limited and NSE Limited.