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Driven by Belief

FORWARD-LOOKING STATEMENTS

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements – written and oral – that we periodically make, contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words, such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Forward focus

ABOUT IMFA

02-09



Chairman's Message	02
Managing Director's Insight	04
We are Broadening Community Care	06

STATUTORY REPORTS

10-52



Corporate Social Responsibility Policy	10
Management Discussion & Analysis	12
Directors' Report	16
Report on Corporate Governance	42

FINANCIAL STATEMENTS

53-118



Standalone

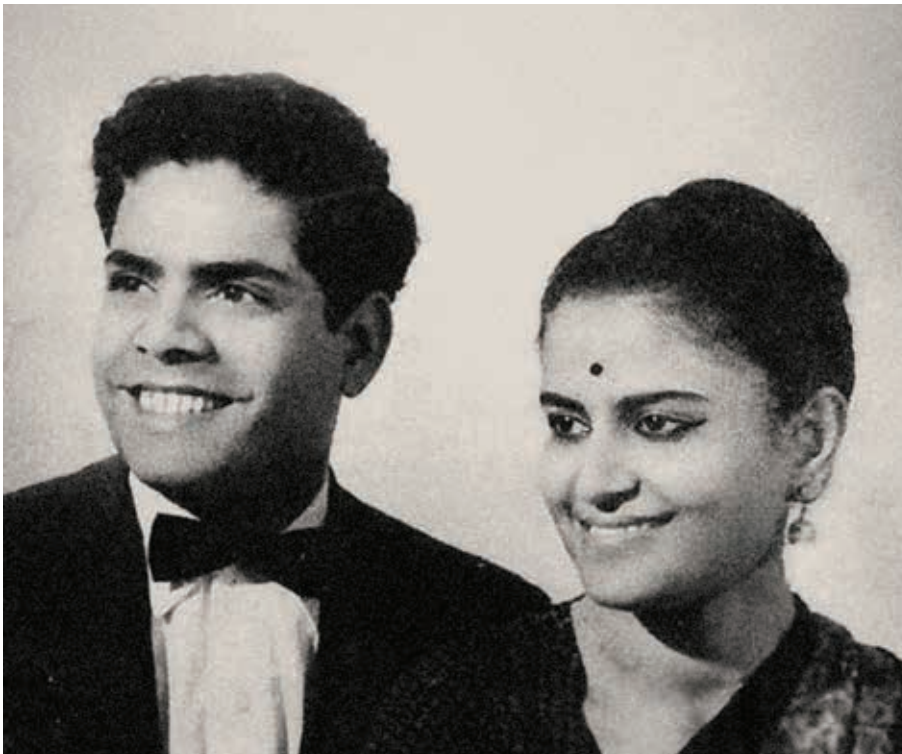
Auditors' Report	54
Balance Sheet	58
Statement of Profit and Loss	59
Cash Flow Statement	60
Notes	61

Consolidated

Auditors' Report	88
Balance Sheet	94
Statement of Profit and Loss	95
Cash Flow Statement	96
Notes	97



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www.imfa.in



Our Inspiration

Dr Bansidhar Panda and Mrs Ila Panda

Chairman's Message



Dr Bansidhar Panda, Executive Chairman

Since inception, our mission has been to create a fundamentally sound business which will withstand the vicissitudes of time and the cyclical nature inherent to commodities.

I believe our core values of Integrity, Pursuit of Excellence, Teamwork and Social Commitment will continue to encourage us to try harder and think smarter even when we are navigating choppy waters.

TODAY, WHAT WE HAVE BECOME IS BECAUSE OF OUR PEOPLE AND I AM CONFIDENT THAT THE MANAGEMENT TEAM HAS THE COURAGE, CALIBRE AND COMMITMENT TO TAKE IMFA TO THE NEXT LEVEL.



Dear Shareholders,

Belief is an important peg... If you believe in something then it is important to stay the course despite any difficulties that come along the way. I have always believed that challenges will come and go if you have a well thought through vision.

Since inception, our mission has been to create a fundamentally sound business which will withstand the vicissitudes of time and the cyclicalities inherent to commodities. I believe our robust business model combined with the potential & dedication of our people has served us well over the years and will continue to do so going ahead.

However, IMFA is more than just a business enterprise. It supports many people and families and helps them realise their potential and be a part of the country's socio-economic development. I believe our core values of Integrity,

Pursuit of Excellence, Teamwork and Social Commitment will continue to encourage us to try harder and think smarter even when we are navigating choppy waters.

Our social commitments are integral to our vision of creating a sustainable business with our interventions in this sphere being spearheaded by the Bansidhar & Ila Panda Foundation. Our country needs a consistent focus on skill development and employability for all and I am happy that we are contributing to this national agenda through our modest means. Health, Safety & Environment (HSE) is another area where the needs of business and society intersect and here too we take great pride in being at the vanguard of regulatory norms.

Today, what we have become is because of our people and I am confident that the management team has the courage,

calibre and commitment to take IMFA to the next level. I am sure you share this feeling and would like to thank all stakeholders for their continued faith in our ability to create value for society at large.

Thank you,

Dr Bansidhar Panda
Executive Chairman

Managing Director's Insight



Subhrakant Panda, Managing Director

Dear Shareholders,

At IMFA we tend to think counter-intuitively and have expanded capacity at the bottom of the commodity cycle and pared off debt when realisations were at an all time high. This stems from a belief that we will not be part of the herd but chart a course of our own – one which comes from years of experience and an acute understanding of our industry. A core element of our belief system is also that tough times bring out the best in us.

The ferro chrome industry is passing through tough times due to depressed prices, weak demand and a changing business landscape. Our resilience arises not just from the robustness of our integrated business model and the raw material security this provides but also the long term prospects of our industry, management bandwidth and above all the capability & commitment of our workforce.

If I were to introspect on the past year, I would say it was one where our resilience was called into question. It was a year where we faced tough challenges but stayed on our feet.

The global economy is facing uncertain times with encouraging signs coming only from the United States; the Eurozone is in a deflationary spiral while China is facing challenges after years of robust growth and looking to avoid a hard landing.

India, on the other hand, is coming out of the woods with a single-party majority government for the first time in three decades taking steps to impart momentum to the economy while also aiming for social inclusiveness. The roadmap of boosting indigenous manufacturing, attracting foreign investment, improving infrastructure and enhancing ease of doing business augurs well on the macro front and IMFA is well positioned to benefit from these initiatives.

INDUSTRY OUTLOOK

India is the world's second-largest consumer and third-largest producer of stainless steel. The nation's average per capita consumption of stainless steel is only about 2 kg whereas the global average is 5 kg. Aided by a burgeoning middle class and rapid urbanisation, demand for stainless steel is poised to surge. Moreover, the government's stated objective of infrastructure creation will also bolster demand.

YEAR OF RESILIENCE

If I were to introspect on the past year, I would say it was one where our resilience was called into question. It was a year where we faced tough challenges but stayed on our feet.

Ore raising was affected first due to the delay in receiving environment clearance for our Mahagiri Mines and, thereafter, 'Consent to Operate' for both Sukinda & Mahagiri. Thus, in the first half of the year we had to resort to unplanned shutdowns which also led to rescheduling major maintenance activities in order to minimise the impact. However, we operated all six furnaces on ferro chrome for the first time and ended the year with the highest ever production.

During the year, international coal prices declined and availability of domestic coal was better resulting in cheaper power generation and a welcome boost to margins. Simultaneously, we also took other steps to improve the bottomline such as refinancing the ₹ 430 crores term loan for our 120 MW captive power plant and 'dollarising' it to reduce the interest outgo.

While, regrettably, the 'Utkal C' coal block allotted to Utkal Coal Ltd (a subsidiary of IMFA) was cancelled pursuant to the orders of the Hon'ble Supreme Court, we are getting ready to participate in the ensuing auctions while pursuing just and fair compensation.

RAW MATERIAL SECURITY

In our industry long term raw material security aids business continuity. We are working to prove additional resources through a focused exploration process and have drawn up plans to enhance ore output which will enable us to grow our ferro chrome production. We are also evaluating all options to have

assurance of fuel supply for our captive power plants. Overall, we have put a lot of emphasis on enhancing operational efficiency, optimising raw material usage and re-engineering processes.

MANAGEMENT BANDWIDTH

We have restructured the organisation and devolved responsibility & accountability to Business Unit Heads besides increasing the management bandwidth through learning & development initiatives so that the senior management team can focus on priorities such as growth and diversification opportunities.

PARTNERING STAKEHOLDERS

Fulfilling the aspirations of our stakeholders is our top most priority and we will continue to formulate policies and take appropriate actions towards that objective. I can assure you of our best efforts to deliver superior returns notwithstanding challenges and am confident that history will judge us better than what the numbers of the current fiscal portend.

Before I conclude, I would like to take this opportunity to convey my gratitude to all stakeholders for their continued support.

Thank you,

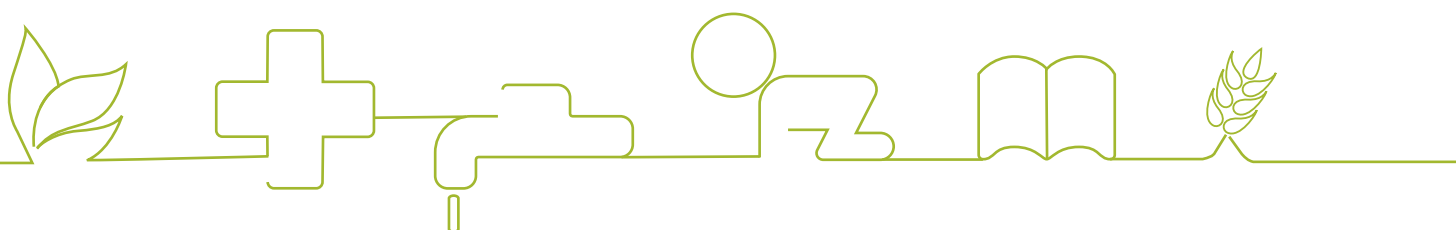
Subhrakant Panda

Managing Director

OUR BELIEF. OUR APPROACH.

We are broadening community care

WE PARTNER WITH OUR STAKEHOLDERS TO WORK FOR COMMUNITY UPLIFTMENT. UNDER THE STEWARDSHIP OF THE BANSIDHAR & ILA PANDA FOUNDATION, WE WORK TO CREATE ECONOMIC AND SOCIAL OPPORTUNITIES FOR DISADVANTAGED SECTIONS OF SOCIETY.



PROJECT AROGYA DHARA: RURAL HEALTH CAMPS AND HEALTH AWARENESS PROGRAMMES

Today, it is vital to educate the general population about health related issues. We aim to provide primary healthcare to the rural people through periodical health camps, information dissemination and awareness building for preventive healthcare practices.

- We have organised periodical rural health camps within our operational areas. We have conducted diabetic detection camp at Choudwar, eye check-up camp at Therubali and cataract detection camp at the Government Hospital, Rayagada. This year, we have reached out to 90,086 patients across peripheral villages of Therubali and Choudwar and buffer zones of Nuasahi and Sukinda mines.
- Conducted a week-long awareness drive at Hatadihi block of Nuasahi to contain the spreading of dengue. At Angul, we provided fogging machines to the district administration to carry out the dengue/malaria prevention drive. Counselling sessions were held at Therubali, to prevent vector

borne diseases. We reached to 3,000 households through our awareness programme.

- Conducted an awareness programme for adolescent girls, to educate them on issues related to their health and hygiene. ASHAs were also engaged in the programme. More than 700 adolescent girls were trained through this initiative.

PROJECT SU-SWASTHYA: ENSURING SAFE DRINKING WATER AND SANITATION

Safe drinking water and clean surrounding reduces the probability of diseases among human beings. A large section of our population does not have access to safe drinking water. We took some initiatives to address this issue.

- We installed overhead tanks and bore well with submerged pump to ensure safe drinking water, benefiting 200 school children of Therubali. Commissioned cold drinking water supply unit at CHC, Kosala, ESI Hospital and at Agrahat Bazar of Choudwar, for patients and their attendants.

- Built toilet facilities in Angul Mahila Mahavidyalaya to benefit around 3,000 students and employees. Ladies toilets were constructed at GP, benefiting 300 women. Installed tube wells with concrete platform at peripheral villages of Therubali, Nuashai and Choudwar to solve acute drinking water problems. Hand pump repairing and renovation continued to be a regular support to the villages of Sukinda. Under this project around 3,120 households got benefited.

- Undertook an awareness drive for home makers of Choudwar to manage household level solid waste. The experts taught them the procedure to segregate organic waste from inorganic waste and convert it into fertilizer.
- Undertook hygiene awareness programme in buffer zone of Sukinda. Distribution of lime and bleaching powder for disinfection of drinking water sources was a part of the exercise. Over 2,400 households were covered under this programme.



▶ Project Su-Swasthya - CLTS Training



▶ Education



▶ Infrastructure Development



▶ Project Arogya Dhara

EDUCATION

- ▶ We aim to create a brighter future for the children. We took various initiatives to ensure quality education, minimal drop out and broader vision building. We subsidised the education of 1,564 students and continued to patronage several rural/tribal schools, including the Chinmaya Vidyalaya, Therubali.
- ▶ Distributed essential study materials to different schools within our operational area, covering 7,416 students.
- ▶ Organised excursion tour for students of Residential Sevasrama, Paikapada of Therubali GP. Fifty tribal students, teachers and staff visited different historical places of the state like Puri, Konark and Lingaraj Temple, among others. Awarded Prof Ghanashyam Dash Scholarship to students from economically marginalised families of Odisha to facilitate higher education. The scholarship covers 90% of academic fees and related expenses for the entire course duration, with the annual limit of ₹ 1,00,000 per

student. Financial assistance for higher studies was also provided to tribal students at Therubali.

LIVELIHOOD

- ▶ We laid first brick of an Industrial Training Center (ITC) for skill development in Sukinda valley, Jajpur district, with a budget of around ₹ 12 crores. The proposed ITC will empower the state's youth through technical training and education. We are successfully running the Therubali Industrial Training Centre (TITC), established in 1992. Almost 90% pass outs from this centre got a job or are self-employed.
- ▶ Provided skill building training, such as tailoring and cycle repairing to 199 local village youths and women of Therubali GP. Advanced sewing machines were provided at a subsidised rate to the trainees, pump sets and buffaloes were supplied to the youths to help them in setting up their units.
- ▶ Organised an awareness-cum-sensitisation programme to encourage entrepreneurship at Therubali. This programme was

supported by Regional Industries Centre (RIC), Rayagada. Around 120 youth from three peripheral villages participated in this workshop, where experts addressed them about bankable schemes and government schemes with and without subsidies.

INFRASTRUCTURE DEVELOPMENT

We carried out different infrastructure development works to improve the quality of life of our communities.

- ▶ We built village mandaps at Ichhapur village, Dudhujori GP of Sukinda, at Pujariguda village Therubali and at buffer zone of Nuasahi for social gatherings and informal meetings.
- ▶ We renovated a rest-shed and community hall at Nuasahi and roof of a bus shelter at village Bimbilo Chhak of Mangalpur-Tomka road, Sukinda. We constructed a cattle catcher in front of Choudwar Police Station.
- ▶ Over 11,725 beneficiaries got covered under these social infrastructure development projects.



● Shambhavi Puraskar



● Ekalabya Puraskar



● Sarala Award



● Project Unnati Training Programme

PROJECT UNNATI: WORKING FOR THE BETTERMENT OF WOMEN

We successfully executed Project Unnati, an integrated self-help approach initiative for socio-economic transformation of women in Keonjhar and Angul districts. Starting with 50 SHG, today the project has expanded to Sukinda, covering more than 1,000 households. Agriculture experts demonstrated adoption of simple pest control measures for crops, thereby reducing expenditure on pesticides. Thousands of animals were vaccinated, bringing down the mortality to minimal. Skill development programme on cultivation and poultry farming was organised in Keonjhar district. Five hundred chicks were supplied at subsidised rate to nine SHGs under Dhanurjayapur, Hadgarh and K.Baliapal GP to start poultry farming. Exposure visit programme for SHG members was also organised, where participants came from different SHGs of Dhanurjayapur, K. Baliapal and Hadgarh G.P of Keonjhar.

IDEATE 2014

Our foundation, in partnership with FICCI Odisha State Council, organised Ideate - 2014, a Panel Discussion on 'Rural India to Skilled India: Unleashing the Avenues' at Bhubaneswar. The objective was to discuss how stakeholders can contribute to skilling ecosystem, by raising awareness among people, creating employment opportunities and facilitating bridging of the skill gap. The programme also made the people aware of the strategies to be adopted by the government, private sector and NGOs for greater impact.

SHAMBHAVI PURASKAR

We awarded the 2nd Shambhavi Puraskar for excellence and innovation in social work to Mr Suresh Kumar Panda from Semiliguda, Koraput. Mr Panda works for the Tagore Society of Rural Development (TSRD), as a Team Leader for implementation of OTELP project of the Government of Odisha. He has remarkable contributions in transforming lives of tribal communities of Semiliguda Block in Koraput, through activities undertaken under natural resource

management, livelihood, water and sanitation, among others. The Puruskar was handed over by Padma Shri, Ms Reema Nanavati, renowned social worker.

EKALABYA PURASKAR

The Ekalabya Puraskar was instituted by IMPaCT in 1993 to recognise talented Odia sportspersons. International athlete Purnima Hembram was the recipient of the prestigious award for 2014, while Rasanara Parbin (cricket) and Manjula Xess (rowing) were also felicitated with citations. The Puruskar was awarded in the presence of Mr Ajay Jadeja, former international cricketer and Mr Ranjib Biswal, Member of Parliament - Rajya Sabha.

SARALA AWARD

The Sarala Award was instituted in 1979 by IMPaCT to recognise outstanding Odia literature. The 35th edition of the award considered to be the premier recognition in the State was given to noted writer Prafulla Das for his book 'Banhiman' by Mr Javed Akhtar, well known poet, lyricist and scriptwriter.

OTHER ACTIVITIES

World Environment Day Celebration:

We celebrated World Environment Day on 5th June 2014 at Therubali. The theme was 'Raise your Voice. Not the Sea level'. A special programme was conducted at Chinmaya Vidyalaya, Therubali premises. The school students and different SHG members were present on this occasion. Fruit bearing saplings were distributed to the SHG members.

Sports Materials Distributed:

We distributed sports materials for cricket, football and volleyball among the youth of Therubali to encourage rural youth for sports activities. At Sukinda, sports materials were distributed to youth clubs and one school within the buffer zone. The programme covered 2,450 beneficiaries.

Support for Rural Culture:

We encouraged the tribal youth to take interest in their indigenous culture and traditional sankirtan materials like



▶ Project Unnati - Ground Level Action



▶ Livelihood Training

mrudunga and sankirtanjoda. We also distributed clothes and supported the district level Pallishri Mela and cultural programme, held at Rayagada.

Swaach Bharat Campaign:

Chinmaya Vidyalaya, Therubali organised a massive cleanliness drive in October 2014 as part of Swaach Bharat Campaign. More than 100 students, accompanied by teachers cleaned the premises of Laxmi Narayan Temple, Lord Siva and Goddess Dakshina Kali Temple at Paikapada. Students also sought the cooperation of pilgrims and devotees to keep the temple premises clean. This initiative was motivated and guided by their Principal, Ms. V. Indira Rao.

ENVIRONMENT

- ▶ We undertook an avenue plantation programme from Chingudipal panchayat office to Gurujanga turning point. Around 2,000 saplings were planted across 10 km, on both sides of the road. Another avenue plantation drive was undertaken at Patna-Aradapal, a stretch of 4 km and Aradapal-Ragada, a stretch of 2 km, in Chingudipal GP. This programme was executed with



▶ Project Su-Swasthya - Safe Drinking Water

the assistance of Odisha Forest Development Corporation Ltd., JK Road. More than 1,500 saplings were planted as a part of a two-year contract with OFDC.

We supported a large scale plantation programme of fruit bearing saplings like mango, lemon and guava, organised at Sevasram School, Dumuriguda of Therubali and at Deogaon Primary School, Chingudipal of Sukinda.

A HELPING HAND

- ▶ There was a major fire outbreak in Bethiahata village of Lemboo GP on 10th March 2015. We were prompt in bringing relief to 250 victims, by providing essential materials like rice, cereals tarpullin and other basic amenities.
- ▶ Severe floods took place in Hatadihi block of Keonjhar District and Dasarathpur and Jajpur blocks of Jajpur district. We distributed food, tarpaulin sheets and other essential commodities through the district administration. Our effort benefited almost 1,000 flood victims.

- ▶ Our operational area experiences severe cold in winters. We distributed 500 blankets to the people in need, including old tribal people of the peripheral villages of Therubali, Sukinda and Nuasahi.

BETTER UTILISATION OF FLY ASH

Following the Fly Ash Notification Law which came into effect in 1999, we utilised 398,413 tonnes of ash (fly ash + bottom ash) out of 398,430 MT generated during 2014-15.

Coal ash generated from 108 MW power plant is mainly clinkers of assorted size and contains unburnt carbon. It is used for road making, agricultural use and low land filling.

However, fly ash generated from the CFBC boilers of the 30 MW and 120 MW power plants is utilised to make fly ash bricks in-house as well as by third parties, low density aggregates (substitute for natural aggregates) and road making. Left over fly ash and bottom ash is utilised for reclamation of waste and degraded land. The Company is also facilitating a leading cement manufacturing company to install cement manufacturing/bagging unit for utilisation of fly ash.

Corporate Social Responsibility Policy

It is through action (without attachment) alone that wise men have reached perfection. In the same way, it is proper that you should take action keeping an eye on universal welfare. Bhagvad Gita, Chapter III, Verse 20

“As a scientist, I have pursued the Gandhian principle of changing as many lives I interact with as possible”.

Dr Bansidhar Panda, Founder – Chairman

ABOUT US

IMFA is a world of enterprise and innovation inspired by its Founders Dr Bansidhar Panda and Late Mrs Ila Panda. What stands now before the world is a leading, fully integrated producer of ferro alloys straddling the value chain from mining to smelting with ambitious growth / diversification plans on the anvil. Our operations are certified to international standards with integrated certification covering quality management, environment and occupational health & safety. The desire of the Founders to have a positive impact on society is ingrained in the culture of the organisation.

MANAGEMENT / GUIDING PRINCIPLES

The Company prides itself on being a responsible corporate citizen which is committed to running its business in the best possible manner while being completely transparent, complying with all relevant rules & regulations and contributing to society at large. Business processes which result in inclusive growth also increase efficiency and longevity thus resulting in sustainability. We adhere to the highest ethical standard which is combined with an unwavering commitment to certain core values – transparency, fairness in all dealings, and honesty of purpose, quality consciousness and meeting the expectations of all stakeholders.

IN THIS CONTEXT, WE ARE COMMITTED TO:

- 1) Enhancing customer satisfaction by producing to agreed specifications and delivering on contracted terms.
- 2) Providing a safe & healthy working environment to all employees and business associates by adopting proactive measures as well as complying with all applicable rules & regulations.
- 3) Environment responsibility by conserving natural resources through process improvements, recycling & waste reduction and minimising pollution.
- 4) Organisational excellence through good corporate governance and industry leadership by integrating the value chain and continual improvement.
- 5) Holistic development of all employees, adopting ethical business practices and engaging with the local community.
- 6) Implementing sustainable and broad based social development programmes for the betterment of the community wherever we operate.

- 7) Communicating this policy and the performance & progress thereof to all stakeholders.

GENESIS OF CORPORATE SOCIAL RESPONSIBILITY

IMFA's corporate social responsibility is practised in various forms such as corporate conscience, responsible business, sustainable practices and corporate social performance. The aim is to meaningfully engage with stakeholders for socio-economic welfare and to provide development assistance to those communities and their habitat which are directly or indirectly affected by our business activities. For us, CSR means respecting, valuing and empowering those connected with us.

In an era when the terms “corporate social responsibility” was not in vogue, our Founders vision of providing sustainable livelihood through employment generation led to IMFA's inception in a remote part of Odisha's erstwhile undivided Koraput District (now Rayagada) in 1961. Since then, reaching out to marginalised communities and working for their socio-economic upliftment has been the cornerstone of our culture.

VISION

IMFA's vision for corporate responsibility is reflected in the motto ***Touching lives beyond business*** wherein we approach inclusive growth by implementing multi-sectoral, sustainable projects which will enable marginalised communities to live a healthy, dignified and meaningful life.

GEOGRAPHICAL PRESENCE

IMFA's primary focus for CSR activities shall be in and around our areas of operations (manufacturing & mining) which presently includes Rayagada, Cuttack, Keonjhar, Angul, Jajpur and Khurda districts of Odisha. Besides enabling a higher quality of intervention, these districts are very relevant as they have high incidence of poverty besides a larger concentration of Schedule Caste and Schedule Tribe population which have traditionally been marginalised. Moreover, some of these districts are also axially affected.

Once we have assessed the impact of our interventions, we will scale up the successful models to other districts with similar socio-economic background.

FOCUS AREAS

The areas where IMFA plays a useful role based either on its related businesses or by engaging in cross-sectional social & economic domains are:

- 1) Social development by focusing on community development programmes involving health programmes, women & child care, safe water & sanitation, and malnutrition,
- 2) Promoting education, including special education and employment enhancing vocation skills especially among

children, women, elderly, and the differently abled and livelihood enhancement projects. Enhancing employability by imparting vocational training and entrepreneurial skills leading to income generation and economic empowerment.

- 3) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- 4) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry conservation of natural resources and maintaining quality of soil, air and water. Conserving natural resources through process improvements, recycling, waste reduction and minimising pollution and through extensive plantation.
- 5) Rural development projects, working with Government, Gram Sabhas, Gram Panchayats, NGOs, CBOs, etc for improving conditions in the communities where we operate with a focus on continuity and sustainability
- 6) Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports. Promoting sports by instituting awards, promoting sporting events including supporting such activities at school level.
- 7) Contribution to Prime Ministers National Relief Fund or any other fund set up by the Central Govt for socio economic development and relief and welfare of the scheduled caste, the scheduled tribes, other backward classes minority and woman.
- 8) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

The above list is illustrative and not exhaustive. Managing Director shall be authorized to consider CSR activities not falling in this list.

APPROACH

CSR is integrated into IMFA's decision making process, strategy formulation, and management processes & activities. It is at the core of the Company's business objectives and the overall approach is a combination of:

- 1) Philanthropy - Meant to provide help to humanity, initiatives under this approach include curative medical care and support to local communities for various causes.
- 2) Sustainable Development - Undertaking or supporting implementation of projects with a long term sustainable outlook. This is achieved by engaging, educating and empowering the community with their participation to meet their present needs as well as securing the future of the next generations. Sustainable development covers all four dimensions i.e. social, economic, environmental and institutional development.

- 3) Advocacy - Change management to have a positive influence on communities through panel discussions, messages through print & electronic media, discussions with policy makers and strengthening capability at the community level.

IMPLEMENTATION STRATEGY

In order to effectively reach out to its target audience and implement its charitable, philanthropic and development activities, IMFA has established the following institutions:

1) Indian Metals Public Charitable Trust (IMPACT)

Founded by Dr Bansidhar Panda and Late Mrs Ila Panda, IMPACT is the charitable arm of IMFA. Among its noticeable initiatives are *Sarala* Award for promoting Odia literature and *Ekalabya Puraskar* for encouraging budding local sports talent. It also provides grants to scholars and runs an old age home.

2) Bansidhar & Ila Panda Foundation (BIPF; www.bipf.org.in)

Founded in 2011 to broaden the Company's social development initiatives in a focussed and sustainable manner, BIPF's areas of interest are education, skill development, water & sanitation, and women & child development. Besides working independently, its charter includes partnering with government & private organisations.

IMFA may also implement its objectives by taking up or supporting activities directly or by contributing to and/or working in partnership with other agencies.

RESOURCES

The Board will approve an overall budget which will then be detailed by the CSR Committee of the Company in terms of allocation, priority areas, etc. The surplus arising out of CSR projects or programs or activities shall not form part of the business profits of the Company.

GOVERNANCE MECHANISM

Our Board of Directors, CSR Committee, Management Team and all employees subscribe to the Corporate Responsibility Policy. CSR Committee as constituted by Board would provide guidance as may be necessary in implementing this policy and the activities thereof.

MONITORING

At IMFA level a CSR cell should be constituted headed by Chief of CSR (Special Initiatives) who will prepare the Report on CSR activities based on which in every quarter CSR Committee should review the progress of implementation of CSR projects/ programmes.

INFORMATION DISSEMINATION

The Company's engagement, performance and progress will be disseminated through its website (www.imfa.in), in-house journal and Annual Report besides that of the implementing agencies and reportage in the print & electronic media.

Management Discussion and Analysis



FERRO CHROME

Ferro Chrome is an alloy of chrome and iron containing between 50% to 70% chrome. While high carbon ferro chrome / charge chrome is mostly used in the manufacture of stainless steel, low & medium carbon ferro chrome are largely consumed in the production process of special and carbon steel. Chrome imparts the non-corrosive property to stainless steel thus making it a unique product with multiple applications.

GLOBAL CHROME ORE SCENARIO

World resources of chromite exceed 11 billion tonnes with South Africa and Zimbabwe accounting for about 90%. South Africa has reserves of about 3.1 billion tonnes and a further estimated resource of 5.5 billion tonnes while India has 27 million tonnes of reserves and further resources of 67 million tonnes.

World chrome ore and concentrate output is estimated at 29 million tonnes in 2014 (Source: ICDA) representing a 4.2% decrease as compared to the previous year. While output increased in South Africa, Eastern Europe and Middle East, it declined in India mainly on account of various regulatory restrictions and change in policy which delayed lease renewals.

GLOBAL FERRO CHROME INDUSTRY

In 2014, the global production of ferro chrome rose by 9% to over 11.8 million tonnes whereas consumption is estimated to be around 10.60 MT. China's ferro chrome production expanded by 7.4% during 2014 to a record of 4.28 million tonnes. (Source: ICDA & Metal Bulletin Research)

Ferro Chrome prices remained low throughout the year owing to poor market sentiments relating to stainless steel and depreciation of the South African Rand. Prices remained low in China due to weak demand and over-capacity although it stabilised towards the end of FY 2014-15. Going ahead, a recovery seems unlikely in the short term particularly since the appreciation of the US Dollar will lead to high realisation in local currency terms for all producing countries. However, improving economic scenario worldwide will lead to a revival of demand and better prices in the mid to long term.

INDIAN FERRO CHROME SCENARIO

The ferro chrome industry in India comprises of fully integrated producers such as your Company with access to own chrome ore and captive power, semi-integrated producers with access to either own ore or power and non-integrated producers which operate on bought out chrome ore & electricity or operate on conversion contracts.

India is a significant player with almost a tenth of the global ferro chrome output and produces about 1 million tonnes per annum. At present growth of stainless steel production / consumption has been somewhat sedate. However, this is likely to change in the next 5 years as stainless steel is at a tipping point. As focus shifts from initial cost of acquisition to lifecycle cost, it is expected that stainless steel consumption will increase at a faster pace making India one of the key drivers and providing a boost to the ferro chrome industry.

OUTLOOK

Global ferro chrome market is relatively stable and prices are thought to have bottomed out in the current fiscal. Stability is a first step towards revival and augurs well for the industry given the downward trend witnessed during the year. While supplies are tightening as marginal producers come under pressure and expansion plans are put off, increased consumption can only come about from an economic revival. In this context, the North American economy has been a beacon of hope although Europe has been disappointing. China, meanwhile, is grappling with its own set of problems although steps to boost economic growth are thought to be on the anvil. Finally, greater positivity about the India growth story is a reason for optimism.

CHALLENGES AND OPPORTUNITIES

In FY 2014-15 the challenge for the ferro chrome industry stemmed primarily from an excess of supply over demand. A general bearish trend in all commodities - the most marked being oil - was evident and stainless steel mills cut back on procurement as demand for their product too contracted.

However, demand opportunities do exist:

- The Chinese steel industry has continued production to ship surpluses to overseas markets while import duty on ferro chrome has been removed.
- 'Make in India' holds great promise for the manufacturing sector and stainless steel in particular is at a tipping point.
- Lower oil prices have provided a boost by way of containing inflation and spurring demand.
- The United States economy in particular has continued to grow and major indicators such as unemployment have been noteworthy.

STAINLESS STEEL INDUSTRY

Global stainless steel crude production was up by 8.3% y-o-y to 41.68 million metric tonnes in 2014. China continued to be the largest producer with output of over 21.5 million metric tonnes while rest of Asia contributed over 9 million metric tonnes. (Source: ISSF)

ABOUT IMFA

IMFA is the country's leading, fully integrated producer of value added ferro chrome with its own chrome ore mines and backed up by captive power. Incorporated in 1961 and with a track record of over half a century, the Company firmly believes in a long term outlook and prioritises stability through a robust business model. Taking an end to end view of the industry, IMFA looks to straddle as much of the value chain as possible while looking to deliver superior performance through innovation and sustainable productivity improvement. The Company has an Integrated Management System comprising of quality, environment and health & safety certification.

PERFORMANCE HIGHLIGHTS

The Company operates in two segments – ferro alloys and power. It has

- 187 MVA installed furnace capacity at two manufacturing complexes at Therubali & Choudwar
- Captive chrome ore mines in Sukinda, Mahagiri and Nuasahi
- 258 MW captive power generation capacity at Choudwar

Key data for ferro alloys segment

Particulars	2014-15	2013-14
Production (tonnes)	2,05,203	1,98,063
Sales (tonnes)	2,05,478	1,86,493

Key data for power segment

Particulars	2014-15	2013-14
Generation (in million units)	913.92	909.83
Sales (in million units)	17.96	54.79

FINANCIAL PERFORMANCE

Particulars	₹ in Crore	
	2014-15	2013-14
Revenue from operations	1,344.79	1,317.85
EBITDA	262.90	310.34
Profit after tax	11.98	39.12
Cash profit	133.92	188.14
Earnings per share [EPS] (₹)	4.61	15.06
Cash EPS (₹)	51.56	72.43
Dividend per share (₹)	1.50	3.00
Net worth	862.89	855.60
Capital employed	1,827.47	1,843.88
Fixed assets (including CWIP*)	1,153.12	1,189.94
Net current assets	348.38	351.83

*CWIP stands for capital work in progress

Revenues

The Company's revenues from operations stood at ₹ 1,344.79 Crore in FY 2014-15 as against ₹ 1,317.85 Crore in FY 2013-14 registering a 2.04% growth over last year's revenue.

Exports

The Company earns a substantial amount from exports contributing around 79.15 % of the operating revenue. IMFA earned foreign exchange equivalent to ₹ 1,064.37 Crore in FY 2014-15 as against ₹ 1,073.75 Crore in FY 2013-14.

Other income

Other income stood at ₹ 21.78 Crore in FY 2014-15 as compared to ₹ 22.03 Crore in FY 2013-14. In FY 2014-15 other income included Interest income of ₹ 15.81 Crore and Insurance claim received was ₹ 0.05 Crore.

Profitability

The Company recorded an EBITDA of ₹ 262.90 Crore in FY 2014-15 as compared to ₹ 310.34 Crore during FY 2013-14. PAT stood at ₹ 11.98 Crore as against ₹ 39.12 Crore in FY 2013-14.

Tax expense

Net tax charge was ₹ 21.36 Crore in FY 2014-15 as compared to ₹ 13.99 Crore in FY 2013-14.

SOURCES OF FUND**Own funds**

The Company's net worth increased to ₹ 862.89 Crore as on 31st March 2015, from ₹ 855.60 Crore as on 31st March 2014.

Equity

The Company's equity comprises 2,59,77,053 equity shares with a face value of ₹ 10 per share with promoters holding 55.73 % as on 31st March, 2015.

Reserves

Reserves increased to ₹ 836.91 Crore as on 31st March, 2015 from ₹ 829.62 Crore on 31st March, 2014. Free reserves constitute around 99.87 % of the total reserves.

Long Term Borrowings

Long Term Borrowings stood at ₹ 856.43 Crore as on 31st March, 2015 as compared to ₹ 932.77 Crore on the same date the previous year as detailed below:

Particulars	₹ in Crore	
	2014-15	2013-14
Long Term loans	705.41	762.61
Long Term Maturities of Finance Lease Obligations	31.99	32.44
Current maturities of long-term borrowings	118.58	137.31
Current maturities of finance lease obligations	0.45	0.41
Total	856.43	932.77

APPLICATION OF FUNDS**Gross block**

The Company's gross block of fixed asset increased from ₹ 1,656.76 Crore as on 31st March, 2014 to ₹ 1782.94 Crore as on 31st March, 2015.

Capital work-in-progress

The Company's capital work-in-progress reduced to ₹ 40.47 Crore as on 31st March 2015 from ₹ 78.16 Crore in FY 2013-14 on account of commissioning of projects and capitalisation of various expansion activities.

RISK MANAGEMENT

The Company has an enterprise wide risk management policy in place and proactively identifies and mitigates relevant risks. Being in a cyclical industry with significant foreign currency earnings, the Company has to navigate the following risks:

Raw material security

The Company ensures that the major raw materials are adequately available to run its furnaces and power plants at optimum capacity. Chrome Ore is sourced from captive mines ensuring quality, reliability and a competitive advantage while other raw materials are sourced from several suppliers with whom the Company has developed excellent relationship over the years. Besides, innovative procurement strategy such as forward auction for coal helps bring about stability.

Price and currency volatility

Volatility in market conditions is the new norm and adapting to fluctuations is a critical requirement. The Company hedges export proceeds using several means such as forward contracts and derivatives. It also adopts a mix of long term contracts and spot sales to optimise offtake and realisations.

Regulatory

A delay in regulatory approvals or change in legislations could potentially impact the Company's business prospects. IMFA keeps a track of these changes in legislations and takes proactive measures to resolve these risks. It also ensures compliance of statutory legislations at all its establishments.

Productivity improvement and technologies

Softer ferro chrome prices can lead to lower margins. The Company is well aware and has achieved measurable productivity gains through continuous improvement in all its operations and technology upgradation.

Capital dilemmas

Capital access and its allocation risk is one that involves capital being poorly utilised. The Company continues to allocate capital effectively with constant review and action that confirms strategy and impacts the business profitably. The Company also optimises return on capital employed with strong capital management, capital growth and financial discipline followed at every level.

HUMAN CAPITAL

IMFA partners with its employees to ensure a highly engaged and motivated workforce dedicated to achieving the Company's goals. A culture of passion and commitment coupled with empowerment and accountability flows through the organisation. We have institutionalised learning and development initiatives like coaching and mentoring, internal and external training programmes, identification and nurturing of in-house talent with high potential, etc besides a comprehensive rewards & recognition process.

At IMFA, we ensure a safe work environment for all our women employees. We also promote gender equality. Abiding by the Sexual Harassment Policy, we have a Complaint Committee which addresses any complaint from women employees in this relation and take necessary action. The Policy is being reframed as per the provision of Sexual Harassment of Women at the Work Place (Prevention, Prohibition & Redressal) Act, 2013. During the year the Company has not received any complaints of sexual harassment.

The success of the Company's HR policies is reflected in the low attrition rates of 6%.

INTERNAL CONTROL SYSTEMS

The Company has a comprehensive system of internal controls that enables efficient operations, optimal resource utilisation and compliance with all applicable laws and regulations. Each of these internal controls strengthens the Company and protects loss or unauthorised use of assets by providing adequate checks and balances. The Company authorises, records and reports all transactions. An independent firm of Chartered Accountants serves as the internal auditor to execute the internal audit function. The Management and Audit Committee of the Board observe and then recommend corrective measures following such audits to further improve business operations.

HEALTH, SAFETY AND ENVIRONMENT

The Company accords the highest priority to Health, Safety and Environment (HSE) and has in place, an Integrated Management System, comprising quality, environment and occupational health and safety certification. The highlights of the year are:

- Reviewing implementation of HSE initiatives by senior management on a monthly basis at worksites
- Apex HSE Council reviews the HSE performance and approve HSE initiatives, KPI's and guidelines.
- HSE Reward Scheme implemented with a focus on proactive efforts.
- Focus on behaviour based safety amongst the workforce.



- Production based incentives are predicated on zero fatality
- Implementing a need-based HSE training module

CAUTIONARY STATEMENTS

Certain statements in the Management Discussion and Analysis describing the Company's objectives and predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

Directors' Report



Your Directors are pleased to present the 53rd Annual Report together with Audited Statement of Accounts of the Company for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

	₹ in Crore	
	FY 2014-15	FY 2013-14
1 Revenue from operations	1,344.79	1,317.85
2 Other Income	21.78	22.03
3 Total Revenue	1,366.57	1,339.88
4 Profit before interest, depreciation, taxation, prior period income and exceptional items	262.90	310.34
5 Interest	108.62	108.21
6 Depreciation	121.94	149.02
7 Profit before Tax	33.34	53.11
8 Tax including Deferred Tax	21.36	13.99
9 Profit after Tax	11.98	39.12
10 Proposed dividend (including Tax on dividend)	4.69	9.12
11 Transfer to General Reserve	0.60	4.00

During the year under review, revenue from operations grew by 2.04 % to reach a new high of ₹ 1,344.79 Crore (previous year: ₹ 1,317.85 Crore) including foreign exchange earnings of ₹ 1,032.47 Crore (previous year: ₹ 1,042.69 Crore). However, EBITDA fell by 15.29% to ₹ 262.90 Crore (previous year: ₹ 310.34 Crore) and profit after tax declined by 69.38% to ₹ 11.98 Crore (previous year: ₹ 39.12 Crore) on account of difficult market conditions.

DIVIDEND

Your Board of Directors is pleased to recommend for approval of the members a dividend of 15% (₹ 1.50/- per share) on the equity shares of the Company for the FY 2014-15.

STATE OF COMPANY'S AFFAIRS

Ferro Alloys

The production of ferro chrome during the year under review increased by 3.60% to 205,203 tonnes (previous year: 198,063 tonnes) and for the first time all six furnaces were in operation.

Electricity

During the year under review your Company generated 913.92 MU's of electricity (previous year: 909.83 MU's) and sold 17.96 MU's to Gridco. Generation was mainly for captive requirement and supply to Gridco was limited on account of low tariff for surplus power along with an intimation not to schedule 14% of the generation of the 120 MW captive power plant.

Mining

Chrome Ore production during the year under review was 4,14,138 tonnes as compared to 5,05,172 tonnes during the previous year. The mining activity at the Company's Mahagiri Chromite Mines was suspended from 1st February, 2015 till 7th May, 2015 due to non-availability of environment clearance (EC) and 'Consent to Operate' (CTO). However, the Company has since obtained EC which is co-terminus with the lease period and CTO which is valid upto 30th September, 2015 and mining operations have restarted. Similarly, mining activities at Sukinda Chromite Mines was also suspended from 1st April, 2015 till 7th May, 2015 due to lack of CTO; mining activity has since restarted upon receipt of CTO which is valid till 30th September, 2015.

Mining activity at Nuasahi Chromite Mines has been stopped with effect from 30th November, 2014 due to expiry of the mining lease. The Company had already filed renewal application on 20th November, 2013 and, consequent to the provisions of the new MMDR Act, is eligible for an extension of 15 years.

It is pertinent to note here that your Company has consistently followed in letter and spirit the practice of value addition and limiting ore raising from its captive mines to that required for captive consumption thus maximising contribution to the exchequer.

EXTRACT OF THE ANNUAL RETURN

An extract of annual return for the financial year ended on 31st March, 2015 in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as **Annexure-1**.

NUMBER OF MEETINGS OF THE BOARD

The Board met four times in FY 2014-15 viz. on 20th May, 2014, 22nd July, 2014, 29th October, 2014 and 3rd February, 2015. The maximum interval between any two meetings did not exceed 120 days.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions under Section 134(5) of the Companies Act, 2013, your Directors hereby confirm:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards read with requirements set out under schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for the year under consideration;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) that they have prepared the annual accounts of the Company for the financial year ended 31st March, 2015 on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that they had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have given declaration that they meet the criteria specified under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-Section (3) of Section 178, is attached as **Annexure-2** to this Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

Observation of the Auditors, M/s Haribhakti & Co LLP, on the financial statements of the Company have been dealt with in the Notes to the Accounts annexed as Note which are self-explanatory. Qualification of the Auditor has been dealt in Note No 13.1 of the Financial Statements. No provision is considered by the Company, at this stage, towards any diminution on the value of its investment in Indmet Mining Pte Ltd as the Company has invoked an agreement between the Indian and Indonesian governments for the promotion and protection of investments.

Secretarial Auditor

There are no qualifications, reservations or adverse remarks or disclaimers made in their secretarial audit report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has provided following guarantees and made following investments pursuant to Section 186 of the Companies Act, 2013:

Name of the entity	Relation	Amount ₹ in Crore	Particulars of loans, guarantees and investments	Purpose for which the loan, guarantee and investment are proposed to be utilised.
Utkal Coal Limited	Subsidiary	110.00	Guarantee given for availing loan to SREI Infrastructure Finance Limited	To secure the due repayment of loan together with interest.
Utkal Power Limited	Wholly owned subsidiary	0.40	Investment in the equity shares	To meet the expenses/ liabilities.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no contracts/arrangements/transactions which are not at arm's length basis and there are no material contracts/arrangements/transactions which are at arm's length basis.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

ENERGY CONSERVATION, ETC.

The information required under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are set out in **Annexure-3** hereto forming part of this report.

RISK MANAGEMENT POLICY

The Company has a Risk Management framework in place which is designed to identify, assess and monitor various risks related to key business and strategic objectives and lead to the formulation of a mitigation plan. All identified risks are categorised based on a matrix of likelihood of occurrence and impact thereof and a mitigation plan is worked out to the extent possible. Major risks in particular are monitored regularly at meetings of the Executive Risk Committee and the Board of Directors of the Company is kept abreast of such issues.

CORPORATE SOCIAL RESPONSIBILITY

The details about the development of Corporate Social Responsibility Policy and initiatives taken by the Company on Corporate Social Responsibility during the year as per Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as **Annexure-4** to this Report.

ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

RATIO OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the ratio of remuneration of each director to the median employee's remuneration and such other details are furnished below.

- the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio	Name of the Director	Ratio
Dr B Panda	55:1	D Bandyopadhyay	0.17:1
Baijayant Panda	56:1	N R Mohanty	0.07:1
Subhrakant Panda	63:1	General Shankar Roychowdhury (Retd.)	0.04:1
J K Misra	31:1	Major R N Misra (Retd.)	0.21:1
C R Ray	24:1	Dr S Acharya	0.38:1
Paramita Mahapatra	0.67:1	S P Mathur	0.15:1
Alex Amrein	NIL	S Nautiyal	0.04:1

- ii) the percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary and Chief Executive Officer, in the financial year:

Name of the Director	% increase	Name of the Director	% increase
Dr B Panda	-	N R Mohanty	-
Baijayant Panda	-	General Shankar Roychowdhury (Retd.)	-
Subhrakant Panda	-	Major R N Misra (Retd.)	-
J K Misra	4.58	Dr S Acharya	-
C R Ray	1.26	S P Mathur	-
Paramita Mahapatra	-	S Nautiyal	-
Alex Amrein	-	Prem Khandelwal, CFO & CS	3.10
D Bandyopadhyay	-		

- iii) the percentage increase in the median remuneration of employees in the financial year: 10.58

- iv) the number of permanent employees on the rolls of Company: 2470

- v) the explanation on the relationship between average increase in remuneration and Company performance (PBT):

Average increase in remuneration (in %): 10.68

Decrease in Company's performance (in %): 37.22

- vi) comparison of the remuneration of the Key Managerial Personnel against the performance (PBT) of the Company:

Average increase in remuneration (in %): 2.98

Decrease in Company's performance (in %): 37.22

- vii) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Market capitalisation as on 31.03.2015: ₹ 397.71 Crore

Market capitalisation as on 31.03.2014: ₹ 663.06 Crore

Decrease in market capitalisation: ₹ 265.35 Crore

Price earning ratio as at 31.03.2015: 33.21

Price earning ratio as at 31.03.2014: 16.95

- viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase in the salaries of employees other than the managerial personnel: 42nd

Percentile increase in the managerial remuneration: 64th



- ix) comparison of the each remuneration of the Key Managerial Personnel against the performance (PBT) of the Company:

Name of Key Managerial Personnel	Increase/ (Decrease)	
	Remuneration (%)	Company's Performance (%)
Dr B Panda	(14.68)	(37.22)
Baijayant Panda	(14.64)	(37.22)
Subhrakant Panda	(13.16)	(37.22)
J K Misra	4.58	(37.22)
C R Ray	1.26	(37.22)
Prem Khandelwal	3.10	(37.22)



- x) the key parameters for any variable component of remuneration availed by the Directors:

Dr B Panda, Executive Chairman, Mr Baijayant Panda, Vice Chairman and Mr Subhrakant Panda, Managing Director are paid commission subject to a maximum of 2% each per annum of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013.

Mr J K Misra, Director(Corporate) & COO and Mr C R Ray, Whole-time Director are paid performance pay subject to a maximum of 100% and 20% of total salary per annum (Totpa3) respectively.

All Non-Executive Independent Directors are paid commission not exceeding 0.5% per annum of the net profits of the Company subject to a maximum of ₹ 35,00,000/- distributed equally.

- xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None.
- xii) The Nomination and Remuneration Committee of the Company has affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of the employees are set out in the **Annexure-5** to the Directors' Report.

AWARDS & RECOGNITIONS

During the year under review your Company has been awarded:

- (i) Star Performer in the Product Group Ferro Alloys in the Large Enterprise Category for its outstanding contribution to engineering exports (for 2012-13) organised by EEPC India, Eastern Region, Kolkata.
- (ii) National Safety Award Mines (Runner Up) in the category of "Lowest Injury Frequency Rate Per Lakh Manshift (Metal Mines Belowground)" organised by the DGMS under Ministry of Labour & Employment, Govt. of India.

PUBLIC DEPOSITS

The Company has not accepted any public deposits during the year under review.

WHISTLE BLOWER POLICY

The Company has formulated a Whistle Blower Policy for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr J K Misra, Mrs Paramita Mahapatra, Directors retire by rotation at the forthcoming Annual General Meeting of the Company and are eligible for re-appointment.

In terms of Section 149 and other applicable provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr D Bandyopadhyay, Mr N R Mohanty, Major R N Misra (Retd.) and Dr S Acharya, Non-Executive Independent Directors are proposed to be appointed as Independent Directors up to the conclusion of 54th the Annual General Meeting. The Company has received a notice from a member pursuant to Section 160 of the Companies Act, 2013 signifying intention to propose them for the office of Independent Director under Section 149 of the Companies Act, 2013.

Mr Santosh Nautiyal was appointed as an Additional Director in the capacity of Independent Director with effect from 28th August, 2014 and holds office upto the forthcoming Annual General Meeting of the Company. The Company has received a notice from a member pursuant to Section 160 of the Companies Act, 2013 stating intent to propose him for the office of Independent Director under Section 149 of the Companies Act, 2013.

During the year Mr Prem Khandelwal has been re-designated as Chief Financial Officer & Company Secretary of the Company with effect from 20th May, 2014.

Resolutions seeking approval of the members have been incorporated in the notice of the forthcoming Annual General

Meeting. Brief resumé/details relating to Directors who are to be appointed/re-appointed are furnished in the Explanatory Statement to the Notice of the ensuing Annual General Meeting as required under the Code of Corporate Governance.

DISCLOSURE PURSUANT TO CLAUSE 5A OF LISTING AGREEMENT

Pursuant to Clause 5A of the Listing Agreement details in respect of the shares lying in the Indian Metals & Ferro Alloys Limited – Unclaimed Suspense Account (Promoter group & Non-promoter group) till 31st March, 2015 are as under:

Sl No.	Description	No. of shareholders	No. of shares
(i)	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 1st April, 2014	7,080	1,09,694
(ii)	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year 2014-15	34	533
(iii)	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year 2014-2015	34	533
(iv)	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying as on 31st March, 2015	7,046	1,09,161

All the corporate benefits in terms of securities accruing to on these unclaimed shares shall be credited to the aforesaid account. Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

SECRETARIAL AUDIT REPORT

The Company has appointed M/s Sunita Mohanty & Associates, Company Secretaries to conduct secretarial audit and their Report on Company's Secretarial Audit is appended to this Report as **Annexure-6**.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, a report on the Corporate Governance, Management Discussion and Analysis, Certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance and CEO & CFO certification have been made a part of the Annual Report.

INDUSTRIAL RELATIONS

During the year under review, industrial relations at the Company's manufacturing complexes situated at Therubali and Choudwar as well as at the Mines remained cordial.

ACKNOWLEDGEMENT

Your Directors would like to place on record their sincere appreciation of the exemplary service rendered by the entire workforce during the year under review. Further, your Directors would also like to appreciate the support received from Term Lenders and Working Capital Bankers. Last but certainly by no means least, your Directors would like to thank shareholders, customers and the public at large for their continued support and confidence.

For and on behalf of the Board

(Subhrakant Panda)
Managing Director

(Jayant Kumar Misra)
Director (Corporate) & COO

Place: Bhubaneswar
Date: 14th May, 2015

Annexure-1

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L27101OR1961PLC000428
ii)	Registration Date	20/11/1961
iii)	Name of the Company	INDIAN METALS AND FERRO ALLOYS LTD
iv)	Category / Sub-Category of the Company	Public
v)	Address of the Registered office and contact details	IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar, Odisha
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable (In house share registry)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Ferro Chrome/ Ferro Alloys	2711	95

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl No	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	IMFA Alloys Finlease Limited	U65990OR2009PLC011366	Subsidiary	76.00%	Section 2(87)
2	Indian Metals And Carbides Limited	U27209OR1973PLC000598	Subsidiary	99.99%	Section 2(87)
3	Utkal Coal Limited	U74899DL1998PLC068120	Subsidiary	79.20%	Section 2(87)
4	Utkal Green Energy Limited	U01112OR2007PLC009115	Subsidiary	100%	Section 2(87)
5	Utkal Power Limited	U40101OR2004PLC007590	Subsidiary	100%	Section 2(87)
6	Indmet Mining Pte Ltd (Singapore)	-	Subsidiary	100%	Section 2(87)
7	Pt Sumber Rahayu Indah (Indonesia)	-	Subsidiary	70%	Section 2(87)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 31st March, 2014				No. of Shares held at the end of the year 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters and promoter group									
(1) Indian									
a) Individual/ HUF	12,88,094	0	12,88,094	4.96	10,70,555	0	10,70,555	4.12	(0.84)
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
d) Bodies Corp.	1,31,26,124	0	1,31,26,124	50.53	1,31,26,124	0	1,31,26,124	50.53	0
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
f) Any Other....									
- Trust	12,444	0	12,444	0.04	12,444	0	12,444	0.04	0
Sub-total (A) (1):-	1,44,26,662	0	1,44,26,662	55.53	1,42,09,123	0	1,42,09,123	54.69	(0.84)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year 31st March, 2014				No. of Shares held at the end of the year 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	2,17,539	0	2,17,539	0.84	0.84
b) Other - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
c) Bodies Corp.	51,456	0	51,456	0.2	51,456	0	51,456	0.2	0
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
e) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
Sub-total (A) (2):-	51,456	0	51,456	0.2	2,68,995	0	2,68,995	1.04	0.84
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,44,78,118	0	1,44,78,118	55.73	1,44,78,118	0	1,44,78,118	55.73	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	24,87,245	3,175	24,90,420	9.59	27,28,152	3,175	27,31,327	10.51	0.92
b) Banks / FI	1,25,610	70	1,25,680	0.49	85,073	70	85,143	0.33	(0.16)
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
g) FIs	13	0	13	00	13	0	13	00	0
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
Sub-total (B)(1):-	26,12,868	3,245	26,16,113	10.08	28,13,238	3,245	28,16,483	10.84	0.76
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	10,18,386	40,894	10,59,280	4.08	8,45,799	40,859	8,86,658	3.41	(0.67)
ii) Overseas	38,44,259	17,90,500	56,34,759	21.69	38,44,259	17,90,500	56,34,759	21.69	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	9,14,493	2,45,033	11,59,526	4.46	8,77,792	2,35,567	11,13,359	4.29	(0.17)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7,13,205	31,500	7,44,705	2.87	7,32,361	31,500	7,63,861	2.94	0.07
c) Others (specify)									
(1) Trust	20	0	20	00	20	0	20	00	0
(2) Foreign Nationals	53	0	53	00	53	0	53	00	0
(3) Non Resident Indians	1,96,608	19,431	2,16,039	0.83	1,90,319	18,899	2,09,218	0.81	(0.02)
(4) Clearing Members	13,257	0	13,257	0.05	6,319	0	6,319	0.02	(0.03)
(5) HUF	55,183	0	55,183	0.21	68,205	0	68,205	0.27	0.06
Sub-total (B)(2):-	67,55,464	21,27,358	88,82,822	34.19	65,65,127	21,17,325	86,82,452	33.43	(0.76)
Total Public Shareholding (B)=(B)(1)+(B)(2)	93,68,332	21,30,603	11,498,935	44.27	93,78,365	21,20,570	1,14,98,935	44.27	00
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Grand Total (A+B+C)	2,38,46,450	21,30,603	2,59,77,053	100	2,38,56,483	21,20,570	2,59,77,053	100	00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Bansidhar Panda	4,22,100	1.62	1.62	4,22,100	1.62	0	0
2	Baijayant Panda	2,17,539	0.84	0.79	2,17,539	0.84	0	0
3	Paramita Mahapatra	2,18,015	0.84	0	2,18,015	0.84	0	0
4	Subhrakant Panda	2,12,901	0.82	0.79	2,12,901	0.82	0	0
5	Nivedita Ganapathi	2,17,539	0.84	0	2,17,539	0.84	0	0
6	B Panda and Company Pvt Ltd	11,09,514	4.27	0	11,09,514	4.27	0	0
7	Barabati Investment and Trading Co. Pvt Ltd	26,34,778	10.14	0	26,34,778	10.14	0	0
8	K B Investments Pvt Ltd	25,16,401	9.69	0	25,16,401	9.69	0	0
9	Madhuban Investments Pvt Ltd	23,95,696	9.22	0	23,95,696	9.22	0	0
10	Paramita Investment and Trading Co. Pvt Ltd	26,34,778	10.14	0	26,34,778	10.14	0	0
11	Indmet Commodities Pvt Ltd	12,26,879	4.72	0	12,26,879	4.72	0	0
12	Subhrakant Panda, Managing Trustee, Shaisah Foundation	12,444	0.05	0	12,444	0.05	0	0
13	Utkal Manufacturing and Services Ltd	6,08,078	2.34	0	6,08,078	2.34	0	0
14	Indian Metals and Ferro Alloys Ltd – Unclaimed Suspense Account- Promoter Group	51,456	0.2	0	51,456	0.2	0	0
Total		1,44,78,118	55.73	3.2	1,44,78,118	55.73	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,44,78,118	55.73	1,44,78,118	55.73
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	1,44,78,118	55.73
	At the End of the year	1,44,78,118	55.73	1,44,78,118	55.73

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 1	Litec Company Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	38,44,259	14.79	38,44,259	14.79
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	38,44,259	14.79
	At the End of the year (or on the date of separation, if separated during the year)	38,44,259	14.79	38,44,259	14.79

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 2	Fox Consulting Services Pte Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	10,65,500	4.10	10,65,500	4.10
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	7,25,000 (Transfer of shares)	2.79	17,90,500	6.89
	At the End of the year (or on the date of separation, if separated during the year)	17,90,500	6.89	17,90,500	6.89

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 3	Reliance Capital Trustee Co.ltd- A/C Reliance Tax Saver(Elss) Fund	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	14,95,974	5.76	14,95,974	5.76
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	(1,55,000) (Transfer of shares)	0.60	13,40,974	5.16
	At the End of the year (or on the date of separation, if separated during the year)	13,40,974	5.16	13,40,974	5.16

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 4	Reliance Capital Trustee Co.ltd- A/C Reliance Equity Oppurtunities Fund	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	8,79,385	3.38	8,79,385	3.38
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	(70,000) (Transfer of shares)	0.27	8,09,385	3.11
	At the End of the year (or on the date of separation, if separated during the year)	8,09,385	3.11	8,09,385	3.11

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 5	ICICI Prudential Infrastructure Fund	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	00	00	00	00
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	3,27,092 (Transfer of shares)	1.25	3,27,092	1.25
	At the End of the year (or on the date of separation, if separated during the year)	3,27,092	1.25	3,27,092	1.25

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 6	Shah Jyotindra Ramniklal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2,84,689	1.09	2,84,689	1.09
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	18,614 (Transfer of shares)	0.07	3,03,303	1.16
	At the End of the year (or on the date of separation, if separated during the year)	3,03,303	1.16	3,03,303	1.16

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 7	Reliance Life Insurance Company Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	3,27,096	1.25	3,27,096	1.25
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	(33,675) (Transfer of shares)	0.13	2,93,421	1.12
	At the End of the year (or on the date of separation, if separated during the year)	2,93,421	1.12	2,93,421	1.12

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 8	Minix Holdings Pvt Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,49,486	0.57	1,49,486	0.57
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	1,49,486	0.57
	At the End of the year (or on the date of separation, if separated during the year)	1,49,486	0.57	1,49,486	0.57

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 9	ICICI Prudential Growth Fund-Series 8	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	00	00	00	00
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	1,39,039 (Transfer of shares)	0.53	1,39,039	0.53
	At the End of the year (or on the date of separation, if separated during the year)	1,39,039	0.53	1,39,039	0.53

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No. 10	Amit Goel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	00	00	00	00
	Date wise increase / Decrease in are holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc):	1,34,840 (Transfer of shares)	0.51	1,34,840	0.51
	At the End of the year (or on the date of separation, if separated during the year)	1,34,840	0.51	1,34,840	0.51

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 1	Bansidhar Panda	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	4,22,100	1.62	4,22,100	1.62
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	4,22,100	1.62
	At the End of the year (or on the date of separation, if separated during the year)	4,22,100	1.62	4,22,100	1.62

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 2	Baijayant Panda	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2,17,539	0.84	2,17,539	0.84
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	2,17,539	0.84
	At the End of the year	2,17,539	0.84	2,17,539	0.84

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 3	Subhrakant Panda	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2,12,901	0.82	2,12,901	0.82
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	2,12,901	0.82
	At the End of the year	2,12,901	0.82	2,12,901	0.82

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 4	Paramita Mahapatra	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2,18,015	0.84	2,18,015	0.84
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	2,18,015	0.84
	At the End of the year	2,18,015	0.84	2,18,015	0.84

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 5	Jayant Kumar Misra	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,500	0.005	1,400	0.005
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	(1,400) (Transfer of Shares)	0.005	100	00
	At the End of the year	100	00	100	00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 6	Chitta Ranjan Ray	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	46	00	46	00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	46	00
	At the End of the year	46	00	46	00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No. 7	Prem Khandelwal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	240	00	240	00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment /transfer /bonus/sweat equity etc):	NIL	NIL	240	00
	At the End of the year	240	00	240	00

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	(₹ in Crore) Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,060.38	0	11.86	1,072.24
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	12.23	0	0	12.23
Total (i+ii+iii)	1,072.61	0	11.86	1,084.47
Change in Indebtedness during the financial year				
(ci) Addition	569.22	0	1.59	570.81
(cii) Reduction	600.89	0	1.16	602.05
Net Change	(31.67)	0	0.43	(31.24)
Indebtedness at the end of the financial year				
i) Principal Amount	1,037.00	0	12.29	1,049.29
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	3.94	0	0	3.94
Total (i+ii+iii)	1,040.94	0	12.29	1,053.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl No.	Particulars of Remuneration	Name of MD/WT/ Manager					(₹ in Crore) Total Amount
		Dr Bansidhar Panda	Mr Baijayant Panda	Mr Subhrakant Panda	Mr J K Misra	Mr C R Ray	
1	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1.06	1.04	1.22	0.38	0.51	4.21
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.38	0.41	0.41	0.23	0.09	1.52
	(c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission						
	- as % of profit	-	-	-	-	-	-
	- others, specify...	-	-	-	0.20	0.03	0.23
5	Others, please specify	-	-	-	-	-	-
	Total (A)	1.44	1.45	1.63	0.81	0.63	5.96
	Ceiling as per the Act						

B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	(Amount in ₹)							
		Name of Directors							Total Amount
		Paramita Mahapatra	Dr S Acharya	Major R N Misra (Retd.)	Bandyopadhyay	D S P Mathur	N R Mohanty	General S Roychowdhury (Retd.)	Alex Amrein
1	Independent Directors								
	Fee for attending board committee meetings	NIL	1,00,000	55,000	45,000	40,000	20,000	10,000	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	1,00,000	55,000	45,000	40,000	20,000	10,000	NIL
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	1,75,000	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	1,75,000	NIL	NIL	NIL	NIL	NIL	NIL	1,75,000
	Total = (1+2)	1,75,000	1,00,000	55,000	45,000	40,000	20,000	10,000	NIL
	Total Managerial Remuneration								4,55,000
	Overall Ceiling as per the Act								

c. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

(₹ in Crore)

Sl No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO/Company Secretary	Total
1	(a) Gross Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	0.51	0.51
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.15	0.15
	(c) Profits in lieu of salary under Section 17(3) Income-tax (9) Act, 196	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	Total	0.66	0.66

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Punishment	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Compounding	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
B. Directors					
Penalty	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Punishment	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Compounding	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
C. Other Officers in Default					
Penalty	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Punishment	NIL	Not Applicable	NIL	Not Applicable	Not Applicable
Compounding	NIL	Not Applicable	NIL	Not Applicable	Not Applicable

Annexure-2

Nomination And Remuneration Policy

1. PREAMBLE

Section 178 of the Companies Act, 2013 read with applicable rules made thereunder and Clause 49 of the Listing Agreement requires the Nomination & Remuneration Committee to formulate a policy relating to appointment, remuneration, retirement and removal of Director(s)/Key Managerial Personnel (KMPs) and Senior Management Personnel. This policy has been formulated in compliance with the above regulations.

2. DEFINITIONS

2.1 Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

2.2 Board means Board of Directors of the Company.

2.3 Directors mean Directors of the Company.

2.4 Key Managerial Personnel (KMP) means

2.4.1 Chief Executive Officer or the Managing Director or the Manager

2.4.2 Whole-time Director;

2.4.3 Chief Financial Officer;

2.4.4 Company Secretary; and

2.4.5 Such other officer as may be prescribed.

2.5 Senior Management means personnel of the Company excluding the Board of Directors and KMPs upto the level of Functional Heads.

3. POLICY ON BOARD DIVERSITY

The Board of Directors shall have the optimum combination of Directors including one woman Director from different areas / fields like Production, Management, Quality Assurance, Finance, Sales & Marketing, Supply Chain, Research & Development, Human Resources, etc or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

4. POLICY FOR APPOINTMENT, REMUNERATION, RETIREMENT AND REMOVAL OF DIRECTOR(S) AND KMP(S)

4.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or KMP and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has

discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- c) The Company shall not appoint or continue the employment of any person as Managing / Whole-time Director who has attained the age of 70 (seventy) years. Provided that the term of the person holding this position may be extended beyond the age of 70 (seventy) years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 (seventy) years.

4.2 Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing/Whole-time Director for a term not exceeding 5 (five) years at a time. No re-appointment shall be made earlier than 1 (one) year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated). On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of

Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company or such other number as may be prescribed under the Act.

4.3 Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the Act.

4.4 Retirement

The KMPs who are not Directors shall retire as per the prevailing policy of the Company. The Board will have the discretion to retain the KMP in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, on the recommendation of Managing Director.

4.5 Remuneration

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director or KMP to the Board for their approval as per the provisions of the Act / Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors or KMPs of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

5. POLICY FOR APPOINTMENT, REMUNERATION, RETIREMENT AND REMOVAL OF SENIOR MANAGEMENT PERSONNEL

5.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of

the person for appointment at Senior Management level and recommend to the Board his / her appointment.

- b) A person should possess adequate qualification, functional expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

5.2 Retirement & Removal

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of Managing Director.

The Senior Management Personnel shall be removed after taking appropriate disciplinary action due to any breach of code of conduct / ethics and/or any misconduct during the service.

5.3 Remuneration

The Committee will recommend the remuneration to be paid to the Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Senior Management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market.

The remuneration of such persons shall be in accordance with performance criteria defined for the role through performance management system to achieve the Company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and Executive Incentives Scheme applicable to their level.

Annexure-3

Particulars required under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014:

A. CONSERVATION OF ENERGY

- (i) Steps taken or impact on Conservation of Energy
 - (a) Installation of Thermostat controller in main cooling towers of CCP-I, CCP-II & CCP-III for auto On/ Off control of fans based on the inlet/outlet temperature of water leading to reduction in the running of cooling tower fans by three hours per day at CCP-I & ten hours per day at CCP-II & III. The energy saving achieved 225 KWH per day i.e 74250 KWH per annum.
 - (b) Stoppage of Furnace electrode mantle heaters of CCP-I leading to energy saving of 677377 KWH during the year.
 - (c) Automatic switching On/Off lighting distribution panel installed in TCP-1 & TCP-2 to conserve extra energy consumed due to manual switching On/Off errors of lights.
- (ii) Steps taken by the Company for utilising alternate sources of energy. Nil
- (iii) Capital investment on energy conservation equipments ₹ 12.30 lakh at Choudwar Power Plant and ₹ 3.5 lakh at Therubali

B. TECHNOLOGY ABSORPTION:

- (i) Efforts made towards technology absorption
Choudwar Power Plant:
 - (a) Installation and commissioning of fire fighting and alarm system of 10 Nos of power transformers and cable gallery of 138 MW power plant. In case of fire, automatically water shall spray over the fire and give an alarm at central control room.
 - (b) Installation and commissioning of 250 Amps auto-change over switch in 30 MWPP. In case of power failure, it changed over to DG supply automatically for Emergency lighting and drives.
 - (c) Installation, commissioning and proper usage of Oxygen Gas Analysers for 30 MW PP whereby Combustion Efficiency is improved.
 - (d) Installation and commissioning of dual channel Automatic Voltage Regulator unit in 30MWPP generator. In any case if one channel fails, other

channel takes over automatically without any system interruption.

- (e) Overhead truss was prepared and single core of 33KV,800sq.mm cables were laid to generator transformer of 30MWPP to avoid failure of old underground 3 core cables, which was causing frequent plant shutdown.
- (f) To control noise at 120 MW PP, silencer have been designed, manufactured and installed in house for Atmospheric flash tank for all the Turbine drains of unit-1 & 2.
- (g) In place of conventional pipe & clamp scaffolding, upgraded version cup lock scaffoldings are being used inside all the boilers for enhancing safety.
- (h) To maintain uninterrupted coal flow to 120 MW & 30 MW boilers, Air blasters have been installed at coal bunkers of 120 MW & 30 MW boilers.
- (i) Installation & commissioning of dry fog system in 120MW CHP to minimise fugitive dust emission.
- (j) Installation & commissioning of stream of fogging nozzles in crusher & screen house in 120MW CHP to control fugitive dust emission to outside.
- (k) Utilization of waste water of 120 MW Power plant in CHP for dust control on road, in coal yard & coal feeding ground hopper by installing pump, pipe lines, sprinklers & rain guns.
- (l) Installation & commissioning of Impact Hammer Mill in place of RG crusher in 30 MW CHP to get proper & required size of coal as per bunker requirement.
- (m) Installation & commissioning of Vibrating feeder above the crusher in 30 MW CHP to feed the coal continuously & uniformly by avoiding jamming of wet coal during bunker feeding.
- (n) Installation of modified transfer chute in-between BC-2 & Vibro feeder for smooth flow of raw coal in 30 MW CHP.

- (o) Installation & commissioning of water sprinkling arrangement in 30 MW and 108 MWPP through Rain guns & stream of fogging nozzles in coal ground hopper to control fugitive dust emission.

- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution

Choudwar Charge Chrome Plant:

- (a) Retrofitting of 2 Nos 1250 Amps, Schneider make SF6 breakers in auxiliary transformers of 108 MWPP in place of M/s S&S, Austria make oil circuit breakers.
- (b) Chinese make Off gas burner for 30 MW boiler have been replaced by developing and procuring the same from a vendor developed at Kolkata.
- (c) Chinese make Rupture disc of 60 MW turbine.
- (d) 30 MW boiler Start-up vent valve.
- (e) Condenser inlet and outlet expansion bellows have been replaced with indigenous ones in TG-1&2 of 108 MWPP.
- (f) Replacing the Chinese make Integrated drive unit to Indigenous Drive unit with separate motor and pulley unit for BC-5 conveyor at 30 MW PP CHP.
- (g) Replacing the Chinese make Integrated drive unit to Indigenous Drive unit with separate motor and pulley unit for Trammel screen at 30 MW PP CHP.
- (h) Installation of Indigenous Power pack unit of Impact Crusher Mill in 108 MW CHP.

Therubali Charge Chrome Plant

- (a) Monitoring of hot spot in sub-station equipment by using thermal imaging camera to rectify the problem before their occurrence.
- (b) Implementation/ Installation of PLC and SCADA in Gas Cleaning Plant-1 to operate in auto mode with higher accuracy and protection. Because of the same the system is being run with effective monitoring of all the equipments.

- (c) Installation of Mechanized Jigging Machine-10 TPH capacity Mechanized Jigging machine was installed for recovery of 3-10 mm and 10-20 mm fraction metal from the crushed and screened sub-standards.

Benefits are:

- (1) Capable of handling the increased volume of substandard material generated from 3 Plants chrome operations.
- (2) Reduce the additional manpower requirements for the increased quantities to be handled.
- (3) Phase out the manual Jigging operation.
- (4) Able to recover 10-20 mm fraction prime metal.
- (5) Reduction of cost of jigging recovery for 3-10 mm fraction.
- (6) Increase of chrome recovery.

- (iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)

- (a) Technology imported: Nil
- (b) Year of import: Nil
- (c) Whether the technology been fully absorbed: Not Applicable
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

- (iv) the expenditure incurred on Research & Development: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange earned (FOB value) and used

(₹ in Crore)

- (a) Foreign Exchange earnings: 1,032.47 (previous year: 1,042.69)
- (b) Foreign Exchange outgo: 226.88 (previous year: 274.72)

Annexure-4

Annual Report on CSR Activities

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or Programs : Kindly refer to the Corporate Social Responsibility Policy published in this Annual Report and the Company's website: http://www.imfa.in/ .	
2	The composition of the CSR Committee :	
	(i)	Subhrakant Panda, Managing Director (Chairman of the Committee)
	(ii)	Dr S Acharya
	(iii)	Paramita Mahapatra and
	(iv)	JK Misra
3	Average net profit of the company for the last three financial years :	
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above) :	
5	Details of CSR spent during the financial year :	
	(a)	Total amount to be spent for the financial year : ₹ 84.10 Crore
	(b)	Amount unspent if any : ₹ 1.68 Cr
	Nil. An amount of ₹ 4.05 Cr has been spent during the current financial year which is in excess of amount as specified in item 4 (a) above.	

(c) Manner in which the amount spent during the financial year is detailed below :								(₹ in Crore)	
1	2	3	4	5	6	7	8		
Sl No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where project or program was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency		
					Direct expenditure on projects or programs	Overheads	Implementing Agency		
1	Social development by focusing on community development programmes involving health programmes, women & child care, safe water & sanitation, and malnutrition	Health Care & Community Development	State : Odisha District : Jaipur, Cuttack, Rayagada & Angul	0.68	0.62	----	0.53 0.09		
2	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects. Enhancing employability by imparting vocational training and entrepreneurial skills leading to income generation and economic empowerment	Education & Skill Development	State : Odisha District : Jaipur, Cuttack, Rayagada & Angul	2.41	2.76	----	0.44 2.32		
3	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	Women Empowerment & Gender Equality	State : Odisha District : Jaipur, Cuttack, Rayagada & Angul	0.01	0.01	----	0.01 ----		

(c) Manner in which the amount spent during the financial year is detailed below : (contd.)							
1	2	3	4	5	6	7	8
Sl No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where project or program was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency
					Direct expenditure on projects or programs	Overheads	Implementing Agency
4	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry conservation of natural resources and maintaining quality of soil, air and water. Conserving natural resources through process improvements, recycling, waste reduction and minimising pollution and through extensive plantation	Environmental Sustainability	State : Odisha District : Jajpur, Cuttack, Rayagada & Angul	0.21	0.20	0.20	0.20
5	Rural development projects, working with Government, Gram Sabhas, Gram Panchayats, NGOs, CBOs, etc for improving conditions in the communities where we operate with a focus on continuity and sustainability	Infrastructure Development	State : Odisha District : Jajpur, Cuttack, Rayagada & Angul	0.21	0.17	0.17	0.17
6	Training to promote rural sports, Nationally recognised sports, paralympic sports and Olympic sports., Promoting sports by instituting awards, promoting sporting events including supporting such activities at school level	Promotion of Sports	State : Odisha District : Jajpur, Cuttack, Rayagada & Angul	0.09	0.08	0.08	0.08
7	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts	Promotion of Culture	State : Odisha District : Jajpur, Cuttack, Rayagada & Angul	0.29	0.21	0.21	0.17
Total				3.90	4.05	0.00	1.40
Note : 1) Of the total CSR expenditure of ₹ 4.05 Crore an amount of ₹ 1.23 Crore has been spent through the implementing agency Bansidhar & Ila Panda Foundation (BPF) established in the year 2011 as the social development arm of Indian Metals & Ferro Alloys Ltd (IMFA) and an amount of ₹ 0.17 Crore through Indian Metals Public Charitable Trust (IMPACT) a charitable arm of IMFA founded by Dr Bansidhar Panda and Late Ila Panda. 2) The cumulative expenditure includes an amount of ₹ 0.44 Crore spent till 2013-14 on capital expenditure on Industrial Training Centre (ITC) at Sukinda in Jajpur District of Odisha. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report. Refer Note 5(b) above.							
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company. For Indian Metals & Ferro Alloys Ltd (Subhrakant Panda) Managing Director							
For and on behalf of CSR Committee of Indian Metals & Ferro Alloys Ltd (Subhrakant Panda) Chairman of the CSR Committee							

Annexure-5

Particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2015.

Sl No.	Name	Designation	Qualification	Exp in years	Remuneration	Date of Appointment	Age in year	Particulars of last employment
1	Dr B Panda	Executive Chairman	Degrees from Benaras Hindu University, Harvard University and Michigan Technological University	59	1,44,22,261	28.10.2006	84	Indian Charge Chrome Ltd
2	Baijayant Panda	Vice Chairman	Majoried in Scientific and Technical Communication from Michigan Technological University, USA	29	1,45,27,747	15.03.2000	51	Indian Charge Chrome Ltd
3	Subhrakant Panda	Managing Director	Bachelor of Science Degree in Business Administration from the School of Management, Boston University, USA	22	1,63,41,050	28.10.2006	44	Indian Charge Chrome Ltd
4	J K Misra	Director (Corporate) & COO	B.E. (Electrical) from erstwhile University of Roorkee, now called IIT, Roorkee; MEP from IIM, Ahmedabad	35	80,48,539	28.10.2006	59	Indian Charge Chrome Ltd
5	C R Ray	Whole-time Director	Bachelor of Science in Electronics from Burdwan University	41	63,16,396	31.01.2013	71	None
6	Prem Khandelwal	CFO & Company Secretary	B.Com(Hons.) from University of Kolkata, FCA, FCMA, FCS	25	65,57,442	26.04.2005	51	Jaiprakash Industries Ltd

Note: Nature of employment: Contractual

Annexure-6

FORM NO. MR-3 SECRETARIAL AUDIT REPORT For the Financial Year ended 31.03.2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Indian Metals and Ferro Alloys Limited
IMFA Building, Bomikhal
Rasulgarh, Bhubaneswar-751010

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indian Metals & Ferro Alloys Limited, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms, and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes listed and compliance –mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by Indian Metals & Ferro Alloys Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Issue of Capital (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 the Companies Act and dealing with Client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) And other laws specifically applicable to the Company like:
 - a. Mines Act, 1952
 - b. Mines Rules, 1955
 - c. Mines and Minerals (Development & Regulation) Act, 1957
 - d. Orissa Minerals (Prevention of theft, Smuggling & Illegal Mining and Regulation of Possession, Storage, Trading and Transportation) Rules, 2007
 - e. Mines Rescue Rules, 1985
 - f. Metalliferous Mines Regulations, 1961
 - g. The Maternity Benefits Act, 1961
 - h. The Maternity Benefit (Mines & Circus) Rules, 1963

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India. (Was not applicable mandatorily till the end of FY 2014-15)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange;

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

Place: Bhubaneswar
Date: 14th May, 2015

Name of Company Secretary in practice: **CS Jyotirmoy Mishra**
FCS No.: 6556
C P No: 6022

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure-A

To,
The Members
Indian Metals and Ferro Alloys Limited
IMFA Building, Bomikhal,
Rasulgarh, Bhubaneswar-751010

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14th May, 2015
Place: Bhubaneswar

Name of the Company Secretary in practice: **CS Jyotirmoy Mishra**
Membership No: FCS-6556
C P No: 6022

FORM AOC - I

Statement containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

1	SI No.	1	2	3	4	5	6	7
2	Name of the subsidiary	Indian Metals & Carbide Ltd	Utkal Power Ltd	Utkal Coal Ltd	IMFA Alloys Finlease Ltd	Utkal Green Energy Ltd	Indmet Mining Pte Ltd	PT Sumber Rahayu Indah (Subsidiary of Indmet Mining Pte Ltd)
3	Reporting Period	2014-15	2014-15	2014-15	2014-15	2014-15	2014-15	2014-15
4	Reporting Currency	INR	INR	INR	INR	INR	INR (Converted)	INR (Converted)
5	Share Capital	1.05	0.45	25.00	303	0.98	72.89	3.45
6	Reserves & Surplus	(0.81)	(0.01)	90.69	29.33	(0.96)	(2.56)	(7.81)
7	Total Assets	0.26	1.25	355.10	35.90	0.08	70.38	0.03
8	Total Liabilities	0.26	1.25	355.10	35.90	0.08	70.38	0.03
9	Investments	0.10	0.00	0.00	0.00	0.00	54.41	0.00
10	Turnover	0.00	0.00	0.00	2.94	0.00	0.00	0.00
11	Profit before Taxation	0.00	0.00	(0.06)	2.96	0.00	0.03	(0.23)
12	Provision for Taxation	0.00	0.00	0.00	0.96	0.00	0.00	0.00
13	Profit after Taxation	0.00	0.00	(0.06)	2.00	0.00	0.03	(0.23)
14	Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15	% of shareholding	99.99%	100%	79.20%	76%	100%	100%	70%

NOTE

1 The Figures in Balance Sheet and Statement of Profit & Loss of Indmet Mining Pte Ltd and PT. Sumber Rahayu Indah have been converted from USD to ₹ @ ₹ 62.18/ USD and ₹ 60.89 /USD respectively.

2 Subsidiaries which are yet to commence operation:

- a) Utkal Power Ltd
- b) Utkal Coal Ltd
- c) Utkal Green Energy Ltd
- d) Indmet Mining Pte Ltd
- e) PT Sumber Rahayu Indah

For and on behalf of the Board of Directors

Place: Bhubaneswar
Date: 14th May, 2015

Prem Khandelwal
CFO & Company Secretary

Subhrakant Panda
Managing Director

Jayant Kumar Misra
Director (Corporate) & COO

DIRECTORS' REPORT

Report on Corporate Governance

as on 31st March, 2015



Your Directors are pleased to present the compliance report on Corporate Governance.

1. PHILOSOPHY OF CODE OF GOVERNANCE:

Your Company prides itself on being a responsible corporate citizen which is committed to running its business in the best possible manner while being completely transparent, complying with all relevant rules & regulations and contributing to society at large. The Company adheres to the highest ethical standards which is combined with an unwavering commitment to certain core values – transparency, fairness in all dealings, honesty of purpose, quality consciousness and customer satisfaction.

2. BOARD OF DIRECTORS:

Your Company is managed by a Board of Directors comprising of a combination of Executive and Non-Executive Directors with the Non-Executive Directors constituting more than fifty percent of the total strength of the Board. The Company has an Executive Chairman and half of the Board was comprising of Independent Directors.

None of the Directors on the Board is a member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director. Necessary disclosures with regard to membership of committees have been made by the Directors.

The composition of the Board as on 31st March, 2015 was as under:

Name of the Director	Business relationship	Category of Directorship	No. of Directorships in other* public limited companies.	No. of Committee Memberships in other* public limited companies.	
				Chairman	Member
Dr B Panda	Executive Chairman	Promoter Non-Independent Executive	1	-	-
Baijayant Panda	Vice Chairman	Promoter Non-Independent Executive	3	-	1
Subhrakant Panda	Managing Director	Promoter Non-Independent Executive	3	-	-
J K Misra	Director (Corporate) & COO	Non-Independent Executive	3	-	2
C R Ray	Whole-time Director	Non-Independent Executive	4	-	-
Paramita Mahapatra	Director	Promoter Non-Independent Non-Executive	5	-	-
D Bandyopadhyay	Director	Independent Non-Executive	-	-	-
Major R N Misra (Retd.)	Director	Independent Non-Executive	2	2	1
Dr S Acharya	Director	Independent Non-Executive	1	-	2
N R Mohanty	Director	Independent Non-Executive	3	1	6
Alex Amrein	Director	Independent Non-Executive	-	-	-
S P Mathur	Director	Independent Non-Executive	1	-	2
General Shankar Roychowdhury (Retd.)	Director	Independent Non-Executive	-	-	-
S Nautiyal	Director	Independent Non-Executive	2	-	8

*in companies other than Indian Metals & Ferro Alloys Limited

No. of Board Meetings, attendance at Board Meetings & previous Annual General Meeting:

Name of the Director	No. of Board Meetings attended during FY 2014-15	Attendance at AGM held on 22nd July, 2014	Remarks
Dr B Panda	3	Yes	
Baijayant Panda	2	No	
Subhrakant Panda	4	Yes	
J K Misra	3	Yes	
Chitta Ranjan Ray	4	Yes	
Paramita Mahapatra	3	Yes	
D Bandyopadhyay	3	No	
Major R N Misra (Retd.)	4	Yes	
Dr S Acharya	4	Yes	
N R Mohanty	4	Yes	
S P Mathur	4	Yes	
General Shankar Roychowdhury (Retd.)	2	No	
S Nautiyal	2	No	Appointed on 28th August, 2014
Alex Amrein	NIL	No	

Dates on which Board Meetings were held: 20th May, 2014, 22nd July, 2014, 29th October, 2014, 3rd February, 2015

3 AUDIT COMMITTEE:

The Company constituted an Audit Committee under the provisions of Section 292A of the erstwhile Companies Act, 1956, now Section 177 of the Companies Act 2013.

The role of the Audit Committee includes the following areas:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 (3) (c) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control system.
- Discussion with the internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower mechanism.
- Verifying working results as well as capital expenditure vis-à-vis budgets.
- Reviewing quarterly progress reports submitted by the Company to the Financial Institutions/Banks.
- Reviewing effectiveness of the cost accounting, management information and cost control system.
- Ensuring proper maintenance of books of accounts.
- Examining procedure of purchases.
- Examining procedures for inventory control.
- Examining reasonableness of transactions with the associate companies, if any.
- Reviewing accounting procedures periodically.
- Reviewing insurance coverage.
- Reviewing prevalent systems of payroll.
- Reviewing systems and procedures in respect of import of raw materials, spares, components and capital equipment and export of finished goods.
- Reviewing accounting and booking of the expenditure to the correct account head.
- Reviewing compliance with the provisions of the Income Tax Act in respect of deduction and deposit of tax deducted at source.

Composition of the Audit Committee and the details of meetings attended by the members are given below:

Name of the Member	Category	No. of meetings attended during FY 2014-15
D Bandyopadhyay, Chairman	Independent Non-Executive	3
Paramita Mahapatra	Non-Independent Non-Executive	3
Major R N Misra (Retd.)	Independent Non-Executive	4
S P Mathur	Independent Non-Executive	4
Dr S Acharya	Independent Non-Executive	4

Audit Committee meetings were attended by Sharat Prakash, Senior Partner, M/s Raghu Nath Rai & Co, Internal Auditor and Statutory Auditors – Haribhakti & Co LLP, Chartered Accountants. CFO & Company Secretary acts as the Secretary of the Audit Committee.

Dates on which meetings were held : 20th May, 2014, 22nd July, 2014, 29th October, 2014, 3rd February, 2015

4 NOMINATION & REMUNERATION COMMITTEE:

Pursuant to Section 178(1) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 20th May, 2014 as "Nomination and Remuneration Committee". The broad terms of reference of the Nomination and Remuneration Committee are:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- To formulate the criteria for evaluation of all the Directors on the Board;
- To devise a policy on Board diversity; and
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

The following are the members of the Nomination & Remuneration Committee who are Non-Executive Independent Directors:

Name of the Member	Category	No. of meetings attended during FY 2014-15
D Bandyopadhyay, Chairman	Non-Executive Independent	3
Major R N Misra (Retd.)	Non-Executive Independent	3
Dr S Acharya	Non-Executive Independent	3

Dates on which meetings were held : 20th May, 2014, 29th October, 2014, 3rd February, 2015

Remuneration Policy : Please refer Annexure -2 of Directors Report

Details of remuneration for FY 2014-15

Non-Executive Directors

Name	(Amt in ₹)		
	Commission	Sitting Fees	Total
Paramita Mahapatra	0	1,75,000	1,75,000
D Bandyopadhyay	0	45,000	45,000
Major R N Misra (Retd.)	0	55,000	55,000
Dr S Acharya	0	1,00,000	1,00,000
S P Mathur	0	40,000	40,000
N R Mohanty	0	20,000	20,000
General Shankar Roychowdhury (Retd.)	0	10,000	10,000
S Nautiyal	0	10,000	10,000
Total	0	4,55,000	4,55,000

All Non-Executive Directors are paid sitting fees. In addition, Non-Executive Independent Directors are paid commission at a rate not exceeding 0.5% per annum of the net profits of the Company subject to a maximum of ₹ 35 lakh computed as per applicable provisions of the Companies Act, 1956.

Executive Directors

Name	(Amt in ₹)				
	Salary	Perquisites & Allowances	Commission/ Performance pay	Stock Options	Total
Dr B Panda Executive Chairman (w.e.f. 28th October, 2012 for a period of 3 years)	1,06,20,000	38,02,261	-	-	1,44,22,261
Baijayant Panda Vice Chairman (w.e.f. 28th October, 2012 for a period of 3 years)	1,04,40,000	40,87,747	-	-	1,45,27,747
Subhrakant Panda Managing Director (w.e.f. 28th October, 2012 for a period of 3 years)	1,22,40,000	41,01,050	-	-	1,63,41,050
J K Misra Director (Corporate) & COO (w.e.f. 28th October, 2012 for a period of 3 years)	37,95,120	22,53,419	20,00,000	-	80,48,539
C R Ray Whole-time Director (w.e.f. 31st January, 2013 for a period of 3 years)	50,59,596	9,56,800	3,00,000	-	63,16,396
Total	4,21,54,716	1,52,01,277	23,00,000	-	5,96,55,993

The above figures do not include (a) provisions for encashable leaves, gratuity and there is no separate provision for payment of severance fees.

Details of equity shares of the Company held by the Non Executive Directors as on 31st March, 2015 are given below

Name	Number of equity shares
Paramita Mahapatra	2,18,015

The Company has not issued any convertible debentures and stock options.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to Section 178(5) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 20th May, 2014 as "Stakeholders Relationship Committee". The Stakeholders Relationship Committee specifically looks into the redressal of shareholder's and investor's complaints like transfer of shares, non-receipt of dividend and non-receipt of balance sheet etc. The composition of the Committee and details of the meeting attended by the Directors are given under:

Name of Member	Category	No. of meetings attended during FY 2014-15
Paramita Mahapatra, Chairperson	Non-Executive Non-Independent	24
Dr Satyananda Acharya	Non-Executive Independent	6
J K Misra	Executive Non-Independent	30

Dates on which meetings were held are : 10.04.14, 30.04.14, 20.05.14, 31.05.14, 10.06.14, 20.06.14, 14.07.14, 31.07.14, 11.08.14, 20.08.14, 30.08.14, 10.09.14, 20.09.14, 30.09.14, 10.10.14, 20.10.14, 31.10.14, 11.11.14, 20.11.14, 29.11.14, 10.12.14, 20.12.14, 31.12.14, 12.01.15, 20.01.15, 31.01.15, 16.02.15, 27.02.15, 16.03.15, 31.03.15.

Name, designation & address of Compliance Officer : Prem Khandelwal
CFO & Company Secretary
Indian Metals & Ferro Alloys Limited
Bomikhal, P.O. Rasulgarh, Bhubaneswar – 751 010
Phone: 0674-2580100, Fax: 0674-2580020
e-mail: pkhandelwal@imfa.in

No. of complaints received from the shareholders : 293

From 1st April, 2014 to 31st March, 2015

No. not solved to the satisfaction of the Shareholders as : Nil
on 31st March, 2015

No. of pending share transfers as on 31st March, 2015 : Nil

6. FINANCE COMMITTEE:

The Finance Committee was constituted to specifically look into various credit facilities granted by the Banks/FI's from time to time including the power to borrow moneys within the limits approved by the shareholders, execution of documents thereto, opening and closing of Bank Accounts, changes in authorised signatories, giving operating instructions and all other banking matters, etc. The composition of the Committee is given below:

Name of Member	Category	No. of meetings attended during FY 2014-15
Dr S Acharya, Chairman	Non-Executive Independent	1
Paramita Mahapatra	Non-Executive Non-Independent	4
J K Misra	Executive Non-Independent	5

Dates on which meetings were held : 4th June, 2014, 19th August, 2014, 12th September, 2014, 29th September, 2014, 10th December, 2014

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility (CSR) Committee was constituted to look into the CSR activities & Projects or programs of the Company. The composition of the Committee and details of the meeting attended by the Directors are given below:

Name of Member	Category	No. of meetings attended during FY 2014-15
Subhrakant Panda, Chairman	Executive Non-Independent	2
Paramita Mahapatra	Non-Executive Non-Independent	1
Dr Satyananda Acharya	Non-Executive Independent	2
J K Misra	Executive Non-Independent	1

Dates on which meetings were held : 20th May, 2014, 3rd February, 2015

8. GENERAL BODY MEETINGS:

Location and time where last three AGMs were held:

The last three AGMs were held on 28th July, 2012 (at 11.00 AM), 27th July, 2013 (at 12.00 Noon) and 22nd July, 2014 (at 3.00 PM), at the Registered Office of the Company at Bomikhal, P.O. Rasulgarh, Bhubaneswar – 751010, Odisha. No Extraordinary General Meeting of the members was held during FY 2014-15.

Whether any Special Resolution passed in previous 3 AGMs : Yes

At the AGM of the Company held on 22nd July, 2014 a Special Resolution was passed for obtaining the consent of the Company 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 ₹ 2500 Crore (Rupees twenty five hundred Crore only).

During FY 2014-15, a Special Resolution authorising the Board of Directors to mortgage/pledge/hypothecate and/or create security on assets of the Company to secure any loan taken/to be taken by the Company was passed by the shareholders through Postal Ballot under Section 180(1)(a) of the Companies Act, 2013 and Rules made there under. The procedure for postal ballot is as per Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management & Administration) Rules, 2014. The details of voting pattern are as under.

Item(s)	No. of Valid Votes polled (%age)	Votes cast in favour of the Resolution (%age)	Votes cast against the Resolution (%age)
Special Resolution for authorising the Board of Directors to mortgage/ pledge/ hypothecate and/ or create security on assets of the Company to secure any loan taken/to be taken by the Company.	100	99.999	0.001

The Board appointed Sourjya Prakash Mohapatra, a practicing Chartered Accountant as Scrutinizer to conduct the postal ballot process in a transparent manner.

No Special Resolution requiring Postal Ballot is being proposed at ensuing Annual General Meeting

9. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

The Board has received general disclosure of interest from the Directors under Section 184 of the Companies Act, 2013. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. As required under Clause 49(VIII) of the revised Listing Agreement the Company has formulated a Policy on Materiality of Related Party Transactions which has been hosted on the website of the Company at <http://www.imfa.in/investor-information/others.htm>.

- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years:

NIL

- (iii) Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, the Company has a Whistle Blower Policy and has established the necessary mechanism for employees to report concern about unethical behaviour and no personnel is denied access to the Audit Committee. The said Whistle Blower Policy has been hosted on the website of the Company at <http://www.imfa.in/investor-information/others.htm>.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements and the following non-mandatory requirements:

The position of the Chairman and the MD are separate.

10. SUBSIDIARY COMPANIES:

The Audit Committee reviews consolidated financial statement of the Company. The Minutes of the Board Meetings of the unlisted subsidiaries are periodically placed before the Board of Directors of the Company. As required under Clause 49(v) of the revised Listing Agreement the Company has formulated a policy for determining 'material' subsidiaries which has been hosted on the website of the Company at <http://www.imfa.in/investor-information/others.htm>.

11. CODE OF CONDUCT:

The Company has laid down a Code of Conduct for all Board Members & Senior Executives of the Company. The Code of Conduct is available on the website of the Company www.imfa.in.

DECLARATION

As provided under Clause 49 of the Listing Agreement, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2015.

Place: Bhubaneswar
Date: 14th May, 2015

Subhrakant Panda
Managing Director

12. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Company has conducted the familiarisation program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatise them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the familiarisation program has been disclosed on the website of the Company at <http://www.imfa.in/investor-information/others.htm>

13. CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION, ISSUED PURSUANT TO THE PROVISIONS OF CLAUSE 49 OF THE LISTING AGREEMENT.

To the Board of Directors of Indian Metals & Ferro Alloys Ltd

Dear Sirs,

Sub: CEO & CFO Certificate

- A. We have reviewed the financial statements, read with the cash flow statement of Indian Metals & Ferro Alloys Ltd for the year ended 31st March, 2015 and that to the best of our knowledge and belief we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (i) There has not been any significant change in internal control over financial reporting during the year under reference.
 - (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely

Place: Bhubaneswar
Date: 14th May, 2015

Prem Khandelwal
CFO & Company Secretary

(Subhrakant Panda)
Managing Director

14. MEANS OF COMMUNICATION:

The Company normally publishes the quarterly unaudited results and audited results for the last quarter in 'Business Standard' (English) & 'The Pragativadi' (vernacular). Further the results are provided on the Company's website www.imfa.in. The unaudited results of the first, second and third quarter are announced within 45 days of the end of the relevant quarter and the fourth quarter and annual audited results are announced within 60 days of the end of the Financial Year. Press releases made by the Company from time to time are displayed in the Company's website www.imfa.in. Presentation made to the institutional investors and analyst after the declaration of quarterly, half yearly & annual results are also displayed on the Company's website www.imfa.in.

15. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	:
Date & time	: 23rd July, 2015 at 2:30 PM
Venue	: At the Registered Office of the Company at Bomikhal, P.O. Rasulgarh, Bhubaneswar – 751 010, Odisha
Financial Year	: 1st April, 2014 to 31st March, 2015
Dates of Book closure	: 17th July, 2015 to 23rd July, 2015 (both days inclusive)
Dividend Payment Date	: Dividend warrants will be despatched within 30 days from the date of Annual General Meeting.
Listing in Stock Exchanges	: The equity shares are listed at BSE Limited and National Stock Exchange of India Ltd since 28th January, 2009 and 23rd July, 2010 respectively. Listing fee for FY 2014-15 has been paid to the above said Stock Exchanges.
Stock Code	: BSE: 533047 NSE: IMFA

Market price data

: The high/low market price shown during the period 1st April, 2014 to 31st March, 2015 at the BSE and National Stock Exchange are as under.

(Amt in ₹)

BSE:

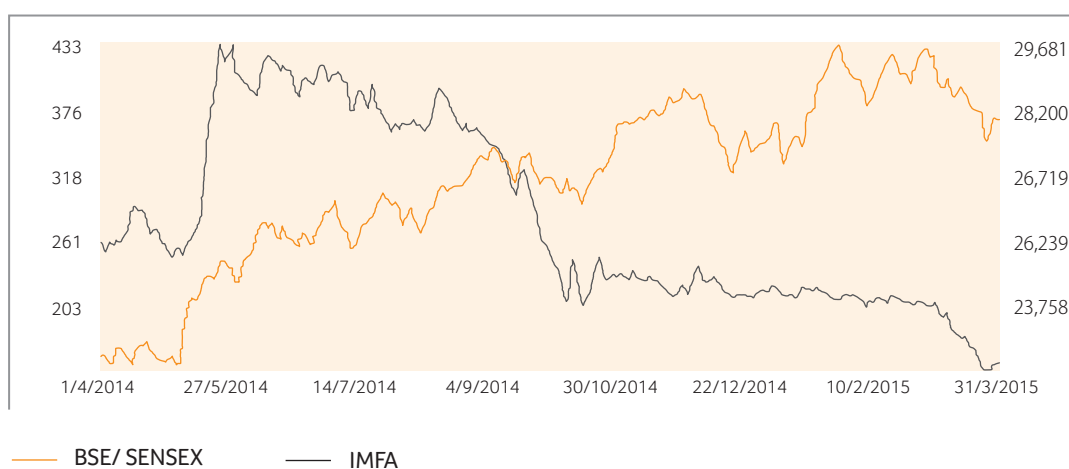
Month	High	Low
April,14	311.00	250.00
May,14	446.90	243.00
June,14	440.00	378.60
July,14	435.80	349.10
August,14	410.00	350.15
September,14	369.80	247.00
October,14	252.15	196.00
November,14	269.00	209.00
December,14	240.85	204.90
January,15	227.00	202.00
February,15	223.90	200.05
March,15	210.50	144.10

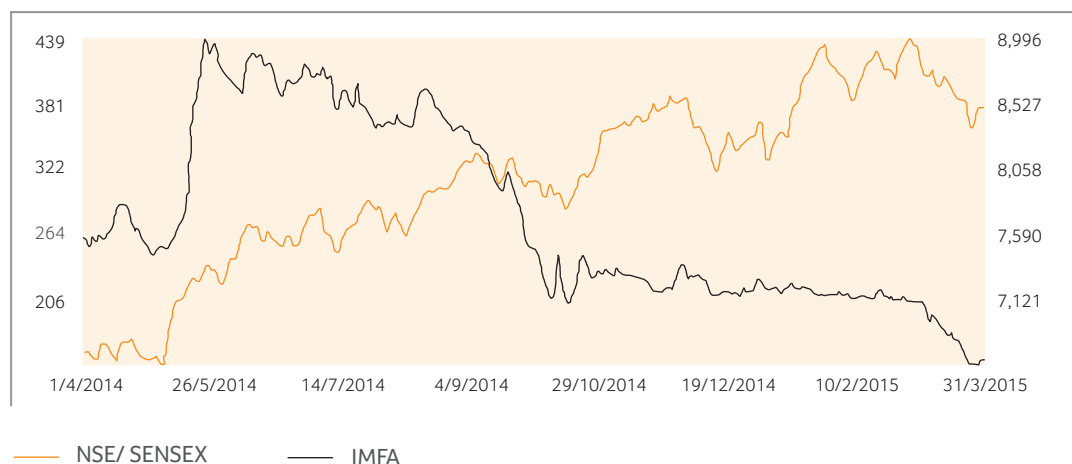
NSE:

Month	High	Low
April,14	314.50	251.00
May,14	450.00	241.10
June,14	434.00	380.00
July,14	433.25	345.75
August,14	410.00	350.10
September,14	371.00	237.20
October,14	254.50	197.00
November,14	249.00	206.90
December,14	240.10	201.95
January,15	229.90	206.20
February,15	224.15	203.80
March,15	211.90	141.70

PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:

Performance of share price of the Company in comparison to BSE Sensex is as under:

Indian Metals v/s BSE

Performance of share price of the Company in comparison to NSE Nifty is as under:
Indian Metals v/s NSE


Registrar and transfer agents

Share Transfer system

: The Company does the share transfer work in-house.

: Share Transfer requests in physical form should be lodged at the Company's Registered Office at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar – 751010. The Company's share transfer activity is fully computerised. The Stakeholders Relationship Committee meets twice in a month to approve share transfers and other share related matters

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015:

No. of equity shares held	No. of shareholders	% to total
Up to - 250	37,889	97.735
251 - 500	403	1.040
501 - 1000	224	0.577
1001 - 2000	111	0.286
2001 - 3000	39	0.101
3001 - 4000	19	0.049
4001 - 5000	14	0.036
5001 - 10000	20	0.052
10001 & above	48	0.124
Total	38,767	100

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2015:

Category	No. of shares	%
Promoters & Promoter Group	1,44,78,118	55.73
Mutual Fund / UTI	27,31,327	10.51
Financial Institutions & Banks	85,143	0.33
Foreign Institutional Investors	13	00
Bodies Corporate	8,86,658	3.41
Trusts	20	00
Overseas Corporate Bodies	56,34,759	21.69
NRIs	2,09,218	0.81
Individuals	19,51,797	7.52
Total	2,59,77,053	100

Dematerialisation of shares & liquidity	: The Company's shares are open for dematerialisation through both the Depositories NSDL & CDSL. The International Securities Identification Number (ISIN) allotted to the Company's equity shares under the Depository System is INE919H01018.
Outstanding GDRs/ADRs/Warrants or any convertible instruments	: NIL
Plant locations:	
Factory	: Therubali, Dist-Rayagada - 765018, Odisha : Choudwar, Dist.-Cuttack - 754 071, Odisha
Mines	: Sukinda Chromite Mines PO Kaliapani, Sukinda, Dist. Jajpur, Odisha : Mahagiri Chromite Mines Sukinda, Dist. Jajpur, Odisha : Nuasahi Chromite Mines Dist-Keonjhar, Odisha
Address for correspondence	: Indian Metals & Ferro Alloys Limited CIN: L27101OR1961PLC000428 Registered & Head Office: Bomikhal, Rasulgarh (PO) Bhubaneswar - 751 010, Odisha Phone: (0674) 2580100 / 2580125 Fax: (0674) 2580020 / 2580145 email: mail@imfa.in; website: www.imfa.in

Certificate on Corporate Governance

To
The Members,

Indian Metals and Ferro Alloys Limited

We have examined the compliance of conditions of Corporate Governance by Indian Metals and Ferro Alloys Limited, for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedure and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sunita Mohanty & Associates**
Company Secretaries

Place: Bhubaneswar
Date: 14th May, 2015

Jyotirmoy Mishra
Partner
Membership No.: F 6556

Financial Statements

53-118



Standalone

Auditors' Report	54
Balance Sheet	58
Statement of Profit and Loss	59
Cash Flow Statement	60
Notes	61

Consolidated

Auditors' Report	88
Balance Sheet	94
Statement of Profit and Loss	95
Cash Flow Statement	96
Notes	97

Independent Auditors' Report

To the Members of Indian Metals and Ferro Alloys Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **Indian Metals and Ferro Alloys Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

BASIS FOR QUALIFIED OPINION

As mentioned in Note No. 13.1 to the standalone financial statements, the Company has equity investment amounting to ₹ 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber. Indmet's auditors in their Independent Auditors' Report dated 14th May, 2015 for the year ended 31st March, 2015 have qualified their audit opinion in respect of the carrying value of Indmet's investment in PT Sumber, as mentioned in the said Note. The Company has not made provision towards any diminution in the carrying value of its investment in Indmet but having regard to the uncertainty, we are unable to comment whether or not there is a decline, other than temporary, in the value of the Company's investment in Indmet, in terms of Accounting Standard 13 – Accounting for Investments. Consequentially, the impact of the same, if any, on the profit for the year cannot be ascertained.

QUALIFIED OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

Independent Auditors' Report

EMPHASIS OF MATTERS

We draw attention to Note Nos. 31 and 32 to the standalone financial statements relating to the Company's exposure in a subsidiary and non-recognition of income from interest on unsecured loan given to the subsidiary, respectively. These matters have arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014, the subsequent auction process of the coal block pursuant to the promulgation of The Coal Mines (Special Provisions) Ordinance, 2014 and the filing of two writ petitions before the Hon'ble High Court of Delhi by the subsidiary in connection therewith.

Our opinion is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. The matters described in the Emphasis of Matters paragraph and the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - g. The qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion paragraph above.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note Nos. 30,31,32,38,39,40,41 and 42 to the standalone financial statements;
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W

Anand Kumar Jhunjhunwala
Partner

Membership No.056613
Bhubaneswar
14th May, 2015

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of Indian Metals and Ferro Alloys Limited on the financial statements for the year ended 31st March, 2015)

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, major portion of fixed assets has been physically verified by the management of the Company ("management") during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
- (ii) (a) According to the information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As explained to us, there were no material discrepancies on physical verification of inventory as compared to the book records.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the dues as at 31st March, 2015 of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, which have not been deposited on account of any dispute are as follows:

Name of the Statute	Nature of dues	Amount (₹ In Lakh)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	20.76	1993-2002	Orissa High Court
Central Excise Act, 1944	Excise Duty	3.85	2005-2007	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Excise Duty	18.04	2005-2009	Commissioner of Central Excise (Appeals)
Central Excise Act, 1944	Excise Duty	15.15	2002-2009	Central Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	8.04	2009-10 to 2011-12	Commissioner of Central Excise (Appeals)

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of Indian Metals and Ferro Alloys Limited on the financial statements for the year ended 31st March, 2015)

Name of the Statute	Nature of dues	Amount (₹ In Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	17.45	Assessment Years 1987-88, 1988-89 & 1989-90	Orissa High Court
Income Tax Act, 1961	Income Tax	9,519.16	Assessment Year 2009-10	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	9,419.61	Assessment Year 2012-13	Commissioner of Income Tax (Appeals)
Orissa Value Added Tax Act, 2004	VAT	2.29	February 2008 to May 2009	Orissa Sales Tax Tribunal
Orissa Sales Tax Act, 1947	Sales Tax	0.25	1990-91	Orissa High Court
Orissa Sales Tax Act, 1947	Sales Tax	0.77	1991-92	Orissa High Court
Orissa Sales Tax Act, 1947	Sales Tax	7.04	2002-03	Addl. Commissioner of Sales Tax
Orissa Sales Tax Act, 1947	Sales Tax	4.19	1994-95	Orissa Sales Tax Tribunal
Orissa Entry Tax Act, 1999	Entry Tax	2.00	2002-03	Orissa High Court
Orissa Entry Tax Act, 1999	Entry Tax	91.71	November 2007 to March 2010	Addl. Commissioner of Sales Tax
Orissa Entry Tax Act, 1999	Entry Tax	176.40	April 2010 to September 2011	Addl. Commissioner of Sales Tax
Orissa Entry Tax Act, 1999	Entry Tax	589.28	March, 2008 to March, 2015	Supreme Court of India
Orissa Entry Tax Act, 1999	Entry Tax	44.79	February 2008 to May 2009	Orissa High Court

- (c) According to the information and explanations given to us, the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year covered by our audit and has not incurred cash losses in such financial year and in the immediately preceding financial year. (Since the matter stated in the Basis for Qualified Opinion paragraph of our Independent Auditor's Report of even date is not quantifiable, its consequential effect has not been taken into consideration for the purpose of commenting in respect of this clause).
- (ix) Based on our audit procedures and as per the information and explanations given to us by the management, we are of the opinion that during the year the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures as at the balance sheet date.
- (x) The Company has given guarantee for loan taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xi) In our opinion and according to the information and explanations given to us, term loans were prima facie applied for the purposes for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, no material fraud on or by the Company has been noticed or reported during the year.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W

Anand Kumar Jhunjunwala
Partner
Membership No.056613
Bhubaneswar
14th May, 2015

Balance Sheet

as at 31st March, 2015

(₹ in Crore)			
	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	25.98	25.98
Reserves and Surplus	3	836.91	829.62
		862.89	855.60
Non-Current Liabilities			
Long-Term Borrowings	4	737.40	795.05
Deferred Tax Liabilities(Net)	5	99.65	78.39
Other Long-Term Liabilities	6	122.68	110.47
Long-Term Provisions	7	4.85	4.37
		964.58	988.28
Current Liabilities			
Short-Term Borrowings	8	213.01	160.46
Trade Payables	9	211.06	163.55
Other Current Liabilities	10	174.51	197.39
Short-Term Provisions	11	15.64	18.58
		614.22	539.98
		2,441.69	2,383.86
ASSETS			
Non-Current Assets			
Fixed Assets	12		
-Tangible Assets		1,108.40	1,107.88
-Capital Work-in-Progress		40.47	78.16
-Intangible Assets under Development		4.25	3.90
		1,153.12	1,189.94
Non-Current Investments	13	167.77	167.37
Long-Term Loans and Advances	14	114.21	110.91
Other Non-Current Assets	15	43.99	23.83
		1,479.09	1,492.05
Current Assets			
Current Investments	16	-	12.09
Inventories	17	405.04	372.66
Trade Receivables	18	64.50	56.78
Cash and Cash Equivalents	19	72.54	19.84
Short-Term Loans and Advances	20	411.10	426.76
Other Current Assets	21	9.42	3.68
		962.60	891.81
		2,441.69	2,383.86
Significant Accounting Policies and Notes to Financial Statements	1 to 48		

The Notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Place: Bhubaneswar

Date: 14th May, 2015

Prem Khandelwal
CFO & Company Secretary

Subhrakant Panda
Managing Director

Jayant Kumar Misra
Director (Corporate) & COO

Statement of Profit and Loss

for the year ended 31st March, 2015

	Note No.	Year ended 31st March, 2015	(₹ in Crore) Year ended 31st March, 2014
REVENUE			
Revenue from Operations	22	1,344.79	1,317.85
Other Income	23	21.78	22.03
Total Revenue		1,366.57	1,339.88
EXPENSES			
Cost of Materials Consumed	24	693.55	689.48
Changes in Inventories of Finished Goods	25	16.52	(65.45)
Employee Benefits Expense	26	126.98	118.46
Finance Costs	27	108.62	108.21
Depreciation and Amortisation Expense	12	121.94	149.02
Other Expenses	28	266.62	287.05
Total Expenses		1,334.23	1,286.77
Profit before Prior Period Items, Exceptional Items & Tax		32.34	53.11
Prior Period Income	43	6.22	-
Exceptional Items-Expense	44	(5.22)	-
Profit Before Tax		33.34	53.11
Tax Expense:			
Current Tax		9.93	12.27
MAT Credit Entitlement (Including earlier years)		(9.83)	(22.65)
Deferred Tax		21.26	24.18
Earlier Years' Adjustments		-	0.19
Profit After Tax		11.98	39.12
Earnings per Equity Share of par value of ₹ 10/- each			
Basic and Diluted (In ₹)	29	4.61	15.06
Significant Accounting Policies and Notes to Financial Statements	1 to 48		

The Notes referred to above form an integral part of the Statement of Profit and Loss

This is the Statement of Profit and Loss referred to in our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Prem Khandelwal

CFO & Company Secretary

Subhrakant Panda

Managing Director

Jayant Kumar Misra

Director (Corporate) & COO

Place: Bhubaneswar

Date: 14th May, 2015

Cash Flow Statement

for the year ended 31st March, 2015

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	33.34	53.11
Adjustments for:		
Depreciation and Amortisation	121.94	149.02
Loss/(profit) on sale/disposal of fixed assets (net)	0.01	0.17
Loss/(profit) on sale of Investments (net)	(0.47)	(1.26)
Unrealised foreign exchange (gain)/loss	6.47	(2.67)
Interest income	(15.81)	(9.98)
Dividend income	-	(0.15)
Finance Cost	108.62	108.21
Exceptional Items -Expense (refer Note No.44)	5.22	-
Prior Period Income (refer Note No.43)	(6.22)	-
Liability no longer required written back	(0.21)	(1.06)
Operating Profit before Working Capital Changes	252.89	295.39
Adjustments for:		
Trade and other receivables	(97.46)	(58.51)
Inventories	(32.38)	(53.53)
Trade payables and other liabilities	65.65	63.01
Cash Generated from Operations	188.70	246.36
Direct Taxes paid	(5.53)	(17.39)
Net Cash Generated From Operating Activities	183.17	228.97
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets and Capital Work in Progress	(75.97)	(97.77)
Sale of fixed assets	0.16	2.89
Sale / (Purchase) of Investments (Net)	12.16	10.35
Loan to Subsidiaries (net)	40.93	(185.53)
Dividend received	-	0.15
Interest received	13.79	12.08
Net Cash (used in) / generated from Investing Activities	(8.93)	(257.83)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	512.42	259.12
Repayment of long term borrowings	(590.67)	(106.42)
Proceeds from/(Repayment) of short term borrowings(net)	53.12	(30.81)
Interest and financing charges paid	(122.53)	(120.73)
Dividend paid (including dividend tax)	(9.12)	(15.20)
Net Cash (used in) / generated from Financing Activities	(156.78)	(14.04)
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	17.46	(42.90)
Cash and Cash Equivalents at the beginning of the year	19.20	62.10
Cash and Cash Equivalents at the end of the year (Note No. 19)	36.66	19.20

Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard 3 'Cash Flow Statements'.
- Previous year's figures have been rearranged/ regrouped to conform to the classification of the current year, wherever considered necessary. This is the Cash Flow Statement referred to in our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Prem Khandelwal

CFO & Company Secretary

Subhrakant Panda

Managing Director

Jayant Kumar Misra

Director (Corporate) & COO

Place: Bhubaneswar

Date: 14th May, 2015

Notes

to Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, under the historical cost convention, on accrual basis. As per Rule 7 of The Companies (Accounts) Rules, 2014, the standards of accounting as specified under the Companies Act, 1956 shall be deemed to be the accounting standards until accounting standards are specified by the Central Government under section 133 of the Companies Act, 2013. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006] and the relevant provisions of the Companies Act, 2013

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

1.2 Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Any revision to the accounting estimates are recognised prospectively in the current and future years.

1.3 Revenue Recognition

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. When recognition of revenue is postponed due to the effect of uncertainties, it is considered as revenue of the period in which it is properly recognised.

- a) Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the

buyer. Sale of goods is recognised gross of excise duty but net of sales tax and value added tax.

- b) Inter unit transfers are adjusted against respective expenses.
- c) Interest Income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- d) Income from Dividend of shares of corporate bodies is accounted when the Company's right to receive the dividend is established.
- e) Export Incentives:
 - (i) Export Incentives on account of Duty Drawback Scheme and Focus Product Scheme are accrued in the year when the right to receive as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no uncertainty about its ultimate collection.
 - (ii) Export Incentives on account of Status Holder Incentive Scheme (SHIS) is recognised as and when certainty of its realisable amount is established by the Company, to the extent the scrip value is sold or utilised against duty to be paid on Capital Goods.

1.4 Fixed Assets, Depreciation/Amortisation and Impairment

I. Fixed Assets

- (a) Tangible Fixed assets are carried at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which take substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.
- (b) In respect of fixed assets acquired on Finance Lease on or after 1st April, 2001, the lower of the fair value of the assets and present value of the minimum lease rentals is capitalized as fixed assets at the inception of the lease, with corresponding amount shown as lease

Notes

to Financial Statements

liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to the Statement of Profit and Loss.

II. Depreciation / Amortisation

- (a) Depreciation on tangible assets other than Freehold and Leasehold Land,

including assets acquired under finance lease, is provided over the estimated useful life of assets, in accordance with Schedule II to the Companies Act, 2013. For the year ended 31st March 2014, depreciation was provided in accordance with Schedule XIV to the Companies Act, 1956.

The Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013 except for certain assets for which the useful life has been estimated based on the Company's past experiences in this regard, duly supported by technical advice. Accordingly, the useful lives of tangible assets of the Company which are different from the useful lives as specified by Schedule II are given below :

Asset Description	Estimated useful life duly supported by Technical Advice (Years)	Estimated useful life as per Schedule II (Years)
Plant & Machinery		
- Furnaces	8	25
- Certain items of Continuous Process Plant	26 - 42	25
- Railways Sidings	26	15

Depreciation / Amortisation on assets purchased / sold during the reporting year is recognised on a pro-rata basis.

- (b) Leasehold Land is held on various leases whose period ranges from 90 years to perpetuity. The Company does not consider such leases as having "a Ltd useful life for the enterprise " as envisaged in AS 6 on Depreciation Accounting and accordingly the cost thereof is not amortised.

III. Impairment

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal / external factors. An impairment loss is recognized in the Statement of Profit and Loss wherever the carrying amount of an asset or the carrying amount of the cash generating unit to which the asset belongs exceeds its recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on events or changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment

1.5 Capital Work-in-Progress and Intangible Assets under Development

Capital work-in-progress is stated at cost and includes development and other expenses, including interest during construction period. Intangible Assets under Development comprises of Computer Software being developed, that is not yet ready for its intended use at the reporting date and is stated at cost.

1.6 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. The ancillary costs incurred in connection with the arrangement of borrowings are amortised over the life of underlying borrowings. Borrowing costs also include exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the borrowing costs.

All other costs related to borrowings are recognised as expense in the period in which they are incurred.

1.7 Inventories

- (a) Items of inventories are carried at lower of cost and net realisable value, after providing for obsolescence, if any.

Notes

to Financial Statements

- (b) Cost of inventories is determined on the 'weighted average' basis and comprises expenditure incurred in the normal course of business for bringing such inventories to their present location and includes, wherever applicable, appropriate overheads.

1.8 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with Accounting Standard 13 on 'Accounting for Investments'. All other investments are classified as non-current investments.

Current investments are carried at lower of cost and fair value.

All non-current investments, including investments in subsidiaries, are carried at cost. However, provision is made for diminution in value, if any, only when such diminution is other than temporary in nature.

1.9 Provision for Doubtful Debts and Advances

The Company makes provision for doubtful debts and advances, to the extent considered necessary, based on the management's best estimate.

1.10 Foreign Currency Transactions, Translations and Derivative Contracts

The reporting currency of the Company is the Indian Rupee (₹).

(a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the prevailing exchange rate between the reporting currency and foreign currency, as on the date of the transaction.

(b) Conversion

Year end foreign currency monetary items are reported using the year end rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates prevailing at the date when the values were determined.

(c) Exchange differences

Exchange differences arising on the settlement or reporting of monetary items, at rates different from those at which they were initially recorded during the year or reported in previous financial statements and / or on conversion of monetary items, are recognised as income or expense in the year in which they arise. Exchange differences arising out of foreign currency borrowings are considered as an adjustment to interest cost and recognised in accordance with para 1.6 above.

(d) Derivatives

In terms of the announcement made by The Institute of Chartered Accountants of India, the accounting for derivative contracts excluding forward contracts is done based on the "marked to market" principle, on a portfolio basis and the net loss, after considering the offsetting effect on the underlying hedged item, is charged to the Statement of Profit and Loss. Net gains are ignored as a matter of prudence.

In case of forward contracts the premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense in the year in which it is cancelled or renewed.

1.11 Leases

Where the Company is lessee:

Finance Lease

- (i) Assets acquired under leases where all the risks and rewards of ownership have been substantially transferred in favour of the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Operating Lease

- (ii) Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating

Notes

to Financial Statements

leases. Operating lease rentals are charged to the Statement of Profit and Loss on accrual basis.

1.12 Employee Benefits

- (a) Employee benefits in the form of Provident Fund, Pension Fund, Superannuation Fund and Employees State Insurance are defined contribution plans and the Company's contributions, paid or payable during the reporting period, are charged to the Statement of Profit and Loss.
- (b) Gratuity liability & Leave Encashment liability are defined benefit plans and are provided for on the basis of actuarial valuation on projected unit credit method at the Balance Sheet date.
- (c) Actuarial gains/losses are charged to the Statement of Profit and Loss.

1.13 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) Credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment / substantive enactment date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual

certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.14 Mining Development Expenses

Mining development expenses in respect of operating mines are charged off to revenue as and when incurred.

1.15 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.16 Prior Period, Exceptional and Extraordinary Items

Prior Period, Exceptional and Extraordinary items having material impact on the financial affairs of the Company are disclosed separately.

Notes

to Financial Statements

2. SHARE CAPITAL

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Authorised:		
Equity Shares:		
3,00,00,000 Equity Shares, ₹10/- par value per share (31st March, 2014 : 3,00,00,000 Equity Shares)	30.00	30.00
Preference Shares:		
40,000 9.5% Redeemable Cumulative Preference Shares, ₹100/- par value per share (31st March, 2014 : 40,000 Preference Shares)	0.40	0.40
2,60,000 IIInd Series Redeemable Cumulative Preference Shares, ₹100/- par value per share (31st March, 2014 : 2,60,000 Preference Shares)	2.60	2.60
	33.00	33.00
Issued, Subscribed and Paid-up:		
2,59,77,053 Equity Shares, ₹10/- par value per share, fully paid (31st March, 2014 : 2,59,77,053 Equity Shares)	25.98	25.98
	25.98	25.98

2.1. Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	₹ in Crore	No. of shares	₹ in Crore
At the beginning of the year	2,59,77,053	25.98	2,59,77,053	25.98
Add: Issued during the year	Nil	Nil	Nil	Nil
At the end of the year	2,59,77,053	25.98	2,59,77,053	25.98

2.2. Rights, preferences and restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value of ₹ 10/- and ₹ 100/- each respectively.

Each holder of Equity Shares is entitled to one vote, when present in person on a show of hands, in case of poll, each holder of Equity Shares shall be entitled to vote in proportion to his paid up Equity Share Capital. The preferential shareholders have preferential right over equity shareholders in respect of repayment of capital and payment of dividend.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of Equity Shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

Notes

to Financial Statements

2.3. Details of Shareholders holding more than 5% of the equity shares each

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
LITEC Company Ltd	38,44,259	14.80	38,44,259	14.80
Barabati Investment & Trading Co. Pvt Ltd	26,34,778	10.14	26,34,778	10.14
Paramita Investments & Trading Co. Pvt Ltd	26,34,778	10.14	26,34,778	10.14
KB Investments Pvt Ltd	25,16,401	9.69	25,16,401	9.69
Madhuban Investments Pvt Ltd	23,95,696	9.22	23,95,696	9.22
Reliance Capital Trustee Co. Ltd-A/c Reliance Tax Saver (ELSS) Fund	13,40,974	5.16	14,95,974	5.76
Fox Consulting Services Pte Ltd	17,90,500	6.89	10,65,500	4.10

3. RESERVES AND SURPLUS

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Capital Reserves			
Balance as per last account		0.91	0.91
Capital Redemption Reserve			
Balance as per last account		0.20	0.20
Securities Premium Reserve			
Balance as per last account		131.39	131.39
General Reserve			
Balance as per last account	276.34		272.34
Add: Transferred from Surplus in the Statement of Profit and Loss	0.60		4.00
		276.94	276.34
Surplus in the Statement of Profit and Loss			
Opening Balance	420.78		394.78
Add : Profit after Tax for the year	11.98		39.12
	432.76		433.90
Less: Appropriations			
Proposed Dividend @ 15% (₹1.50 per Equity Share)	(3.90)		(7.79)
Tax on proposed dividend	(0.79)		(1.33)
Transfer to General Reserve	(0.60)		(4.00)
		427.47	420.78
		836.91	829.62

4. LONG-TERM BORROWINGS

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Secured			
Term Loans from Banks (refer Note No.4.1)		702.15	326.19
Term Loans from Others (refer Note No.4.1)		3.26	436.42
Long Term Maturities of Finance Lease Obligations (refer Note No.47)		31.99	32.44
		737.40	795.05

Notes

to Financial Statements

4.1. Details of securities provided for Term-Loans (including current maturities as stated under "Other Current Liabilities") and their repayment terms :

(EMI - Equated Monthly Instalment; EQI - Equated Quarterly Instalment; UQI : Unequated Quarterly Instalment)

Term Loans from Banks :

- (a) Loan of ₹ 41.10 Crore (Previous Year : ₹ 47.94 Crore) for setting up of Coal Handling Plant (CHP) at Choudwar, secured by first charge on the movable assets to be acquired out of the loan for CHP and first charge by way of mortgage on pari-passu basis on immovable properties of the Company situated at Choudwar excluding assets exclusively charged to other lenders. Repayment by 28 EQI of ₹ 2.29 Crore from October'12.
- (b) Loan of ₹ 12.50 Crore (PY : ₹ 37.50 Crore) for general capital expenditure, secured by first pari-passu charge on the immovable & movable assets of the Company's Therubali & Choudwar units (excluding the fixed assets exclusively charged), both present & future. Repayment by 24 EMI of ₹ 2.08 Crore from October'13.
- (c) Loan of ₹ 50.00 Crore (PY : ₹ 37.50 Crore) for general capital expenditure, secured by first pari-passu charge on fixed assets at Choudwar excluding those which are exclusively charged to other project lenders. Repayment by 35 EMIs of ₹ 1.39 Crore from April'17 and last instalment of ₹ 1.35 Crore.
- (d) Loan of ₹ 81.00 Crore (PY : ₹ 90.00 Crore) for general capital expenditure, secured by first pari-passu charge on fixed assets (both moveable & immovable) of the Company (both present & future) situated at Therubali other than assets exclusively charged to other lenders. Subservient charge on the current assets of the Company. Repayment by 20 EQIs from December'14.
- (e) Loan of ₹ 41.76 Crore (PY : ₹ 54.38 Crore) for setting up of 30 MW Captive Power Plant (CPP) at Choudwar, secured by exclusive charge over the assets of CPP & first pari-passu charge on plot no. 43 on which CPP has been erected at Choudwar, with other term lenders. The loan is collaterally secured by second pari-passu charge on entire current assets of the Company. Repayment by 16 EQI of ₹ 2.175 Crore from June'10 and 20 EQI of ₹ 2.61 Crore from June '14.
- (f) Loan of ₹ 28.00 Crore (PY : ₹ 40.00 Crore) for general capital expenditure, secured by extension of charge over the assets of 30MW Captive Power Plant (CPP) and pari-passu charge on plot no. 43 on which CPP is erected at Choudwar, Cuttack with other term lenders. Repayment by 8 EQI of ₹ 3 Crore from June'14 and 4 EQI of ₹ 4.00 Crore from June'16.
- (g) Loan of ₹ 110.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (h) Loan of ₹ 100.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (i) Loan of ₹ 70.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (j) Loan of ₹ 100.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (k) Loan of ₹ 50.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (l) Loan of ₹ 1.64 Crore (PY : ₹ Nil) for setting up of Industrial Training Centre (ITC) at Sukinda, secured by mortgage of lease hold right of property situated at Khata No 100, Plot No 238(P), Mauza- Dudhjhari, Sukinda Dist- Jajpur, admeasuring 5 acres and building to be constructed thereon along with the Furniture & Fixtures, Computers and equipments to be purchased out of the loan. Repayment by 24 EQI from September'16.
- (m) Loan of ₹ 9.54 Crore (PY : ₹ Nil) for Housing Project at Choudwar, secured by mortgage of residential

Notes

to Financial Statements

land admeasuring 10 acres 920 decimal (475675.20 sq. ft.) situated at Plot No.34/78 & 34/82, Tahsil-Tangi Choudwar, PS-Choudwar, Mouza-Chhatisa No.2, Cuttack, Odisha and the proposed building to be constructed. Repayment by 24 UQI from June'16.

- (n) Vehicle Loan of ₹ 0.24 Crore (PY : ₹ 0.40 Crore) secured by charge on the Vehicle. Repayment by 60 EMI @ ₹ 65232/- from January'14 to December'18.
- (o) Loan of ₹ 7.06 Crore (PY : ₹ 15.74 Crore) for acquisition of mining assets, secured by first exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar. Charge on all the present and future moveable fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I and II at Choudwar. Repayment by 17 EQI from October'11.
- (p) Loan of ₹ 54.45 Crore (PY : ₹ 74.25 Crore) for setting up of Briquetting Plant, Gas Cleaning Plant, Fly ash Brick Plant and Low Density Aggregate Plant, secured by first exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar and charge on all the present and future movable

fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I and II at Choudwar. Repayment by 16 EQI from January'14.

- (q) Loan of ₹ 59.07 Crore (PY : ₹ Nil) for general capital expenditure, secured by first and exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar. First and exclusive charge on all the present and future moveable fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I and II at Choudwar. Repayment by 16 EQI from February'16.

Term Loans from Others:

Loan of ₹ 7.63 Crore (PY : ₹ 11.45 Crore) for setting up of winder at Mahagiri Mines, secured by first charge on winder at Mines. Repayment by EMIs from February'13 to November'16.

Note: Term Loans from Banks amounting to ₹ 82.86 Crore (PY : ₹ 127.31 Crore) and Term Loans from Others amounting to ₹ Nil (PY : ₹ 405.77 Crore) are further secured by personal guarantees of 2 directors of the Company.

5. DEFERRED TAX LIABILITIES (NET)

In terms of Accounting Standard 22, the net Deferred Tax Liability (DTL) recognised during the year is ₹ 21.26 Crore (Previous Year: ₹ 24.18 Crore). Consequently, the net DTL as at year-end stands at ₹ 99.65 Crore (Previous Year : ₹ 78.39 Crore). The break-up of major components of net DTL is as under:

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
(a) Deferred Tax Liabilities:		
Related to Depreciation on Fixed Assets	103.97	94.60
(b) Deferred Tax Assets:		
Related to Disallowances under the Income-Tax Act, 1961	(4.32)	(16.21)
Net Deferred Tax Liabilities	99.65	78.39

6. OTHER LONG-TERM LIABILITIES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Electricity Duty	121.35	109.14
Others	1.33	1.33
	122.68	110.47

Notes

to Financial Statements

7. LONG-TERM PROVISIONS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Provision for Employee Benefits (Non-Current Portion) (refer Note No.34)	4.85	4.37
	4.85	4.37

8. SHORT-TERM BORROWINGS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Secured		
Loans Repayable on Demand		
Working Capital Loans from Banks (refer Note No.8.1)	213.01	160.46
	213.01	160.46

8.1. Working Capital Loans from banks are secured by charge over stocks, receivables & current assets. Moreover, loans amounting to ₹ 126.87 Crore (Previous Year : ₹ 73.51 Crore) are further secured by personal guarantees of 2 directors of the Company.

9. TRADE PAYABLES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Creditors for supplies/services	211.06	163.55
	211.06	163.55

9.1. The Company has not received any memorandum from 'Suppliers'(as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2015 as micro, small or medium enterprises. Consequently, interest paid/ payable by the Company to such 'Suppliers' during the year is ₹ NIL (Previous Year : ₹ NIL).

10. OTHER CURRENT LIABILITIES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Current Maturities of Long-Term Borrowings (refer Note No.4.1)	118.58	137.31
Current Maturities of Finance Lease Obligations	0.45	0.41
Interest accrued but not due on borrowings	3.94	12.23
Unclaimed Dividend *	0.74	0.64
Commission / Remuneration Payable to Directors	0.25	1.26
Projects related Creditors	11.97	12.55
Statutory Liabilities	7.35	6.75
Advance from Customers	0.71	1.33
Earnest Money and Security Deposits	12.29	11.86
Other Liabilities	18.23	13.05
	174.51	197.39

* There is no amount due and outstanding to be credited to Investor Education and Protection Fund

Notes

to Financial Statements

11. SHORT-TERM PROVISIONS

(₹ in Crore)

	As at 31st March, 2015	As at 31st March, 2014
Provision for Employee Benefits (Current Portion) (refer Note No.34)	10.95	9.46
Proposed Dividend	3.90	7.79
Provision for Tax on proposed dividend	0.79	1.33
	15.64	18.58

12. FIXED ASSETS -TANGIBLE ASSETS

(₹ in Crore)

	GROSS BLOCK				DEPRECIATION & AMORTISATION					NET BLOCK	
	As at 1st April, 2014	Additions / Adjustments	Deductions / Adjustments	As at 31st March, 2015	As at 1st April, 2014	For the year	Adjustments in respect of Exceptional Items (refer Note No. 44)	Deductions / Adjustments	As at 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
A. Own Assets											
Freehold Land	45.45	0.08	-	45.53	-	-	-	-	-	45.53	45.45
Buildings	390.93	40.86	0.16	431.63	113.11	39.11	0.72	0.08	152.86	278.77	277.82
Railway Siding & Runways	19.89	-	-	19.89	6.48	2.39	1.00	-	9.87	10.02	13.41
Office Equipments	10.06	1.03	0.12	10.97	6.03	2.03	1.02	0.09	8.99	1.98	4.03
Computer System Machineries	10.58	2.75	0.06	13.27	6.88	2.83	0.11	0.05	9.77	3.50	3.70
Plant & Machinery	1070.89	81.37	1.34	1150.92	388.29	65.04	2.32	1.07	454.58	696.34	682.60
Furniture & Fixtures	6.18	0.43	-	6.61	3.95	0.92	0.05	-	4.92	1.69	2.23
Vehicles	19.08	1.47	0.25	20.30	10.75	3.04	-	0.21	13.58	6.72	8.33
Aircrafts	28.63	-	-	28.63	7.60	2.89	-	-	10.49	18.14	21.03
	1601.69	127.99	1.93	1727.75	543.09	118.25	5.22	1.50	665.06	1062.69	1058.60
B. Leased Assets											
Leasehold Land	21.79	0.12	-	21.91	-	-	-	-	-	21.91	21.79
Plant & Machinery acquired on finance lease	33.28	-	-	33.28	5.79	3.69	-	-	9.48	23.80	27.49
	55.07	0.12	-	55.19	5.79	3.69	-	-	9.48	45.71	49.28
Total (A+B)	1656.76	128.11	1.93	1782.94	548.88	121.94	5.22	1.50	674.54	1108.40	1107.88
Previous Year	1417.29	253.29	13.82	1656.76	410.62	149.02	-	10.76	548.88	1107.88	1006.67
Capital Work-in- Progress										40.47	78.16
Intangible Assets under Development										4.25	3.90

Note a : Borrowing costs capitalised during the year ₹ 5.95 crores (Previous Year : ₹ 15.14 crores)

Note b : Capital Work-in-Pogress includes ₹ 2.65 crore relating to CSR Assets, out of which ₹ 2.21 crore was incurred in the current year (refer Note No.45).

13. NON-CURRENT INVESTMENTS

(₹ in Crore)

		As at 31st March, 2015	As at 31st March, 2014
Trade Investments - at Cost			
Investments in Equity Instruments of Subsidiary Companies (Unquoted)			
(a) 10,49,960 Equity Shares of ₹ 10/- each, fully paid-up in Indian Metals & Carbide Ltd (Previous Year : 10,49,960 shares)	1.09		
Less : Provision for diminution in investment	1.06	0.03	0.03

Notes

to Financial Statements

13. NON-CURRENT INVESTMENTS (CONTD.)

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
(b)	4,50,000 Equity Shares of ₹ 10/- each, fully paid-up in Utkal Power Ltd (Previous Year : 50,000 shares)	0.45	0.05
(c)	1,98,00,000 Equity Shares of ₹ 10/- each, fully paid-up in Utkal Coal Ltd (Previous Year : 1,98,00,000 shares)	110.88	110.88
(d)	23,00,000 Equity Shares of ₹ 10/- each, fully paid-up in IMFA Alloys Finlease Ltd (Previous Year : 23,00,000 shares)	2.30	2.30
(e)	9,80,000 Equity Shares of ₹ 10/- each, fully paid-up in Utkal Green Energy Ltd (Previous Year : 9,80,000 shares)	0.98	0.98
(f)	1,47,38,801 Equity Shares (refer Note No.13.1) fully paid-up in Indmet Mining Pte Ltd (Previous Year : 1,47,38,801 shares)	53.13	53.13
		167.77	167.37

13.1 The Company has equity investment amounting to ₹ 53.13 Crore (Previous Year ₹ 53.13 Crore) in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore. Indmet has investment of USD 8.75 million (₹ 54.41 Crore) [Previous year USD 8.75 million (₹ 52.15 Crore)] in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). PT Sumber is holding a coal mining concession in Indonesia but due to overlapping boundary issues, the mining concession could not be operationalised till now. Indmet's auditors in their Independent Auditors' Report dated 14th May, 2015 for the year ended 31st March, 2015 have qualified their audit opinion by stating the following in the 'Basis of Qualified Opinion' paragraph in their report:

"As disclosed in Note 8 to the financial statements, the subsidiary is currently inactive and awaiting for certain regulatory approval before it can commence coal mining activities. As the discussion with the relevant Indonesian Government Authorities is ongoing, the management is of the opinion that recoverable amount cannot be ascertained with accuracy. Accordingly, the impairment assessment through value in use has not been prepared. However, the management is of the opinion that the cost of the investment would be recovered once the subsidiary starts its mining operations. Accordingly, we are unable to conclude whether there is any impairment loss to the carrying value of the investment in subsidiary".

No provision is considered necessary by the Company at this stage towards any diminution in the aforesaid carrying value of its investment in Indmet, as the Company has invoked an agreement between the Indian and Indonesian governments for the promotion and protection of investments.

14. LONG-TERM LOANS AND ADVANCES

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good			
	Capital Advances	10.46	19.79
	Security and Other Deposits	10.73	10.15
	Deposit for electricity duty in No Lien & Escrow Accounts (refer Note No.40)	93.02	80.97
		114.21	110.91

Notes

to Financial Statements

15. OTHER NON-CURRENT ASSETS

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Unsecured, Considered good		
Unamortised Ancillary Borrowing Costs	17.16	2.17
Interest accrued but not due on Fixed Deposits with Banks	26.78	21.66
Non-Current portion of Other Bank Balances		
- Fixed Deposit with bank having balance maturity of more than twelve months (Under Lien*)	0.05	-
	43.99	23.83

*Margin money deposits

16. CURRENT INVESTMENTS (At lower of Cost and Fair value)

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Investments in Mutual Fund - Unquoted		
Nil (Previous Year : 396994.696) units of Birla Sunlife Cash Manager-Growth-Regular Plan	-	12.09
Market Value ₹ Nil (Previous Year : ₹ 12.25 Crore)		
	-	12.09

17. INVENTORIES

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
(a) Raw Materials	165.86	156.03
(b) Raw Materials in transit	43.77	17.36
(c) Finished Goods (refer Note No.17.1) (Includes Finished Goods-in-Transit ₹ 34.75 Crore / Previous Year ₹ 25.67 Crore)	136.74	153.26
(d) Stores and Spares	58.56	45.87
(e) Loose Tools	0.11	0.14
	405.04	372.66

17.1 Finished goods comprises of:

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
(a) Charge Chrome	136.12	152.88
(b) Ferro Silicon	-	0.01
(c) Fly Ash Bricks	0.45	0.37
(d) Low Density Aggregate	0.17	-
	136.74	153.26

Notes

to Financial Statements

18. TRADE RECEIVABLES

		As at 31st March, 2015	As at 31st March, 2014
(₹ in Crore)			
Trade Receivables (unsecured)			
(a) Outstanding for more than six months			
- Considered good*	28.50		30.04
- Considered doubtful	0.38		0.38
Less : Provision for doubtful debts	(0.38)		(0.38)
		28.50	30.04
(b) Others			
- Considered good		36.00	26.74
		64.50	56.78

* includes ₹ 11.39 Crore due pending resolution of sub-judice matters

19. CASH AND CASH EQUIVALENTS

		As at 31st March, 2015	As at 31st March, 2014
(₹ in Crore)			
Balances with Banks:			
In Current Accounts (includes unclaimed dividend of ₹ 0.74 Crore / Previous Year ₹ 0.64 Crore)	7.54		16.00
Fixed Deposits with Banks having balance maturity of three months or less:			
- Not under Lien	25.74		2.40
- Under Lien**	2.67		-
		35.95	18.40
Cash on hand		0.71	0.80
		36.66	19.20
Other Bank Balances:			
Fixed Deposits with Banks having balance maturity of twelve months or less:			
- Not under Lien	14.85		-
- Under Lien**	21.03		0.64
		35.88	0.64
Fixed Deposits with Banks having balance maturity more than twelve months:			
- Under Lien	0.05		-
Less: Non-Current portion of other bank balances disclosed separately under 'Other Non-Current Assets' (refer Note No. 15)	(0.05)		-
		-	-
		72.54	19.84
** includes			
Margin money deposits			
- 3 months or less		0.07	-
- 12 months or less		0.35	0.64
Deposits pledged with banks against borrowings			
- 3 months or less		2.60	-
- 12 months or less		20.68	-

Notes

to Financial Statements

20. SHORT-TERM LOANS AND ADVANCES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good		
Loans and Advances to Related Parties	147.31	188.24
Advances recoverable in cash or in kind or for value to be received	92.43	88.60
Advance Income Tax paid (including TDS) (Net of Provision for Tax ₹ 178.47 Crore / Previous Year ₹ 168.54 Crore)	60.96	59.14
Deposits with Excise and Customs	77.92	68.13
MAT Credit Entitlement	32.48	22.65
	411.10	426.76

21. OTHER CURRENT ASSETS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good		
Interest accrued but not due on Fixed Deposits with Banks	2.56	0.17
Unamortised Ancillary Borrowing Costs	2.42	0.58
Prepaid Expenses	3.04	1.38
Fixed Assets held for Disposal (Valued at lower of Net Book Value and Net Realisable Value)	1.40	1.55
	9.42	3.68

22. REVENUE FROM OPERATIONS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Sale of products:		
Ferro Chrome	1,301.97	1,251.12
Ferro Silicon	0.08	0.42
Power	4.11	11.31
Fly Ash Bricks	1.68	1.94
Low Density Aggregate	0.01	-
Total Sales	1,307.85	1,264.79
Less: Excise Duty	26.31	21.45
Net Sales	1,281.54	1,243.34
Other Operating Revenue:		
Export Incentives	58.78	61.84
Sale of Scrap	4.47	6.37
Others	-	6.30
	1,344.79	1,317.85

Notes

to Financial Statements

23. OTHER INCOME

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest		
- Fixed Deposits	2.97	1.97
- Others	12.84	8.01
Rent received	0.10	0.31
Profit on Sale of Fixed Assets [including profit on sale of assets held for disposal ₹ 0.08 Crore (PY: ₹ 0.03 Crore)]	0.16	0.54
Claims Received	0.05	6.57
Dividend from Mutual Funds	-	0.15
Profit on sale of Current Investments	0.47	1.26
Liability no longer required written back	0.21	1.06
Other non-operating Income	4.98	2.16
	21.78	22.03

24. COST OF MATERIALS CONSUMED

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Coal	242.06	259.01
Chrome Ore	218.86	188.56
Quartz	6.12	6.30
Coke	205.35	213.12
Carbon paste	17.60	16.54
Other materials	32.43	25.10
	722.42	708.63
Less: Inter Unit transfer of Chrome Ore (Net)	28.87	19.15
	693.55	689.48

25. CHANGES IN INVENTORIES OF FINISHED GOODS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Closing stock of finished goods	136.74	153.26
Opening stock of finished goods	153.26	87.81
	16.52	(65.45)

26. EMPLOYEE BENEFITS EXPENSE

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages, Bonus, Allowances, etc.	112.32	104.18
Contribution to Provident and Other Funds	10.80	10.75
Workmen and Staff Welfare Expenses	3.86	3.53
	126.98	118.46

Notes

to Financial Statements

27. FINANCE COSTS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest on Long-Term Borrowings	94.68	90.06
Interest on Working Capital Loans	3.07	9.69
Other Borrowing Costs	10.55	7.82
Applicable loss on foreign currency transactions & translation	0.32	0.64
	108.62	108.21

28. OTHER EXPENSES

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Manufacturing expenses		
Consumption of stores, spares and loose tools	24.12	31.17
Consumption of electricity	3.05	5.54
Electricity Duty	17.39	16.94
Energy transmission charges	6.28	5.04
Repairs and Maintenance :		
- Plant and Machinery	25.21	20.41
- Buildings	3.04	5.27
- Others	3.24	3.65
Finished stock and slag handling expenses	17.35	19.24
Other factory expenses	29.26	26.38
Excise duty on closing stock of finished goods	(2.35)	7.19
	126.59	140.83
Selling & Distribution expenses		
Carriage outward and handling expenses	49.60	48.39
Export promotion expenses	1.96	2.14
Other selling expenses	32.26	24.70
	83.82	75.23
Establishment and other expenses		
Insurance	2.83	1.89
Rent	3.13	3.21
Rates and taxes	1.17	1.84
Travelling and conveyance	8.15	7.40
Legal and professional fees	19.80	17.64
Payments to the Auditor (refer Note No. 28.1)	0.33	0.27
Commission & sitting fee (Non executive directors)	0.05	0.33
Applicable loss on foreign currency transactions & translation	0.45	19.05
Corporate Social Responsibility Expenses (refer Note No.45)	1.84	-
Miscellaneous expenses	18.46	19.36
	56.21	70.99
Total Other Expenses	266.62	287.05

Notes

to Financial Statements

28.1 Payments to the Auditor (excluding service tax)

	Year ended 31st March, 2015	(₹ in Crore) Year ended 31st March, 2014
As Auditor - Statutory Audit & Ltd Reviews	0.30	0.25
For Other Services	0.01	-
For reimbursement of expenses	0.02	0.02
	0.33	0.27

29. EARNINGS PER SHARE

	Year ended 31st March, 2015	Year ended 31st March, 2014
(a) Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Crore)	11.98	39.12
(b) Weighted Average number of Equity Shares	2,59,77,053	2,59,77,053
(c) Basic and diluted earnings per share (in ₹)	4.61	15.06
(d) Nominal value for Equity Share (in ₹)	10.00	10.00

30. CONTINGENT LIABILITIES AND COMMITMENTS

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
A. Contingent Liabilities		
(a) Claims against the Company not acknowledged as debts:		
Government Claims		
(i) Income Tax (deposits made under protest ₹ 16.47 Crore; Previous Year ₹ 54.29 Crore [Demands in respect of the Assessment Years 2009-10 and 2012-13 aggregating to ₹ 181.30 Crore (Previous Year ₹ Nil) pursuant to disallowances under Section 40 (a)(i) of the Income Tax Act, 1961 in respect of the import of the raw materials and spares etc. has not been considered as 'contingent liability' as the CIT (Appeals) has granted relief to the Company on similar issue while disposing appeals for Assessment Years 2007-08, 2008-09 and 2011-12])	24.74	109.78
(ii) Customs & Central Excise (deposits made under protest ₹ 0.19 Crore; Previous Year ₹ 0.18 Crore)	0.84	0.76
(iii) Provisional duty bonds to customs authority pending final debonding of 100% EOU	Amount not quantifiable	Amount not quantifiable
(iv) Sales tax & Entry tax (deposits made under protest ₹ 6.38 Crore; Previous Year ₹ 6.00 Crore)	15.56	14.77
(v) State Govt./Local Authority duties, levies & cess etc. disputed by the Company	28.49	231.31
Other Claims		
Legal suits filed against the Company	0.74	1.53
(b) Guarantees :		
Guarantee given by the Company to a corporate on behalf of Utkal Coal Ltd, a subsidiary	91.00	27.50

Notes

to Financial Statements

(c) Other money for which the Company is contingently liable :

- (i) Under the provisions of the Electricity Act, 2003, the Odisha Electricity Regulatory Commission ('OERC') notified on 30.09.2010 the OERC (Renewable and Co-generation Purchase Obligation and its Compliance) Regulations, 2010 ('RCPO'), imposing obligation for purchase of energy from renewable sources and co-generation on, inter alia, any person consuming electricity from its Captive Power Plant. A few companies filed writ petitions in Orissa High Court against RCPO on the ground, inter alia, that RCPO cannot be made applicable to captive users and as an interim measure, the Hon'ble High Court granted them stay on the proceedings under RCPO. The Company was, thus, under the impression that RCPO was kept in abeyance as the same was subjudice before the jurisdictional High Court. However, a notice dated 11th November, 2014 was issued by OERC to many entities, including the Company, asking to show cause as to why penal proceedings under Section 142 of the Electricity Act, 2003 should not be initiated against the Company for 'lapses' in complying with RCPO. On 1st March, 2015, the Company filed a Writ Petition before the Hon'ble Orissa High Court challenging, inter alia, the validity of RCPO and its applicability to captive users. The Hon'ble High Court passed an interim order dated 4th March, 2015 staying further proceedings pursuant to RCPO and the said interim order continues. In view of the pending writ petition, no provision has been considered necessary at this stage.
- (ii) Demand notices in respect of six mines have been raised by respective Deputy Director of Mines and Mining Officers of Government of Odisha amounting to ₹ 225.14 Crore for the alleged excess extraction of minerals over the quantity permitted under the mining plan/scheme, environmental clearance or consent to operate and other statutory permissions during the period from 1993 to 2010 under Section 21(5) of Mines & Minerals (Development and Regulation) Act, 1957 ('Act'). However, Section 21(5) of the Act specifies that demand can be raised only when the minerals were extracted from the land which is occupied without lawful authority i.e. outside leasehold area. The Company is of the view that Section 21(5) of the Act is not applicable as the mining is done within the leasehold area under the supervision and approval of the State and Central Govt. Hence, the Company filed Revision Applications before Mines Tribunal, New Delhi against all such demands. Stay has been granted by the Mines Tribunal against four (out of six) of such Demand Notices, directing the State Government not to take any coercive action pursuant to the impugned demands. Hearing of the Stay Application for the remaining two notices are yet to take place before the Mines Tribunal.

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
B. Commitments:		
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	55.71	34.95

31. The Hon'ble Supreme Court of India vide judgment dated 25th August, 2014 read with its order dated 24th September, 2014 cancelled the allocation of coal blocks to various companies, including the 'Utkal C' coal block held by Utkal Coal Ltd ('UCL'), an SPV in which the Company holds 79.2% equity. Subsequently, on 21st October, 2014 The Coal Mines (Special Provisions) Ordinance, 2014 was promulgated to facilitate, inter alia, auction of coal blocks and compensation to a prior allottee of a coal block. To give continuity to the provisions of the said Ordinance and save the actions taken thereunder, on 26th December, 2014 The Coal Mines (Special Provisions) Second Ordinance, 2014 was promulgated, which was deemed to have come into force on 21st October, 2014 and the earlier Ordinance stood repealed. Further, the Ministry of

Coal issued orders dated 18th December, 2014 and 6th January, 2015 to initiate the auction process and change the end use of 'Utkal C' from captive use (non-regulated sector) to independent power producer (regulated sector). Aggrieved by the above actions of the government, on 13th February, 2015 UCL filed a Writ Petition before the Hon'ble High Court of Delhi challenging, inter alia, the said orders. UCL has also filed a separate Writ Petition before the Hon'ble High Court of Delhi on 23rd February, 2015 challenging the basis of valuation of compensation and the restrictive interpretation of 'Mine Infrastructure'. The arguments in both the aforesaid writ petitions have been heard by the Hon'ble High Court of Delhi and the judgments have been reserved. Pending final orders on the aforesaid writ petitions, no accounting adjustments have been made by UCL in its

Notes

to Financial Statements

books of account and no provision is deemed necessary in these financial statements against the Company's exposure in UCL as at 31st March, 2015 amounting to ₹ 110.88 Crore invested as equity, ₹ 146.44 Crore given as an unsecured loan and ₹ 91 Crore as guarantee to a financial institution for loan availed by UCL.

32. In view of the circumstances detailed in note 31 above and considering the effect of uncertainties as envisaged

in paragraph 9 of Accounting Standard 9 on "Revenue Recognition", with effect from 1st October, 2014 the Company has postponed recognition of income from interest on unsecured loan given to UCL. Due to this, profit before tax for the year ended 31st March, 2015 is lower by ₹ 9 Crores. The interest income would be considered as revenue of the period in which it is properly recognised.

33. ADDITIONAL INFORMATION PERTAINING TO STATEMENT OF PROFIT AND LOSS

	Year ended 31st March, 2015	(₹ in Crore) Year ended 31st March, 2014
(a) Value of Imports on C.I.F basis :		
Raw Materials	180.89	256.38
Components and spare parts	14.37	6.00
Capital Goods	0.14	-
(b) Expenditure in Foreign Currency :		
Interest	7.47	2.81
Travelling	2.02	2.46
Others	20.30	4.26
(c) Earnings in Foreign Currency :		
F.O.B. value of exports	1,032.47	1,042.69
(d) Remittance in Foreign Currency :		
On account of dividend to non-resident investors:		
(i) Year to which dividend pertains	2013-14	2012-13
(ii) Number of Shareholders	2	3
(iii) Number of Equity Shares	56,34,759	56,34,759
(iv) Amount remitted (₹ in Crore)	1.69	2.82

- (e) Directly imported and indigenously available raw materials, spare parts, components & stores consumed and the percentage of each to the total consumption :

	Year ended 31st March, 2015		(₹ in Crore) Year ended 31st March, 2014	
(i) Raw materials				
Directly Imported	231.71	33.41%	264.20	38.32%
Indigenously available	461.84	66.59%	425.28	61.68%
(ii) Spare parts, components & stores				
Directly Imported	12.17	15.18%	6.97	11.07%
Indigenously available	67.98	84.82%	55.98	88.93%

Notes

to Financial Statements

34. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15 – EMPLOYEE BENEFITS

(a) Defined Contribution plan:

Contributions under Defined Contribution Plan as recognised in the Statement of Profit and Loss by the Company are as follows:

	Year ended 31st March, 2015	Year ended 31st March, 2014
Employer's contribution towards:		
- Provident Fund	3.83	3.20
- Employee Pension Scheme	2.17	1.57
- Employee State Insurance	0.79	0.69
- Superannuation Fund	1.11	1.08

(b) Defined Benefit Plan:

The following table sets out the details of amount recognised in the financial statements in respect of employee benefit schemes:

(i) The amounts recognised in the Balance Sheet are as under:

	(₹ in Crore)			
	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Present Value of obligation	19.83	18.46	4.90	4.20
Fair value of plan assets	19.11	17.78	-	-
(Net Assets / (liabilities) recognised in balance sheet	(0.72)	(0.68)	(4.90)	(4.20)
Non Current	(0.72)	(0.68)	(4.14)	(3.69)
Current	-	-	(0.76)	(0.51)

(ii) Changes in present value of obligation:

	(₹ in Crore)			
	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	2014-15	2013-14	2014-15	2013-14
Present Value of obligation at the beginning of the year	18.46	16.61	4.20	3.52
Interest Cost	1.53	1.58	0.36	0.35
Current service cost	1.45	1.22	1.11	0.80
Benefits paid	(1.41)	(1.41)	(1.90)	(1.79)
Actuarial (gain)/loss on obligation	(0.21)	0.46	1.14	1.32
Present value of obligation as at the end of the year	19.83	18.46	4.90	4.20

Notes

to Financial Statements

(iii) Changes in plan assets:

	(₹ in Crore)			
	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	2014-15	2013-14	2014-15	2013-14
Fair Value of plan assets as at the beginning of the year	17.78	16.58	-	-
Return on plan assets	1.47	1.55	-	-
Contributions	1.47	1.21	1.90	1.79
Benefits paid	(1.41)	(1.41)	(1.90)	(1.79)
Actuarial gain/ (loss) on plan assets	(0.20)	(0.15)	-	-
Fair value of plan assets as at the end of the year	19.12	17.78	-	-

(iv) Principle actuarial assumptions at the Balance Sheet are as follows :

	(₹ in Crore)			
	Gratuity	Gratuity	Leave Encashment	Leave Encashment
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Discount rate per annum compounded	8.00%	8.25%	8.00%	8.25%
Rate of increase in salaries	5.00%	5.00%	5.00%	5.00%
Rate of return on plan assets	8.00%	9.00%	-	-
Expected average remaining working lives of employees (years)	16.59	17.04	16.59	17.04
Withdrawal rates	Varying between 8% per annum to 1% per annum depending on duration & age of the employees			
Mortality table	Standard table: Indian Assured Lives Mortality (2006-2008) (modified)			

(v) The amount for current and previous four years are as follows:

	(₹ in Crore)				
	Gratuity				
	2014-15	2013-14	2012-13	2011-12	2010-11
Defined benefit obligation	19.83	18.46	16.61	15.37	14.19
Plan assets	19.11	17.78	16.58	15.24	12.55
Surplus/(deficit)	(0.72)	(0.68)	(0.03)	(0.13)	(1.64)
Experience adjustments on plan liabilities	0.31	(0.46)	0.15	(15.37)	(17.90)
Experience adjustments on plan assets	(0.20)	(0.15)	0.05	0.13	-

Notes

to Financial Statements

(₹ in Crore)

	Leave Encashment				
	2014-15	2013-14	2012-13	2011-12	2010-11
Defined benefit obligation	4.90	4.20	3.52	3.95	3.45
Plan assets	-	-	-	-	-
Surplus/(deficit)	(4.90)	(4.20)	(3.52)	(3.95)	(3.45)
Experience adjustments on plan liabilities	0.10	1.31	0.83	(5.23)	(4.81)
Experience adjustments on plan assets	-	-	-	-	-

35. As per Accounting Standard 17 on "Segment Reporting", segment information has been provided under the Notes to Consolidated Financial Statements.

36. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 18-RELATED PARTY DISCLOSURES

(a) Name of the Related Parties :

(i) Subsidiaries		Country of Origin
1	Indian Metals and Carbide Ltd	India
2	Utkal Power Ltd	India
3	Utkal Coal Ltd	India
4	IMFA Alloys Finlease Ltd	India
5	Utkal Green Energy Ltd	India
6	Indmet Mining Pte Ltd	Singapore
7	PT Sumber Rahayu Indah	Indonesia
(ii) Key Management Personnel (KMP)		Designation
1	Dr Bansidhar Panda	Executive Chairman
2	Mr Baijayant Panda	Vice Chairman
3	Mr Subhrakant Panda	Managing Director
4	Mr Jayant Kumar Misra	Director (Corporate) & COO
5	Mr Chitta Ranjan Ray	Whole Time Director
(iii) Relatives of Key Management Personnel		
1	Mrs Paramita Mahapatra - Daughter of Dr Bansidhar Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda.	
2	Mrs Jagi Mangat Panda - Wife of Mr Baijayant Panda.	
3	Mrs Shaifalika Panda - Wife of Mr Subhrakant Panda.	
4	Mrs Nivedita Ganapathi - Daughter of Dr Bansidhar Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda.	
(iv) Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence (with whom transactions have taken place during the year)		
1	B.Panda and Company Pvt Ltd	
2	Utkal Manufacturing & Services Ltd	
3	Esquire Realtors Pvt Ltd	
4	Kishangarh Environmental Development Action Pvt Ltd	
5	Ortel Communications Ltd	
6	Odisha Television Ltd	
7	Palios Corporation	
8	Rutayan Ila Trust	
9	Bansidhar & Ila Panda Foundation	
10	Utkal Charitable Trust	
11	Indian Metals Public Charitable Trust	
12	Raila Enterprises Pvt Ltd	

Notes

to Financial Statements

(b) Summary of Transactions with Related Parties

(Figures in brackets represent corresponding amounts of previous year.)

					(₹ in Crore)
Sl. No.	Nature of Transactions	Subsidiaries	KMP	Relatives of KMP	Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence
1	Purchase of raw materials and stores etc.	-	-	-	9.17
		(-)	(-)	(-)	(7.07)
2	Services received	-	0.21	0.03	84.32
		(-)	(0.21)	(0.03)	(126.24)
3	Managerial remuneration	-	5.95	0.19	-
		(-)	(6.67)	(0.21)	(-)
4	Donations given	-	-	-	0.73
		(-)	(-)	(-)	(2.33)
5	Corporate Social Responsibility Expenses	-	-	-	1.57
		(-)	(-)	(-)	(-)
6	Lease rentals paid	3.84	-	-	-
		(3.84)	(-)	(-)	(-)
7	Interest received on loan	9.56	-	-	-
		(5.10)	(-)	(-)	(-)
8	Investments made	0.40	-	-	-
		(1.96)	(-)	(-)	(-)
9	Loan Given	27.30	-	-	-
		(203.05)	(-)	(-)	(-)
10	Loan repayment received	66.69	-	-	-
		(17.52)	(-)	(-)	(-)
11	Reimbursement of Expenses	-	-	-	-
		(0.10)	(-)	(-)	(-)
12	Outstanding balances as at 31st March, 2015 :				
a.	Receivables	147.31	-	-	0.02
		(187.93)	(-)	(-)	(0.22)
b.	Payables	32.44	0.25	-	34.12
		(32.85)	(0.97)	(-)	(55.21)
c.	Guarantees given	91.00	-	-	-
		(27.50)	(-)	(-)	(-)
d.	Guarantees received	7.06	-	-	-
		(15.74)	(-)	(-)	(-)

(c) Disclosure in respect of Material Related Party Transactions during the year (excluding reimbursements) :

- Purchase of raw materials and stores etc from Utkal Manufacturing and Services Ltd ₹ 9.17 Crore (Previous Year: ₹ 7.07 Crore)
- Services received includes services from Utkal Manufacturing and Services Ltd ₹ 78.89 Crore (Previous Year : ₹ 121.61 Crore)
- Managerial remuneration paid to Dr Bansidhar Panda ₹ 1.44 Crore (Previous Year : ₹ 1.69 Crore), Mr Baijayant Panda ₹ 1.45 Crore (Previous Year : ₹ 1.70 Crore), Mr Subhrakant Panda ₹ 1.63 Crore (Previous Year : ₹ 1.89 Crore), Mr Jayant Kumar Misra ₹ 0.80 Crore (Previous Year : ₹ 0.77 Crore) and Mr Chitta Ranjan Ray ₹ 0.63 Crore (Previous Year : ₹ 0.62 Crore)
- Donations include amount given to Bansidhar & Ila Panda Foundation ₹ 0.73 Crore (Previous Year : ₹ 2.19 Crore)
- Corporate Social Responsibility Expenses include amount given to Bansidhar & Ila Panda Foundation ₹ 1.23 Crore (Previous Year : Nil)
- Lease rentals paid to IMFA Alloys Finlease Ltd ₹ 3.84 Crore (Previous Year : ₹ 3.84 Crore)
- Interest received on loan ₹ 9.45 Crore (Previous Year : ₹ 5.10 Crore) is from Utkal Coal Ltd.
- Investments made in Utkal Power Ltd ₹ 0.40 Crore (Previous Year : Nil) and Utkal Coal Ltd ₹ Nil (Previous Year : ₹ 1.96 Crore)
- Loan given to Utkal Coal Ltd ₹ 27.20 Crore (Previous Year : ₹ 203.05 Crore)
- Loan repayment received from Utkal Coal Ltd ₹ 66.30 Crore (Previous Year : ₹ 17.52 Crore)
- Guarantee provided to Financial Institution for loan availed by Utkal Coal Ltd ₹ 91.00 Crore (Previous Year : ₹ 27.50 Crore)
- Guarantee received from Indmet Mining Pte Ltd ₹ 7.06 Crore (Previous Year : ₹ 15.74 Crore)

Notes

to Financial Statements

37. LOANS & GUARANTEES GIVEN

Name of the Subsidiary	Relationship with the Company	Loans or Advances in the nature of Loan	Amount outstanding		Maximum amount outstanding during 2014-15	2013-14	Purpose for which the loan / Guarantee utilised / to be utilised	Rate of Interest Per Annum
			As at 31st March, 2015	As at 31st March, 2014				
Utkal Coal Limited	Subsidiary	Loan	146.44	185.53	185.53	185.53	Setting up of Coal Mining Project.	12.60%
Utkal Power Limited	Subsidiary	Loan	0.80	-	1.19	-	To meet operational fund requirements	9.00%
Utkal Green Energy Limited	Subsidiary	Loan	0.06	-	0.06	-	To meet operational fund requirements	9.00%
Indian Metals and Carbides Limited	Subsidiary	Loan	0.01	-	0.01	-	To meet operational fund requirements	9.00%
Utkal Coal Limited	Subsidiary	Guarantee	91.00	27.50	91.00	159.21	Guarantee utilised for obtaining loan from a Financial Institution	N.A.

The aforesaid loans are repayable on demand and carries a rate of interest which is not below that as, mentioned in section 186 of the Companies Act, 2013.

- 38.** Disputes between the Company and Grid Corporation of Orissa Ltd ("GRIDCO") relating to methodology for billing of power, wheeling of power, back-up power drawn during period of grid disturbance etc. were settled in favour of the Company vide a unanimous award of an Arbitral Tribunal dated 23rd March, 2008, by virtue of which GRIDCO was directed to pay ₹ 57.07 lakh alongwith interest and ₹ 30 lakh towards costs. Subsequently, GRIDCO filed a petition before the District Judge, Bhubaneswar objecting the award and obtained an interim stay on the operation of the said award. The Company filed its objection thereto on 19th February, 2009 and the matter is pending for hearing.

The Company has not given effect of the aforesaid award in its books of account on the principles of prudence, as the matter is sub-judice.

- 39.** In the arbitration proceedings relating to a party's conversion contract with the erstwhile Indian Charge Chrome Ltd ("ICCL", amalgamated with the Company w.e.f 1st April, 2005 pursuant to Hon'ble Orissa High Court's order dated 13th October, 2006), an interim award was passed on 9th January, 2003 upholding issues in ICCL's favour, without quantification of the amount payable to ICCL towards its various claims of losses/damages, which is to be determined by the appointment of a Chartered Accountant or other expert. The Party filed a petition before the Hon'ble High

Court at Calcutta on 4th February, 2004 praying to set aside the interim award and the Company filed objection thereto. The matter is pending before the Hon'ble High Court at Calcutta.

- 40.** Pursuant to the order of Hon'ble Orissa High Court dated 21st April 2005, the Company was paying electricity duty at 6 paise per unit to the Govt. of Orissa and keeping the differential duty of 14 paise per unit in a separate 'no lien account' till final disposal of its writ petition. The Hon'ble Orissa High Court disposed the said writ petition vide judgment dated 6th May, 2010 by directing the Company to deposit the differential amount of duty lying in no lien account with the State Exchequer. The Company preferred an appeal before the Hon'ble Supreme Court of India against the judgment of Orissa High Court. The Hon'ble Supreme Court vide its order dated 7th February, 2011 directed the company to continue the payment in the same manner but to deposit the differential amount of 14 paise per unit in an Escrow account instead of 'no lien account' till final disposal of the appeal. Accordingly, the Company is paying the balance 14 paise per unit in an escrow account (non-interest bearing current account) with State Bank of India from January, 2011 onwards. Subsequently, based on a direction received on 9th January 2015 from Govt. of Odisha, the Company is keeping the Escrow amount in an interest bearing fixed deposit linked to escrow current account with effect from 21st March, 2015.

Notes

to Financial Statements

However, on the principles of prudence, the Company is fully providing for Electricity Duty @ 20 paise per unit in its books of account, on accrual basis.

- 41.** With reference to a Right of Recompense ('ROR') dispute with Andhra Bank, the Hon'ble Orissa High Court, based on Company's application, vide its Order dated 18th March, 2015, directed the Company and Andhra Bank to resolve the issues relating to the amount of recompense payable to Andhra Bank on the basis of the principles laid down in the Order, preferably within a period of two months and there after the bank shall consider the issue of No Objection Certificate and vacate the charge by following its own procedures. To give effect to the directions of the Hon'ble High Court, the Company has initiated discussions with Andhra Bank.

The Company has paid ₹ 1.35 Crore to the bank, on the basis of the earlier orders passed by the Hon'ble Orissa High Court from time to time, prior to the aforesaid final order dated 18th March, 2015 and is of the opinion that the final recompense amount will not exceed the amount which has been already paid to the bank against recompense amount.

- 42.** The Company had filed a petition before the Hon'ble Orissa High Court under Section 392 of the Companies Act, 1956 to modify the Scheme of Arrangement & Amalgamation and confirm the reduction of share capital by cancellation of 3,49,466 equity shares of ₹ 10/- each held by erstwhile 'ICCL Shareholders Trust'. The petition was approved by the Hon'ble High Court vide its order dated 16th March, 2011 and

registered with the Registrar of Companies (ROC), Orissa on 1st April, 2011. Accordingly, the paid up equity share capital reduced from ₹ 26,32,65,190/- divided into 2,63,26,519 equity shares of ₹ 10/- each to ₹ 25,97,70,530/- divided into 2,59,77,053 equity shares of ₹ 10/- each. Subsequently, several shareholders challenged the reduction of share capital before a Division Bench of the Hon'ble High Court which, vide its judgement dated 19th July 2011, directed the Company, inter-alia, to restore the aforesaid shares to the Trust and allot it to interested shareholders. The Company then moved the Hon'ble Supreme Court which issued notice in the matter and granted interim stay on the subscription or cancellation of the said 3,49,466 shares. As such, status quo is to be maintained until further orders.

- 43.** Prior Period Income relates to adjustment for interest on Income-Tax refunds.

- 44.** In accordance with the requirements of Schedule II to the Companies Act, 2013, the Company reassessed the remaining useful life of tangible fixed assets with effect from 1st April, 2014. Accordingly, the carrying values as on that date (net of residual values) are depreciated over their assessed remaining useful lives. As a result of this change, the depreciation charge for the year ended 31st March, 2015 is lower by ₹ 28.67 Crore. Further, as on 1st April, 2014, the carrying amount of assets (after retaining the residual value) amounting to ₹ 5.22 Crore, where remaining useful life is nil as on that date, has been recognised in the Statement of Profit and Loss as an exceptional item.

45. EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES IS AS FOLLOWS:

	(₹ in Crore)
- Expenditure included under "Other Expenses" (refer Note No. 28)	1.84
- Expenditure relating to CSR Asset included under "Capital Work-in-Progress" (refer Note No. 12)	2.21
	4.05

Notes

to Financial Statements

46. DERIVATIVE INSTRUMENTS

- (a) The Company uses derivative instruments to hedge foreign currency and interest rate risks and does not use derivative contracts for speculative purposes. The outstanding contracts entered into by the Company are given below :

	As at 31st March, 2015		
	Nos.	US Dollar equivalent (in million)	INR equivalent (in Crore)
Forward Contracts	92 (28)	24 (17)	149.23 (101.32)
Interest Rate Swap with USD/INR Call Option	2 (1)	19.81 (14.06)	123.19 (74.25)
Cross Currency Swap with Call Spread	1 (1)	1.24 (2.88)	7.68 (15.74)
Cross Currency Swap	3 (-)	40.07 (-)	249.14 (-)

Note: Figures in brackets represent corresponding numbers / amounts as at 31st March, 2014

- (b) The foreign currency exposures that are not hedged by a derivative instrument or otherwise as at year end are given below :

	As at 31st March, 2015		As at 31st March, 2014	
	US Dollar equivalent (in million)	INR equivalent (in Crore)	US Dollar equivalent (in million)	INR equivalent (in Crore)
Loans Payable	43.94	273.21	16.40	97.74
Payable for import of goods	9.34	58.08	0.04	0.24

47. LEASES

Operating Lease:

The Company's significant operating lease arrangements are in respect of premises only which are renewable at the option of both the lessor & the lessee.

Future minimum lease rents payable are summarized below:

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Not later than 1 year	2.26	2.65
Later than 1 year but not later than 5 years	0.88	1.99
Later than 5 years	0.72	0.81

Total lease rent payments recognised in the Statement of Profit and Loss for the year is ₹ 2.97 Crore (Previous Year ₹ 3.21 Crore).

Notes

to Financial Statements

Future minimum lease rents receivable are summarized below:

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Not later than 1 year	0.02	0.04
Later than 1 year but not later than 5 years	0.07	0.08
Later than 5 years	0.17	0.17

Finance Lease: Company as a Lessee :

	(₹ in Crore)			
	Future Minimum Lease Payments		Present Value of Minimum Lease Payments	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Not later than 1 year	3.35	3.35	3.20	3.20
Later than 1 year but not later than 5 years	13.41	13.41	10.26	10.26
Later than 5 years	59.79	63.14	18.98	19.39
Total	76.55	79.90	32.44	32.85
Future Finance Charges	44.11	47.05		
Present Value of Minimum Lease Payments	32.44	32.85		

48. Previous year's figures have been rearranged/ regrouped to conform to the classification of the current year, wherever considered necessary.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613

Place: Bhubaneswar
Date: 14th May, 2015

For and on behalf of the Board of Directors

Prem Khandelwal
CFO & Company Secretary

Subhrakant Panda
Managing Director

Jayant Kumar Misra
Director (Corporate) & COO

Independent Auditors' Report

To the Members of Indian Metals and Ferro Alloys Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **Indian Metals and Ferro Alloys Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those

Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

BASIS FOR QUALIFIED OPINION

As mentioned in Note No. 32 to the consolidated financial statements, the Company has equity investment amounting to ₹ 53.13 crore in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore which, in turn, has investment in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). The Company's carrying value of investment in Indmet is substantially dependent on the latter's carrying value of investment in PT Sumber. Indmet's auditors in their Independent Auditors' Report dated 14th May, 2015 for the year ended 31st March, 2015 have qualified their audit opinion in respect of the carrying value of Indmet's investment in PT Sumber, as mentioned in the said Note. In its standalone financial statements, the Company has not made provision towards any diminution in the carrying value of its investment in Indmet and accordingly, the consolidated financial statements do not include any adjustments in this respect. Having regard to the uncertainty, we are unable to

Independent Auditors' Report

comment on its consequential impact, if any, on the consolidated financial statements.

QUALIFIED OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, its consolidated profit and its consolidated cash flows for the year ended on that date.

EMPHASIS OF MATTER

We draw attention to Note No. 31 to the consolidated financial statements relating to the Company's exposure in a subsidiary. The matter has arisen out of the cancellation of allotment of the coal block being held by the subsidiary vide the Hon'ble Supreme Court of India's order dated 24th September, 2014, the subsequent auction process of the coal block pursuant to the promulgation of The Coal Mines (Special Provisions) Ordinance, 2014 and the filing of two writ petitions before the Hon'ble High Court of Delhi by the subsidiary in connection therewith.

Our opinion is not modified in respect of this matter.

OTHER MATTER

We did not audit the financial statements of six subsidiaries, whose financial statements reflect total assets of ₹ 107.90 crore as at 31st March, 2015, total revenues of ₹ 3.06 crore and net cash inflows amounting to ₹ 1.11 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- (1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and the subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. The matters described in the Emphasis of Matter paragraph and the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group;

Independent Auditors' Report

- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. The qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion paragraph above;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group –

Refer Note Nos. 30,31,35,36,37,38 and 39 to the consolidated financial statements;

- (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts ;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W

Anand Kumar Jhunjhunwala
Partner
Membership No.056613
Bhubaneswar
14th May, 2015

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of **Indian Metals and Ferro Alloys Limited** on the consolidated financial statements for the year ended 31st March, 2015)

- (i) (a) The Group is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) According to the information and explanations given, major portion of fixed assets has been physically verified by the management of the respective entities ("management") during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Group entities and the nature of their fixed assets.
 - (ii) (a) According to the information and explanations given, the inventory of the Group has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Group entities and the nature of their businesses.
 - (c) The Group is maintaining proper records of inventory. As explained, there were no material discrepancies on physical verification of inventory as compared to the book records.
 - (iii) According to the information and explanations given by the management and on the basis of the examination of the books of account, the Group has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act.
 - (iv) In our opinion and according to the information and explanations given by the management, there is an adequate internal control system commensurate with the size of the Group entities and the nature of their businesses, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system of the Group entities.
 - (v) According to the information and explanations given by the management, the Group has not accepted any deposits from the public.
 - (vi) We have broadly reviewed the maintenance of cost records specified by the Central Government under sub-section (1) of Section 148 of the Act, wherever applicable to the Group entities and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
 - (vii) (a) According to the records of the Group entities, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, duty of customs duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- According to the information and explanations given by the management, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of **Indian Metals and Ferro Alloys Limited** on the consolidated financial statements for the year ended 31st March, 2015)

- b) According to the information and explanations given by the management and the records of the Group entities, the dues as at 31st March, 2015 of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, which have not been deposited on account of any dispute are as follows::

Number of Group Entities	Name of the Statute	Nature of dues	Amount (₹ In Lakh)	Period to which the amount relates	Forum where dispute is pending
1	Central Excise Act, 1944	Excise Duty	20.76	1993-2002	Orissa High Court
1	Central Excise Act, 1944	Excise Duty	3.85	2005-2007	Commissioner of Central Excise (Appeals)
1	Central Excise Act, 1944	Excise Duty	18.04	2005-2009	Commissioner of Central Excise (Appeals)
1	Central Excise Act, 1944	Excise Duty	15.15	2002-2009	Central Excise & Service Tax Appellate Tribunal
1	Central Excise Act, 1944	Excise Duty	8.04	2009-10 to 2011-12	Commissioner of Central Excise (Appeals)
1	Income Tax Act, 1961	Income Tax	17.45	Assessment Years 1987-88, 1988-89 & 1989-90	Orissa High Court
1	Income Tax Act, 1961	Income Tax	9,519.16	Assessment Year 2009-10	Commissioner of Income Tax (Appeals)
1	Income Tax Act, 1961	Income Tax	9,419.61	Assessment Year 2012-13	Commissioner of Income Tax (Appeals)
1	Orissa Value Added Tax Act, 2004	VAT	2.29	February 2008 to May 2009	Orissa Sales Tax Tribunal
1	Orissa Sales Tax Act, 1947	Sales Tax	0.25	1990-91	Orissa High Court
1	Orissa Sales Tax Act, 1947	Sales Tax	0.77	1991-92	Orissa High Court
1	Orissa Sales Tax Act, 1947	Sales Tax	7.04	2002-03	Addl. Commissioner of Sales Tax
1	Orissa Sales Tax Act, 1947	Sales Tax	4.19	1994-95	Orissa Sales Tax Tribunal
1	Orissa Entry Tax Act, 1999	Entry Tax	2.00	2002-03	Orissa High Court
1	Orissa Entry Tax Act, 1999	Entry Tax	91.71	November 2007 to March 2010	Addl. Commissioner of Sales Tax
1	Orissa Entry Tax Act, 1999	Entry Tax	176.40	April 2010 to September 2011	Addl. Commissioner of Sales Tax
1	Orissa Entry Tax Act, 1999	Entry Tax	589.28	March, 2008 to March, 2015	Supreme Court of India
1	Orissa Entry Tax Act, 1999	Entry Tax	44.79	February 2008 to May 2009	Orissa High Court

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of **Indian Metals and Ferro Alloys Limited** on the consolidated financial statements for the year ended 31st March, 2015)

- (c) According to the information and explanations given by the management, the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Holding Company does not have any accumulated losses at the end of the financial year covered by our audit and has not incurred cash losses in such financial year and in the immediately preceding financial year.
- Two subsidiaries have accumulated losses at the end of the financial year which are not less than fifty percent of their respective net worth. Further, four subsidiaries have incurred cash losses during the financial year and in the immediately preceding financial year. However, their accumulated losses / cash losses are not material in relation to the Group as a whole.
- (Since the matter stated in the Basis for Qualified Opinion paragraph of our Independent Auditor's Report of even date is not quantifiable, its consequential effect has not been taken into consideration for the purpose of commenting in respect of this clause).
- (ix) Based on the audit procedures and as per the information and explanations given by the management, none of the Group entities has defaulted in repayment of dues to a financial institution or bank during the year. The Group entities have not issued any debentures as at the consolidated balance sheet date.
- (x) According to the information and explanations given by the management, the Group has not given any guarantee during the year for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given by the management, term loans were prima facie applied for the purposes for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements of the Group entities and as per the information and explanations given by the management, no material fraud on or by the Group entities has been noticed or reported during the year.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

Anand Kumar Jhunjunwala

Partner

Membership No.056613

Bhubaneswar

14th May, 2015

Consolidated Balance Sheet

as at 31st March, 2015

		(₹ in Crore)	
	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	25.98	25.98
Reserves and Surplus	3	855.34	855.11
		881.32	881.09
Minority Interest		30.96	30.54
Non-Current Liabilities			
Long-Term Borrowings	4	782.42	790.11
Deferred Tax Liabilities (Net)	5	99.62	78.33
Other Long-Term Liabilities	6	122.96	110.89
Long-Term Provisions	7	4.89	4.41
		1,009.89	983.74
Current Liabilities			
Short-Term Borrowings	8	213.01	160.46
Trade Payables	9	211.06	163.24
Other Current Liabilities	10	189.78	198.49
Short-Term Provisions	11	17.10	18.58
		630.95	540.77
		2,553.12	2,436.14
ASSETS			
Non-Current Assets			
Fixed Assets			
-Tangible Assets	12	1,300.22	1,271.24
- Capital Work-in-Progress		188.95	213.43
- Intangible Assets under Development		4.25	3.90
		1,493.42	1,488.57
Goodwill on Consolidation		71.53	69.36
Non-Current Investments	13	0.10	0.10
Long-Term Loans and Advances	14	114.26	110.96
Other Non-Current Assets	15	43.99	23.83
		1,723.30	1,692.82
Current Assets			
Current Investments	16	-	12.09
Inventories	17	405.09	372.71
Trade Receivables	18	64.50	56.78
Cash and Cash Equivalents	19	85.53	34.40
Short-Term Loans and Advances	20	265.19	263.23
Other Current Assets	21	9.51	4.11
		829.82	743.32
		2,553.12	2,436.14
Significant Accounting Policies and Notes to Consolidated Financial Statements	1 to 46		

The Notes referred to above form an integral part of the Consolidated Balance Sheet.

This is the Consolidated Balance Sheet referred to in our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Prem Khandelwal

CFO & Company Secretary

Subhrakant Panda

Managing Director

Jayant Kumar Misra

Director (Corporate) & COO

Place: Bhubaneswar

Date: 14th May, 2015

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2015

	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
(₹ in Crore)			
REVENUE			
Revenue from Operations	22	1,344.79	1,317.85
Other Income	23	12.34	17.06
Total Revenue		1,357.13	1,334.91
EXPENSES			
Cost of Materials Consumed	24	693.55	689.48
Changes in Inventories of Finished Goods	25	16.52	(65.45)
Employee Benefits Expense	26	127.13	118.75
Finance Costs	27	105.68	105.23
Depreciation and Amortisation Expense	12	121.94	149.02
Other Expenses	28	266.84	287.97
Total Expenses		1,331.66	1,285.00
Profit before Prior Period Items, Exceptional Items & Tax		25.47	49.91
Prior Period Income	40	6.22	-
Exceptional Items – Expense	41	(5.22)	-
Profit Before Tax		26.47	49.91
Tax Expense:			
- Current Tax		10.86	13.21
- MAT Credit Entitlement (Including earlier years)		(9.83)	(22.65)
- Deferred Tax		21.29	24.22
- Earlier Years' Adjustments		-	0.19
Profit After Tax (before adjustment for Minority Interest)		4.15	34.94
Minority Interest		(0.47)	(0.02)
Profit After Tax (after adjustment for Minority Interest)		3.68	34.92
Earnings Per Equity Share of par value of ₹ 10/- each	29	1.42	13.44
Basic and Diluted (In ₹)			
Significant Accounting Policies and Notes to Consolidated Financial Statements	1 to 46		

The Notes referred to above form an integral part of the Consolidated Statement of Profit and Loss.
This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala
Partner
Membership No. 056613

Prem Khandelwal
CFO & Company Secretary

Subhrakant Panda
Managing Director

Jayant Kumar Misra
Director (Corporate) & COO

Place: Bhubaneswar
Date: 14th May, 2015

Consolidated Cash Flow Statement

for the year ended 31st March, 2015

(₹ in Crore)

	Year ended 31st March, 2015	Year ended 31st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	26.47	49.91
Adjustments for :		
Depreciation and Amortisation	121.94	149.02
Loss on sale/disposal of fixed assets (net)	0.01	0.17
Profit on sale of Investments	(0.47)	(1.26)
Unrealised foreign exchange (gain)/loss	6.47	(2.67)
Interest income	(15.89)	(4.97)
Dividend income	-	(0.16)
Finance Cost	105.68	105.23
Exceptional Items-Expense (refer Note No.41)	5.22	-
Prior Period Income (refer Note No.40)	(6.22)	-
Liability no longer required written back	(0.21)	(1.06)
Operating Profit before Working Capital Changes	243.00	294.21
Adjustments for:		
Trade and other receivables	(96.64)	(58.85)
Inventories	(32.38)	(53.53)
Trade payables and other liabilities	66.29	62.81
Cash Generated from Operations	180.27	244.64
Direct Taxes paid	(6.40)	(18.26)
Net Cash generated from Operating Activities	173.87	226.38
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets and Capital Work in Progress	(72.15)	(133.63)
Sale of fixed assets	0.16	2.89
Fixed Deposits	2.48	2.52
Sale / (Purchase) of Investments (net)	12.56	13.11
Dividend received	-	0.15
Interest received	13.87	7.11
Net Cash (used In) / generated from Investing Activities	(43.08)	(107.85)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	578.92	286.63
Repayment of long term borrowings	(593.67)	(265.63)
Proceeds from/(Repayment) of short term borrowings (net)	53.12	(30.81)
Interest and financing charges paid	(142.15)	(137.16)
Dividend paid (including dividend tax)	(9.12)	(15.20)
Net Cash (used in) / generated from Financing Activities	(112.90)	(162.17)
Net increase / (decrease) In Cash and Cash Equivalents (A+B+C)	17.89	(43.64)
Cash and Cash Equivalents at the beginning of the year	31.28	74.00
Effect of Exchange Rate on Translation of Foreign Currency	0.48	0.92
Cash and Cash Equivalents at the end of the year (Note No. 19)	49.65	31.28

Explanations:

- The above Consolidated Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 'Cash Flow Statements'.
- Previous year's figures have been regrouped/ reclassified to conform to the classification of the current year, wherever considered necessary. This is the Consolidated Cash Flow Statement referred to in our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

For and on behalf of the Board of Directors

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Prem Khandelwal

CFO & Company Secretary

Subhrakant Panda

Managing Director

Jayant Kumar Misra

Director (Corporate) & COO

Place: Bhubaneswar

Date: 14th May, 2015

Notes

to Consolidated Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Principles of Consolidation

The Consolidated Financial Statements ("CFS") relate to Indian Metals And Ferro Alloys Ltd ("the Company") and its subsidiary companies (the Company and its subsidiaries collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses, in accordance with Accounting Standard 21- "Consolidated Financial Statements".
- b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".
- c) The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the CFS as Goodwill or Capital Reserve, as the case may be.

- d) In the case of investment in subsidiaries, where the Company's shareholding is less than 100%, Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separately from liabilities and equity of the Company's shareholders.

Minority Interest in the net assets of consolidated subsidiaries consists of:

- (i) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
- (ii) The minority share of movements in equity since the date the parent-subsidiary relationship came into existence.
- e) Minority's share of net profit/loss of consolidated subsidiaries for the year is identified and adjusted against the profit/loss after tax of the Group, in order to arrive at the profit/loss after tax attributable to shareholders of the Company.
- f) As far as possible, the CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company separate financial statements.
- g) The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2015.

The list of subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Sl. No.	Name of the Company	Ownership / voting power in % as at		Country of Incorporation
		31st March, 2015	31st March, 2014	
1	Indian Metals and Carbide Ltd	99.99%	99.99%	India
2	Utkal Power Ltd	100.00%	100.00%	India
3	Utkal Coal Ltd	79.20%	79.20%	India
4	IMFA Alloys Finlease Ltd	76.00%	76.00%	India
5	Utkal Green Energy Ltd	100.00%	100.00%	India
6	Indmet Mining Pte Ltd	100.00%	100.00%	Singapore
7	PT. Sumber Rahayu Indah, [70 % Subsidiary of Indmet Mining Pte Ltd]	-	-	Indonesia

1.2 Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate (standalone) financial statements.

Notes

to Consolidated Financial Statements

2. SHARE CAPITAL

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Authorised:		
Equity Shares:		
3,00,00,000 Equity Shares, ₹ 10/- par value per share (31st March, 2014 : 3,00,00,000 Equity Shares)	30.00	30.00
Preference Shares:		
40,000 9.5% Redeemable Cumulative Preference Shares, ₹ 100/- par value per share (31st March, 2014 : 40,000 Preference Shares)	0.40	0.40
2,60,000 Ind Series Redeemable Cumulative Preference Shares, ₹ 100/- par value per share (31st March, 2014 : 2,60,000 Preference Shares)	2.60	2.60
	33.00	33.00
Issued, Subscribed and Paid-up:		
2,59,77,053 Equity Shares, ₹ 10/- par value per share, fully paid (31st March, 2014 : 2,59,77,053 Equity Shares)	25.98	25.98
	25.98	25.98

2.1. Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	₹ in Crore	No. of shares	₹ in Crore
Shares outstanding at the beginning of the year	2,59,77,053	25.98	2,59,77,053	25.98
Add: Issued during the year	Nil	Nil	Nil	Nil
Shares outstanding at the end of the year	2,59,77,053	25.98	2,59,77,053	25.98

2.2. Rights, preferences and restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value of ₹ 10/- and ₹ 100/- each respectively.

Each holder of Equity Shares is entitled to one vote, when present in person on a show of hands, in case of poll, each holder of Equity Shares shall be entitled to vote in proportion to his paid up Equity Share Capital. The preferential shareholders have preferential right over equity shareholders in respect of repayment of capital and payment of dividend.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of Equity Shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

Notes

to Consolidated Financial Statements

2.3. Details of Shareholders holding more than 5% of the equity shares each

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
LITEC Company Ltd	38,44,259	14.80	38,44,259	14.80
Barabati Investment & Trading Co. Pvt Ltd	26,34,778	10.14	26,34,778	10.14
Paramita Investments & Trading Co. Pvt Ltd	26,34,778	10.14	26,34,778	10.14
KB Investments Pvt Ltd	25,16,401	9.69	25,16,401	9.69
Madhuban Investments Pvt Ltd	23,95,696	9.22	23,95,696	9.22
Reliance Capital Trustee Co. Ltd-A/c Reliance Tax Saver (ELSS) Fund	13,40,974	5.16	14,95,974	5.76
Fox Consulting Services Pte Ltd	17,90,500	6.89	10,65,500	4.10

3. RESERVES AND SURPLUS

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Capital Reserves			
Balance as per last account		1.01	1.01
Capital Redemption Reserve			
Balance as per last account		0.20	1.22
Add: Addition/(Deduction) during the year		-	(1.02)
		0.20	0.20
Securities Premium Reserve			
Balance as per last account		153.12	151.58
Add: Addition/(Deduction) during the year		-	1.54
		153.12	153.12
Foreign Currency Translation Reserve			
Balance as per last account		15.24	10.34
Add: Adjustment for translation of Non Integral Foreign Operations		2.71	4.90
		17.95	15.24
Special Reserve (Reserve Fund as per Section 45-IC of the Reserve Bank of India Act, 1934)			
Balance as per last account		0.44	0.04
Add: Transferred from Surplus in the Consolidated Statement of Profit and Loss		0.40	0.40
		0.84	0.44
General Reserve			
Balance as per last account	275.82		271.82
Add: Transferred from Surplus in the Consolidated Statement of Profit and Loss	0.60		4.00
		276.42	275.82
Surplus in the Consolidated Statement of Profit and Loss			
Opening Balance	409.28		387.88
Add : Profit after Tax (after adjustment of Minority Interest) for the year	3.68		34.92
	412.96		422.80

Notes

to Consolidated Financial Statements

3. RESERVES AND SURPLUS (Contd.)

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Less : Appropriations			
Proposed Dividend	(5.11)		(7.79)
Tax on Proposed Dividend	(1.04)		(1.33)
Transfer to General Reserve	(0.60)		(4.00)
Transfer to Special Reserve	(0.40)		(0.40)
Adjustment of carrying value of assets after retaining the residual value where the remaining useful life of an assets is ₹ Nil as at 01 April 2014 (refer Note No.41)	(0.01)		-
		405.80	409.28
		855.34	855.11

4. LONG-TERM BORROWINGS

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Secured			
Term Loans from Banks (refer Note No. 4.1)		702.15	326.19
Term Loans from Others (refer Note No. 4.1)		80.27	463.92
		782.42	790.11

4.1. Details of securities provided for Term-Loans (including current maturities as stated under "Other Current Liabilities") and their repayment terms :

(EMI - Equated Monthly Instalment; EQI - Equated Quarterly Instalment; UQI : Unequated Quarterly Instalment)

Term Loans from Banks :

- (a) Loan of ₹ 41.10 Crore (Previous Year : ₹ 47.94 Crore) for setting up of Coal Handling Plant at Choudwar, secured by first charge on the movable assets to be acquired out of the loan for CHP and first charge by way of mortgage on pari-passu basis on immovable properties of the Company situated at Choudwar excluding assets exclusively charged to other lenders. Repayment by 28 EQI of ₹ 2.29 Crore from Oct'12.
- (b) Loan of ₹ 12.50 Crore (PY : ₹ 37.50 Crore) for general capital expenditure, secured by first pari-passu charge on the immovable & movable assets of the Company's Therubali & Choudwar units (excluding the fixed assets exclusively charged), both present & future. Repayment by 24 EMI of ₹ 2.08 Crore from Oct'2013.

- (c) Loan of ₹ 50.00 Crore (PY : ₹ 37.50 Crore) for general capital expenditure, secured by first pari-passu charge on fixed assets at Choudwar excluding those which are exclusively charged to other project lenders. Repayment by 35 EMI of ₹ 1.39 Crore from April'17 and last instalment of ₹ 1.35 Crore.
- (d) Loan of ₹ 81.00 Crore (PY : ₹ 90.00 Crore) for general capital expenditure, secured by first pari-passu charge on fixed assets (both moveable & immovable) of the Company (both present & future) situated at Therubali other than assets exclusively charged to other lenders. Subservient charge on the current assets of the Company. Repayment by 20 EQIs from December' 14.
- (e) Loan of ₹ 41.76 Crore (PY : ₹ 54.38 Crore) for setting up of 30 MW Captive Power Plant (CPP) at Choudwar, secured by exclusive charge over the assets of CPP & first pari-passu charge on plot no. 43 on which CPP has been erected at Choudwar, with other term lenders. The loan is collaterally secured by second pari-passu charge on entire

Notes

to Consolidated Financial Statements

- current assets of the Company. Repayment by 16 EQI of ₹ 2.175 Crore from June'10 and 20 EQI of ₹ 2.61 Crore from June '14.
- (f) Loan of ₹ 28.00 Crore (PY : ₹ 40.00 Crore) for general capital expenditure, secured by extension of charge over the assets of 30MW Captive Power Plant (CPP) and pari-passu charge on plot no. 43 on which CPP is erected at Choudwar, Cuttack with other term lenders. Repayment by 8 EQI of ₹ 3 Crore from June'14 and 4 EQI of ₹ 4.00 Crore from June'16.
- (g) Loan of ₹ 110.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (h) Loan of ₹ 100.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (i) Loan of ₹ 70.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (j) Loan of ₹ 100.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (k) Loan of ₹ 50.00 Crore (PY : ₹ Nil) for 120 MW Power Plant at Choudwar, secured by first charge ranking pari-passu with other term lenders on the Company's movable & immovable properties, present & future, relating to the 120 MW power plant. Repayment by 38 UQI from June'15.
- (l) Loan of ₹ 1.64 Crore (PY : ₹ Nil) for setting up of Industrial Training Centre (ITC) at Sukinda, secured by mortgage of lease hold right of property situated at Khata No 100, Plot No 238(P), Mauza-Dudhjhari, Sukinda Dist- Jajpur, admeasuring 5 acres and building to be constructed thereon along with the Furniture & Fixtures, Computers and equipments to be purchased out of the Loan. Repayment by 24 EQI from September'16.
- (m) Loan of ₹ 9.54 Crore (PY : ₹ Nil) for Housing Project at Choudwar, secured by mortgage of residential land admeasuring 10 acres 920 decimal (475675.20 sq fts) situated at Plot No.34/78 & 34/82, Tahsil-Tangi Choudwar, PS-Choudwar, Mouza-Chhatisa No.2, Cuttack, Odisha and the proposed building to be constructed. Repayment by 24 UQI from June' 2016.
- (n) Vehicle Loan of ₹ 0.24 Crore (PY : ₹ 0.40 Crore) secured by charge on the Vehicle. Repayment by 60 EMI @ ₹ 65232/- from January'14 to December'18.
- (o) Loan of ₹ 7.06 Crore (PY : ₹ 15.74 Crore) for acquisition of mining assets, secured by first exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar. Charge on all the present and future moveable fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I and II at Choudwar. Repayment by 17 EQI from October'11.
- (p) Loan of ₹ 54.45 Crore (PY : ₹ 74.25 Crore) for setting up of Briquetting Plant, Gas Cleaning Plant, Fly ash Brick Plant and Low Density Aggregate Plant, secured by first exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar and charge on all the present and future movable fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I and II at Choudwar. Repayment by 16 EQI from January'14.
- (q) Loan of ₹ 59.07 Crore (PY : ₹ Nil) for general capital expenditure, secured by first and exclusive charge by way of hypothecation over plant & machinery of 27 MVA furnace at Choudwar. First and exclusive charge on all the present and future moveable fixed assets of gas cleaning plant & briquetting plant at Therubali, low density aggregate plant and fly ash brick plant I

Notes

to Consolidated Financial Statements

and II at Choudwar. Repayment by 16 EQI from February'16.

Term Loans from Others:

- (a) Loan of ₹ 7.63 Crore (PY : ₹ 11.45 Crore) for setting up of winder at Mahagiri Mines, secured by first charge on winder at Mines. Repayment by EMIs from February'13 to November'16.
- (b) Loan of ₹ 91.00 Crore (PY : ₹ 27.50 Crore), secured by first charge over all the fixed assets of Utkal Coal Ltd, both present and future on pari-passu basis. An unconditional and irrevocable corporate guarantee has been given by the

Holding Company, Indian Metals and Ferro Alloys Ltd ("IMFA") in respect of such loan. Further, 100% shares of the Company has been pledged by the shareholders in favour of the lender. The loan outstanding for ₹ 27.50 crore is repayable in 60 EMIs starting from 30th January, 2016 and the loan outstanding for ₹ 63.50 crore is repayable in 27 Quarterly instalments starting from 30th September 2014.

Note: Term Loans from Banks amounting to ₹ 82.86 Crore (PY : ₹ 127.31 Crore) and Term Loans from Others amounting to ₹ Nil (PY: ₹ 405.77 Crore) are further secured by personal guarantees of 2 directors of the Company.

5. DEFERRED TAX LIABILITIES (NET)

In terms of Accounting Standard 22, the net Deferred Tax Liability (DTL) recognised during the year is ₹ 21.29 Crore (Previous Year: ₹ 24.22 Crore). Consequently, the net DTL as at year-end stands at ₹ 99.62 Crore (Previous Year : ₹ 78.33 Crore). The break-up of major components of net DTL is as under:

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
(a) Deferred Tax Liabilities:		
Related to depreciation on fixed assets	103.97	94.60
Related to others	0.02	0.02
	103.99	94.62
(b) Deferred Tax Assets:		
Related to disallowances under the Income-Tax Act, 1961	(4.37)	(16.29)
Net Deferred Tax Liabilities	99.62	78.33

6. OTHER LONG-TERM LIABILITIES

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Electricity Duty	121.35	109.14
Security Deposits	0.27	0.41
Others	1.34	1.34
	122.96	110.89

7. LONG-TERM PROVISIONS

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Provision for Employee Benefits (Non-Current Portion)	4.89	4.41
	4.89	4.41

Notes

to Consolidated Financial Statements

8. SHORT-TERM BORROWINGS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Secured		
Loans Repayable on Demand		
Working Capital Loans from Banks (refer Note No. 8.1)	213.01	160.46
	213.01	160.46

8.1. Working Capital Loans from banks are secured by charge over stocks, receivables & current assets. Moreover, loans amounting to ₹ 126.87 Crore (Previous Year: ₹ 73.51 Crore) are further secured by personal guarantees of 2 directors of the Company.

9. TRADE PAYABLES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Creditors for supplies/services	211.06	163.24
	211.06	163.24

9.1. The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2015 as micro, small or medium enterprises. Consequently, interest paid/ payable by the Company to such 'Suppliers' during the year is ₹ NIL (Previous Year : ₹ NIL).

10. OTHER CURRENT LIABILITIES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Current Maturities of Long-Term Borrowings (refer Note No. 4.1)	132.58	137.31
Interest accrued but not due on borrowings	3.97	12.29
Unclaimed Dividend *	0.74	0.64
Commission / Remuneration Payable to Directors	0.25	1.26
Projects related Creditors	12.54	13.52
Statutory Liabilities	7.59	7.02
Advance from Customers	0.71	1.33
Earnest Money and Security Deposits	12.29	11.86
Other Liabilities	19.11	13.26
	189.78	198.49

* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

11. SHORT-TERM PROVISIONS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Provision for Employee Benefits (Current Portion)	10.95	9.46
Proposed Dividend	5.11	7.79
Provision for Tax on proposed dividend	1.04	1.33
	17.10	18.58

Notes

to Consolidated Financial Statements

12. FIXED ASSETS -TANGIBLE ASSETS

	GROSS BLOCK				DEPRECIATION & AMORTISATION					NET BLOCK	
	As at 1st April, 2014	Additions / Adjustments	Deductions / Adjustments	As at 31st March, 2015	As at 1st April, 2014	For the year	Adjustments in terms of schedule II of the Companies Act, 2013 (refer Note No. 41)	Deductions / Adjustments	As at 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
A. Own Assets											
Freehold Land	55.46	0.08	-	55.54	-	-	-	-	-	55.54	55.46
Buildings	391.05	40.86	0.16	431.75	113.22	39.11	0.72	0.08	152.97	278.78	277.83
Railway Siding & Runways	19.89	-	-	19.89	6.48	2.39	1.00	-	9.87	10.02	13.41
Office Equipments	10.06	1.04	0.12	10.98	6.03	2.04	1.02	0.09	9.00	1.98	4.03
Computer System	10.66	2.75	0.06	13.35	6.93	2.85	0.12	0.05	9.85	3.50	3.73
Machineries											
Plant & Machinery	1,071.11	81.37	1.34	1,151.14	388.41	65.08	2.32	1.07	454.74	696.40	682.70
Furniture & Fixtures	6.21	0.43	-	6.64	3.96	0.93	0.05	-	4.94	1.70	2.25
Vehicles	19.21	1.47	0.25	20.43	10.84	3.06	-	0.21	13.69	6.74	8.37
Aircrafts	28.63	-	-	28.63	7.60	2.89	-	-	10.49	18.14	21.03
	1612.28	128.00	1.93	1738.35	543.47	118.35	5.23	1.50	665.55	1072.80	1068.81
B. Leased Assets											
Leasehold Land	174.94	28.68	-	203.62	-	-	-	-	-	203.62	174.94
Plant & Machinery acquired on finance lease	33.28	-	-	33.28	5.79	3.69	-	-	9.48	23.80	27.49
	208.22	28.68	-	236.90	5.79	3.69	-	-	9.48	227.42	202.43
Total (A+B)	1820.50	156.68	1.93	1975.25	549.26	122.04	5.23	1.50	675.03	1300.22	1271.24
Previous Year	1579.33	254.99	13.82	1820.50	410.94	149.08	-	10.76	549.26	1271.24	1168.39
Capital Work-in- Progress										188.95	213.43
Intangible Assets under Development										4.25	3.90

Note a : Borrowing costs capitalised during the year ₹ 28.41 crores (Previous Year : ₹ 39.96 crores)

Note b : Capital Work-in-Pogress includes ₹ 2.65 crore relating to CSR Assets, out of which ₹ 2.21 crore was incurred in the current year (refer Note No.42).

Note c : Depreciation amounting to ₹ 0.10 Crore (Previous year : ₹ 0.06 Crore) has been transferred to Capital Work in Progress

Note d : Addition in Leasehold land includes an amount of ₹ 25.08 Crore paid as cost towards acquisition of 371.545 acres pending registration in the favour of Utkal Coal Ltd. The same has been sanctioned in the favour of the Company and the first phase of registration between Government of Odisha Industrial Infrastructure Development Corporation (OIDCO) has already been made.

13. NON-CURRENT INVESTMENTS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Non- Trade Investment- at Cost		
Investments in Equity Instruments (Unquoted)		
95,054 Equity Shares of ₹ 10/- each fully paid - up in Kalinga Hospital Ltd (Previous Year : 95,054 shares)	0.10	0.10
	0.10	0.10

Notes

to Consolidated Financial Statements

14. LONG-TERM LOANS AND ADVANCES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good		
Capital Advances	10.46	19.79
Security and Other Deposits	10.78	10.20
Deposit for electricity duty in No Lien & Escrow Accounts	93.02	80.97
	114.26	110.96

15. OTHER NON-CURRENT ASSETS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good		
Unamortised Ancillary Borrowing Costs	17.16	2.17
Interest accrued but not due on Fixed Deposits with Banks	26.78	21.66
Non- Current portion of Other Bank Balances		
- Fixed Deposit with bank having balance maturity of more than twelve months (Under Lien*)	0.05	-
	43.99	23.83

*Margin money deposits

16. CURRENT INVESTMENTS

At lower of Cost and Fair value)

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
Investments in Mutual Fund - Unquoted		
Nil (Previous Year : 396994.696) units of Birla Sunlife Cash Manager-Growth-Regular Plan	-	12.09
Market Value ₹ Nil (Previous Year : ₹ 12.25 Crore)		
	-	12.09

17. INVENTORIES

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
(a) Raw Materials	165.86	156.03
(b) Raw Materials in transit	43.77	17.36
(c) Finished Goods (refer Note No. 17.1) (Includes Finished Goods-in-Transit ₹ 34.75 Crore / Previous Year ₹ 25.67 Crore)	136.74	153.26
(d) Stores and Spares	58.61	45.92
(e) Loose Tools	0.11	0.14
	405.09	372.71

Notes

to Consolidated Financial Statements

17.1 Finished goods comprises of :

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
(a) Charge Chrome	136.12	152.88
(b) Ferro Silicon	-	0.01
(c) Fly Ash Bricks	0.45	0.37
(d) Low Density Aggregate	0.17	-
	136.74	153.26

18. TRADE RECEIVABLES

		As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Trade Receivables (unsecured)			
(a) Outstanding for more than six months			
- Considered good*	28.50		30.04
- Considered doubtful	0.38		0.38
Less : Provision for doubtful debts	(0.38)		(0.38)
		28.50	30.04
(b) Others			
- Considered good		36.00	26.74
		64.50	56.78

* includes ₹ 11.39 Crore due pending resolution of sub-judice matters

19. CASH AND CASH EQUIVALENTS

		As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
Balances with Banks:			
In Current Accounts (includes unclaimed dividend of ₹ 0.74 Crore / Previous Year ₹ 0.64 Crore)	8.69		16.87
Fixed Deposits with Banks having balance maturity of three months or less:			
- Not under Lien	37.57		13.60
- Under Lien**	2.67		-
		48.93	30.47
Cash on hand		0.72	0.81
		49.65	31.28
Other Bank Balances:			
Fixed Deposits with Banks having balance maturity of twelve months or less:			
- Not under Lien	14.85		-
- Under Lien**	21.03		3.12
		35.88	3.12

Notes

to Consolidated Financial Statements

19. CASH AND CASH EQUIVALENTS (CONTD.)

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Fixed Deposits with Banks having balance maturity more than twelve months:			
- Under Lien**	0.05		-
Less: Non-Current portion of other bank balances disclosed separately under 'Other Non-Current Assets' (refer Note No. 15)	(0.05)		-
		-	-
		85.53	34.40
** includes			
Margin money deposits			
- 3 months or less		0.07	-
- 12 months or less		0.35	3.12
Deposits pledged with banks against borrowings			
- 3 months or less		2.60	-
- 12 months or less		20.68	-

20. SHORT-TERM LOANS AND ADVANCES

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered good			
Advances recoverable in cash or in kind or for value to be received		93.18	88.65
Capital Advances		0.03	24.28
Advance Income Tax paid (including TDS) (Net of Provision for Tax ₹ 180.55 Crore / Previous Year ₹ 169.69 Crore)		61.00	59.14
Deposits with Excise and Customs		78.50	68.51
MAT Credit Entitlement		32.48	22.65
		265.19	263.23

21. OTHER CURRENT ASSETS

		(₹ in Crore)	
		As at 31st March, 2015	As at 31st March, 2014
Interest accrued but not due on Fixed Deposits with Banks		2.63	0.60
Unamortised Ancillary Borrowing Costs		2.42	0.58
Prepaid Expenses		3.06	1.38
Fixed Assets held for Disposal (Valued at lower of Net Book Value and Net Realisable Value)		1.40	1.55
		9.51	4.11

Notes

to Consolidated Financial Statements

22. REVENUE FROM OPERATIONS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Sale of products:		
Ferro Chrome	1301.97	1251.12
Ferro Silicon	0.08	0.42
Power	4.11	11.31
Fly Ash Bricks	1.68	1.94
Low Density Aggregate	0.01	-
Total Sales	1,307.85	1,264.79
Less: Excise Duty	26.31	21.45
Net Sales	1,281.54	1,243.34
Other Operating Revenue:		
Export Incentives	58.78	61.84
Sale of Scrap	4.47	6.37
Others	-	6.30
	1,344.79	1,317.85

23. OTHER INCOME

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest		
- Fixed Deposits	3.08	2.09
- Others	3.28	2.91
Rent received	0.10	0.31
Profit on Sale of Fixed Assets [including profit on sale of assets held for disposal ₹ 0.08 Crore (PY ₹ 0.03 Crore)]	0.16	0.54
Claims Received	0.05	6.57
Dividend	0.01	0.15
Profit on Sale of Current Investments	0.47	1.26
Liability no longer required written back	0.21	1.06
Other non-operating Income	4.98	2.17
	12.34	17.06

24. COST OF MATERIALS CONSUMED

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Coal	242.06	259.01
Chrome Ore	218.86	188.56
Quartz	6.12	6.30
Coke	205.35	213.12
Carbon paste	17.60	16.54
Other materials	32.43	25.10
	722.42	708.63
Less: Inter Unit transfer of Chrome Ore(Net)	28.87	19.15
	693.55	689.48

Notes

to Consolidated Financial Statements

25. CHANGES IN INVENTORIES OF FINISHED GOODS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Closing stock of finished goods	136.74	153.26
Opening stock of finished goods	153.26	87.81
	16.52	(65.45)

26. EMPLOYEE BENEFITS EXPENSE

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages, Bonus, Allowances, etc.	112.47	104.47
Contribution to Provident and Other Funds	10.80	10.75
Workmen and Staff Welfare Expenses	3.86	3.53
	127.13	118.75

27. FINANCE COSTS

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest on Long-Term Borrowings	91.74	87.08
Interest on Working Capital Loans	3.07	9.69
Other Borrowing Costs	10.55	7.82
Applicable loss on foreign currency transactions & translation	0.32	0.64
	105.68	105.23

28. OTHER EXPENSES

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Manufacturing expenses		
Consumption of stores, spares and loose tools	24.12	31.17
Consumption of electricity	3.05	5.54
Electricity Duty	17.39	16.94
Energy transmission charges	6.28	5.04
Repairs and Maintenance :		
- Plant and Machinery	25.21	20.41
- Buildings	3.04	5.27
- Others	3.24	3.65
Finished stock and slag handling expenses	17.35	19.24
Other factory expenses	29.26	26.39
Excise duty on closing stock of finished goods	(2.35)	7.19
	126.59	140.84

Notes

to Consolidated Financial Statements

28. OTHER EXPENSES (CONTD.)

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
Selling & Distribution expenses		
Carriage outward and handling expenses	49.60	48.39
Export promotion expenses	1.96	2.14
Other selling expenses	32.26	24.70
	83.82	75.23
Establishment and other expenses		
Insurance	2.83	1.89
Rent	3.15	3.70
Rates and taxes	1.17	1.84
Travelling and conveyance	8.16	7.42
Legal and professional fees	19.87	17.84
Payments to the Auditor (refer Note No. 28.1)	0.41	0.34
Commission & sitting fees (Non executive directors)	0.05	0.34
Applicable loss on foreign currency transactions & translation	0.45	19.05
Corporate Social Responsibility Expenses (refer Note No. 42)	1.84	-
Miscellaneous expenses	18.50	19.48
	56.43	71.90
Total Other Expenses	266.84	287.97

28.1 Payments to the Auditor (excluding service tax)

	(₹ in Crore)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
As Auditor - Statutory Audit & Ltd Reviews	0.38	0.32
For Other Services	0.01	-
For reimbursement of expenses	0.02	0.02
	0.41	0.34

29. EARNINGS PER SHARE

	Year ended 31st March, 2015	Year ended 31st March, 2014
(a) Profit after tax as per Consolidated Statement of Profit and Loss attributable to Equity Shareholders (₹ in Crore)	3.68	34.92
(b) Weighted Average number of Equity Shares	2,59,77,053	2,59,77,053
(c) Basic and diluted earnings per share (in ₹)	1.42	13.44
(d) Nominal value for Equity Share (in ₹)	10.00	10.00

Notes

to Consolidated Financial Statements

30. CONTINGENT LIABILITIES AND COMMITMENTS

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
A. Contingent Liabilities		
(a) Claims against the Company not acknowledged as debts:		
Government Claims		
(i) Income Tax (deposits made under protest ₹16.47 Crore; Previous Year ₹ 54.29 Crore) [Demands in respect of the Assessment Years 2009-10 and 2012-13 aggregating to ₹ 181.30 Crore (Previous Year ₹ Nil) pursuant to disallowances under Section 40 (a)(i) of the Income Tax Act, 1961 in respect of the import of the raw materials and spares etc. has not been considered as 'contingent liability' as the CIT (Appeals) has granted relief to the Company on similar issue while disposing appeals for Assessment Years 2007-08, 2008-09 and 2011-12]	24.74	109.78
(ii) Central Excise (deposits made under protest ₹ 0.19 Crore; Previous Year ₹ 0.18 Crore)	0.84	0.76
(iii) Provisional duty bonds to customs authority pending final debonding of 100% EOU	Amount not quantifiable	Amount not quantifiable
(iv) Sales tax & Entry tax (deposits made under protest ₹ 6.38 Crore; Previous Year ₹ 6.00 Crore)	15.56	14.77
(v) State Govt./Local Authority duties, levies & cess etc. disputed by the Company	28.49	231.31
Other Claims		
Legal suits filed against the Company	1.30	2.09

(b) Other money for which the Company is contingently liable :

- (i) Under the provisions of the Electricity Act, 2003, the Odisha Electricity Regulatory Commission ('OERC') notified on 30.09.2010 the OERC (Renewable and Co-generation Purchase Obligation and its Compliance) Regulations, 2010 ('RCPO'), imposing obligation for purchase of energy from renewable sources and co-generation on, inter alia, any person consuming electricity from its Captive Power Plant. A few companies filed writ petitions in Orissa High Court against RCPO on the ground, inter alia, that RCPO cannot be made applicable to captive users and as an interim measure, the Hon'ble High Court granted them stay on the proceedings under RCPO. The Company was, thus, under the impression that RCPO was kept in abeyance as the same was subjudice before the jurisdictional High Court. However, a notice dated 11th November, 2014 was issued by OERC to many entities, including the Company, asking to show cause as to why penal proceedings under Section 142 of the Electricity Act, 2003 should not be initiated against the Company for 'lapses' in complying with RCPO. On 1st March, 2015, the Company filed a Writ Petition before the Hon'ble Orissa High Court challenging, inter alia, the validity of RCPO and its applicability to captive users. The Hon'ble High Court passed an interim order dated 4th March, 2015 staying further proceedings pursuant to RCPO and the said interim order continues. In view of the pending writ petition, no provision has been considered necessary at this stage.
- (ii) Demand notices in respect of six mines have been raised by respective Deputy Director of Mines and Mining Officers of Government of Odisha amounting to ₹ 225.14 Crore for the alleged excess extraction of minerals over the quantity permitted under the mining plan/scheme, environmental clearance or consent to operate and other statutory permissions during the period from 1993 to 2010 under Section 21(5) of Mines & Minerals (Development and Regulation) Act, 1957 ('Act'). However, Section 21(5) of the Act specifies that demand can be raised only when the minerals were extracted from the land which is occupied without lawful authority i.e. outside leasehold area. The Company is of the view that Section 21(5) of the Act is not applicable as the mining is done within the leasehold area under the supervision and approval of the State and Central Govt. Hence, the Company filed Revision Applications before Mines Tribunal, New Delhi against all such demands. Stay has been granted by the Mines Tribunal against four (out of six) of such Demand Notices, directing the State Government not to take any coercive action pursuant to the impugned demands. Hearing of the Stay Application for the remaining two notices are yet to take place before the Mines Tribunal.

Notes

to Consolidated Financial Statements

	(₹ in Crore)	
	As at 31st March, 2015	As at 31st March, 2014
B. Commitments:		
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	55.71	54.25

31. The Hon'ble Supreme Court of India vide judgment dated 25th August, 2014 read with its order dated 24th September, 2014 cancelled the allocation of coal blocks to various companies, including the 'Utkal C' coal block held by Utkal Coal Ltd ('UCL'), an SPV in which the Company holds 79.2% equity. Subsequently, on 21st October, 2014 The Coal Mines (Special Provisions) Ordinance, 2014 was promulgated to facilitate, inter alia, auction of coal blocks and compensation to a prior allottee of a coal block. To give continuity to the provisions of the said Ordinance and save the actions taken thereunder, on 26th December, 2014 The Coal Mines (Special Provisions) Second Ordinance, 2014 was promulgated, which was deemed to have come into force on 21st October, 2014 and the earlier Ordinance stood repealed. Further, the Ministry of Coal issued orders dated 18th December, 2014 and 6th January, 2015 to initiate the auction process and change the end use of 'Utkal C' from captive use (non-regulated sector) to independent power producer (regulated sector). Aggrieved by the above actions of the government, on 13th February, 2015 UCL filed a Writ Petition before the Hon'ble High Court of Delhi challenging, inter alia, the said orders.

UCL has also filed a separate Writ Petition before the Hon'ble High Court of Delhi on 23rd February, 2015 challenging the basis of valuation of compensation and the restrictive interpretation of 'Mine Infrastructure'. The arguments in both the aforesaid writ petitions have been heard by the Hon'ble High Court of Delhi and the judgments have been reserved. Pending final orders on the aforesaid writ petitions, no accounting adjustments have been made by UCL in its books of account and no provision has been deemed necessary in the Company's Standalone Financial Statements against the Company's exposure in UCL as at 31st March, 2015 amounting to ₹ 110.88 Crore invested as equity, ₹ 146.44 Crore given as an unsecured loan and ₹ 91 Crore as guarantee to a financial institution for loan availed by UCL. Accordingly, these Consolidated Financial Statements of the Group do not include any adjustments that might result from the outcome of this uncertainty.

32. The Company has equity investment amounting to ₹ 53.13 crore (Previous Year ₹ 53.13 crore) in Indmet Mining Pte Ltd ('Indmet'), a wholly-owned subsidiary incorporated in Singapore. Indmet has investment of US Dollar 8.75 million (₹ 54.41 Crore) [Previous year USD 8.75 million (₹ 52.15 Crore)] in its Indonesian subsidiary PT Sumber Rahayu Indah ('PT Sumber'). PT Sumber is holding a coal mining concession in Indonesia but due to overlapping boundary issues, the mining concession could not be operationalised till now. Indmet's auditors in their Independent Auditors' Report dated 14th May, 2015 for the year ended 31st March, 2015 have qualified their audit opinion by stating the following in the 'Basis of Qualified Opinion' paragraph in their report:

As disclosed in Note 8 to the financial statements, the subsidiary is currently inactive and awaiting for certain regulatory approval before it can commence coal mining activities. As the discussion with the relevant Indonesian Government Authorities is ongoing, the management is of the opinion that recoverable amount cannot be ascertained with accuracy. Accordingly, the impairment assessment through value in use has not been prepared. However, the management is of the opinion that the cost of the investment would be recovered once the subsidiary starts its mining operations.

Accordingly, we are unable to conclude whether there is any impairment loss to the carrying value of the investment in subsidiary".

No provision has been considered necessary by the Company at this stage in its Standalone Financial Statements, towards any diminution in the aforesaid carrying value of its investment in Indmet, as the Company has invoked an agreement between the Indian and Indonesian governments for the promotion and protection of investments. Accordingly, these Consolidated Financial Statements of the Group do not include any adjustments that might result from the outcome of this uncertainty."

Notes

to Consolidated Financial Statements

33. SEGMENT INFORMATION

The Company has identified two broad reportable segments viz. 'Ferro Alloys' and 'Power'. Segments have been identified and reported taking into account nature of products, the different risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company with following additional policies for Segment Reporting :

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment Assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Primary Segment Information (Business Segment)

(₹ in Crore)									
	Ferro Alloys		Power		Others		Unallocable		Total
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15 2013-14
1. Segment Revenue									
External Sales	1,276.00	1,230.09	4.11	11.31	1.43	1.94	-	-	1,281.54 1,243.34
Inter Segment Sales	-	-	383.57	434.84	0.80	0.02	-	-	384.37 434.86
Elimination	-	-	(383.57)	(434.84)	(0.80)	(0.02)	-	-	(384.37) (434.86)
Total Revenue	1,276.00	1,230.09	4.11	11.31	1.43	1.94	-	-	1,281.54 1,243.34
2. Segment Result before Finance Cost, Prior Period Items, Exceptional Items and Taxes	230.81	267.00	(12.63)	(20.36)	(0.99)	(0.53)	(86.04)	(90.97)	131.15 155.14
Finance Cost	-	-	-	-	-	-	-	-	105.68 105.23
Prior Period Income	-	-	-	-	-	-	-	-	6.22 -
Exceptional Items - Expense	-	-	-	-	-	-	-	-	5.22 -
Profit Before Tax	-	-	-	-	-	-	-	-	26.47 49.91
Tax Expenses	-	-	-	-	-	-	-	-	22.32 14.97
Profit After Tax (before adjustment for Minority Interest)	-	-	-	-	-	-	-	-	4.15 34.94
3. Other Information									
Segment Assets	799.97	795.83	1,387.53	1,336.51	80.82	75.37	284.80	228.43	2,553.12 2,436.14
Segment Liabilities	180.55	128.44	215.40	178.97	3.91	5.63	143.93	154.13	543.79 467.17
Capital Expenditure	40.85	24.56	70.17	67.74	14.28	36.53	7.23	1.68	132.53 130.51
Depreciation and Amortisation	41.88	23.82	65.26	115.93	4.59	0.75	10.21	8.52	121.94 149.02
Non-cash Expenses other than Depreciation and Amortisation	-	0.54	-	0.16	-	-	-	-	- 0.70

As per Accounting Standard 17 on "Segment Reporting", the Company has reported segment information on consolidated basis including businesses conducted through its subsidiaries.

Notes

to Consolidated Financial Statements

34. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 18-RELATED PARTY DISCLOSURES

(a) Name of the Related Parties :

(i) Key Management Personnel (KMP)		
	Name	Designation
1	Dr Bansidhar Panda	Executive Chairman
2	Mr Baijayant Panda	Vice Chairman
3	Mr Subhrakant Panda	Managing Director
4	Mr Jayant Kumar Misra	Director (Corporate) & COO
5	Mr Chitta Ranjan Ray	Whole Time Director
(ii) Relatives of Key Management Personnel		
1	Mrs Paramita Mahapatra - Daughter of Dr Bansidhar Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda.	
2	Mrs Jagi Mangat Panda - Wife of Mr Baijayant Panda.	
3	Mrs Shaifalika Panda - Wife of Mr Subhrakant Panda.	
4	Mrs Nivedita Ganapathi - Daughter of Dr Bansidhar Panda and sister of Mr Baijayant Panda and Mr Subhrakant Panda.	
(iii) Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence (with whom transactions have taken place during the year)		
1	B. Panda and Company Pvt Ltd	
2	Utkal Manufacturing & Services Ltd	
3	Esquire Realtors Pvt Ltd	
4	Kishangarh Environmental Development Action Pvt Ltd	
5	Ortel Communications Ltd	
6	Odisha Television Ltd	
7	Palios Corporation	
8	Rutayan Ila Trust	
9	Bansidhar & Ila Panda Foundation	
10	Utkal Charitable Trust	
11	Indian Metals Public Charitable Trust	
12	Raila Enterprises Pvt Ltd	

(b) Summary of Transactions with Related Parties

(Figures in brackets represent corresponding amounts of previous year.)

		(₹ in Crore)		
Sl. No.	Nature of Transactions	KMP	Relatives of KMP	Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence
1	Purchase of raw materials and stores etc.	- (-)	- (-)	9.17 (7.07)
2	Services received	0.21 (0.21)	0.03 (0.03)	84.32 (126.24)
3	Managerial remuneration	5.95 (6.67)	0.19 (0.21)	- (-)
4	Donations given	- (-)	- (-)	0.73 (2.33)

Notes

to Consolidated Financial Statements

(₹ in Crore)				
Sl. No.	Nature of Transactions	KMP	Relatives of KMP	Enterprises over which KMP and/or relative of such KMP is able to exercise significant influence
5	Corporate Social Responsibility Expenses	- (-)	- (-)	1.57 (-)
6	Outstanding balances as at 31st March, 2015 :			
a.	Receivables	- (-)	- (-)	0.02 (0.22)
b.	Payables	0.25 (0.97)	- (-)	34.12 (55.21)

(c) Disclosure in respect of Material Related Party Transactions during the year (excluding reimbursements) :

- Purchase of raw materials and stores etc from Utkal Manufacturing and Services Ltd ₹ 9.17 Crore (Previous Year: ₹ 7.07 Crore).
- Services received includes services from Utkal Manufacturing and Services Ltd ₹ 78.89 Crore (Previous Year: ₹ 121.61 Crore).
- Managerial remuneration paid to Dr Bansidhar Panda ₹ 1.44 Crore (Previous Year : ₹ 1.69 Crore), Mr Baijayant Panda ₹ 1.45 Crore (Previous Year : ₹ 1.70 Crore), Mr Subhrakant Panda ₹ 1.63 Crore (Previous Year : ₹ 1.89 Crore), Mr Jayant Kumar Misra ₹ 0.80 Crore (Previous Year : ₹ 0.77 Crore) and Mr Chitta Ranjan Ray ₹ 0.63 Crore (Previous Year : ₹ 0.62 Crore).
- Donations include amount given to Bansidhar & Ila Panda Foundation ₹ 0.73 Crore (Previous Year : ₹ 2.19 Crore)
- Corporate Social Responsibility Expenses include amount given to Bansidhar & Ila Panda Foundation ₹ 1.23 Crore (Previous Year : Nil)

- Disputes between the Company and Grid Corporation of Orissa Ltd ("GRIDCO") relating to methodology for billing of power, wheeling of power, back-up power drawn during period of grid disturbance etc. were settled in favour of the Company vide a unanimous award of an Arbitral Tribunal dated 23rd March, 2008, by virtue of which GRIDCO was directed to pay ₹ 57.07 lakh alongwith interest and ₹ 30 lakh towards costs. Subsequently, GRIDCO filed a petition before the District Judge, Bhubaneswar objecting the award

and obtained an interim stay on the operation of the said award. The Company filed its objection thereto on 19th February, 2009 and the matter is pending for hearing.

The Company has not given effect of the aforesaid award in its books of account on the principles of prudence, as the matter is sub-judice."

- In the arbitration proceedings relating to a party's conversion contract with the erstwhile Indian Charge Chrome Ltd ("ICCL", amalgamated with the Company w.e.f 1st April, 2005 pursuant to Hon'ble Orissa High Court's order dated 13th October, 2006), an interim award was passed on 9th January, 2003 upholding issues in ICCL's favour, without quantification of the amount payable to ICCL towards its various claims of losses/damages, which is to be determined by the appointment of a Chartered Accountant or other expert. The Party filed a petition before the Hon'ble High Court at Calcutta on 4th February, 2004 praying to set aside the interim award and the Company filed objection thereto. The matter is pending before the Hon'ble High Court at Calcutta.
- Pursuant to the order of Hon'ble Orissa High Court dated 21st April 2005, the Company was paying electricity duty at 6 paise per unit to the Govt. of Orissa and keeping the differential duty of 14 paise per unit in a separate 'no lien account' till final disposal of its writ petition. The Hon'ble Orissa High Court disposed the said writ petition vide judgment dated 6th May, 2010 by directing the Company to deposit the differential amount of duty lying in no lien account with the State Exchequer. The Company preferred an appeal before the Hon'ble Supreme Court of India against the judgment of Orissa High Court. The Hon'ble Supreme Court vide its order dated 7th February, 2011 directed the company to continue the payment in the same manner but to deposit the differential amount of 14 paise per unit in an

Notes

to Consolidated Financial Statements

Escrow account instead of 'no lien account' till final disposal of the appeal. Accordingly, the Company is paying the balance 14 paise per unit in an escrow account (non-interest bearing current account) with State Bank of India from January, 2011 onwards. Subsequently, based on a direction received on 9th January 2015 from Govt. of Odisha, the Company is keeping the Escrow amount in an interest bearing fixed deposit linked to escrow current account with effect from 21st March, 2015.

However, on the principles of prudence, the Company is fully providing for Electricity Duty @ 20 paise per unit in its books of account, on accrual basis.

- 38.** With reference to a Right of Recompense ('ROR') dispute with Andhra Bank, the Hon'ble Orissa High Court, based on Company's application, vide its Order dated 18th March, 2015, directed the Company and Andhra Bank to resolve the issues relating to the amount of recompense payable to Andhra Bank on the basis of the principles laid down in the Order, preferably within a period of two months and thereafter the bank shall consider the issue of No Objection Certificate and vacate the charge by following its own procedures. To give effect to the directions of the Hon'ble High Court, the Company has initiated discussions with Andhra Bank.

The Company has paid ₹ 1.35 Crore to the bank, on the basis of the earlier orders passed by the Hon'ble Orissa High Court from time to time, prior to the aforesaid final order dated 18th March, 2015 and is of the opinion that the final recompense amount will not exceed the amount which has been already paid to the bank against recompense amount.

- 39.** The Company had filed a petition before the Hon'ble Orissa High Court under Section 392 of the Companies Act, 1956 to modify the Scheme of Arrangement & Amalgamation

and confirm the reduction of share capital by cancellation of 3,49,466 equity shares of ₹ 10/- each held by erstwhile 'ICCL Shareholders Trust'. The petition was approved by the Hon'ble High Court vide its order dated 16th March, 2011 and registered with the Registrar of Companies (ROC), Orissa on 1st April, 2011. Accordingly, the paid up equity share capital reduced from ₹ 26,32,65,190/- divided into 2,63,26,519 equity shares of ₹ 10/- each to ₹ 25,97,70,530/- divided into 2,59,77,053 equity shares of ₹ 10/- each. Subsequently, several shareholders challenged the reduction of share capital before a Division Bench of the Hon'ble High Court which, vide its judgement dated 19th July 2011, directed the Company, inter-alia, to restore the aforesaid shares to the Trust and allot it to interested shareholders. The Company then moved the Hon'ble Supreme Court which issued notice in the matter and granted interim stay on the subscription or cancellation of the said 3,49,466 shares. As such, status quo is to be maintained until further orders.

- 40.** Prior Period Income relates to adjustment for interest on Income-Tax refunds.

- 41.** In accordance with the requirements of Schedule II to the Companies Act, 2013, the Group reassessed the remaining useful life of tangible fixed assets with effect from 1st April, 2014. Accordingly, the carrying values as on that date (net of residual values) are depreciated over their assessed remaining useful lives. As a result of this change, the depreciation charge for the year ended 31st March, 2015 is lower by ₹ 28.62 Crore. Further, as on 1st April, 2014, the carrying amount of assets (after retaining the residual value) amounting to ₹ 5.23 crores, where remaining useful lives is nil as on that date, has been recognised in these financial statements as follows :
(a) as an exceptional item in the Consolidated Statement of Profit and Loss amounting to ₹ 5.22 Crore
(b) recognised in the opening balance of retained earnings as on 1st April, 2014 amounting to ₹ 0.01 Crore.

Notes

to Consolidated Financial Statements

42. EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES IS AS FOLLOWS:

	(₹ in Crore)
- Expenditure included under "Other Expenses" (refer Note No. 28)	1.84
- Expenditure included under "Capital Work-in-Progress" (refer Note No. 12)	2.21
	4.05

43. DERIVATIVE INSTRUMENTS

- (a) The Company uses derivative instruments to hedge foreign currency and interest rate risks and does not use derivative contracts for speculative purposes. The outstanding contracts entered into by the Company are given below :

	As at 31st March, 2015		
	Nos.	US Dollar equivalent (in million)	INR equivalent (in Crore)
Forward Contracts	92 (28)	24 (17)	149.23 (101.32)
Interest Rate Swap with USD/INR Call Option	2 (1)	19.81 (14.06)	123.19 (74.25)
Cross Currency Swap with Call Spread	1 (1)	1.24 (2.88)	7.68 (15.74)
Cross Currency Swap	3 (-)	40.07 (-)	249.14 (-)

Note: Figures in brackets represent corresponding numbers / amounts as at 31st March, 2014

- (b) The foreign currency exposures that are not hedged by a derivative instrument or otherwise as at year end are given below :

	As at 31st March, 2015		As at 31st March, 2014	
	US Dollar equivalent (in million)	INR equivalent (in Crore)	US Dollar equivalent (in million)	INR equivalent (in Crore)
Loans Payable	43.94	273.21	16.40	97.74
Payable for import of goods	9.34	58.08	0.04	0.24

44. The audited financial statements of Indmet Mining Pte Ltd for the year 2014-15 have been prepared in accordance with Singapore Financial Reporting Standards(FRS) generally followed in the country of its incorporation. Differences in accounting policies as between FRS and Indian GAAP are not material, in the context of consolidation of the said entity in the consolidated financial statements

The audited financial statements of PT Sumber Rahayu Indah for the year 2014-15 have been prepared in accordance with Accounting Service and Review Standard established by the Indonesian Institute of Public Accountants (IAP) generally followed in the country of its incorporation. Differences in accounting policies as between Accounting Service and Review Standard and Indian GAAP are not material, in the context of consolidation of the said entity in the consolidated financial statements.

Notes

to Consolidated Financial Statements

45. ADDITIONAL INFORMATION AS PER SCHEDULE III OF THE COMPANIES ACT, 2013

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or (loss)	
	As % of consolidated net assets	Amount (₹ In Crore)	As % of consolidated profit or loss	Amount (₹ In Crore)
Parent				
1 Indian Metals and Ferro Alloys Ltd	65.75	599.79	129.16	5.36
Subsidiaries				
Indian:				
1 Indian Metals and Carbide Ltd	0.03	0.25	-	-
2 Utkal Power Ltd	0.12	1.14	-	-
3 Utkal Coal Ltd	24.50	223.50	(1.20)	(0.05)
4 IMFA Alloys Finlease Ltd	(0.90)	(8.22)	(34.46)	(1.43)
5 Utkal Green Energy Ltd	0.01	0.07	-	-
Foreign:				
1 Indmet Mining Pte Ltd	6.96	63.54	0.72	0.03
2 PT Sumber Rahayu Indah (Subsidiary of Indmet Mining Pte Ltd)	0.14	1.25	(5.54)	(0.23)
Minority Interests in all subsidiaries	3.39	30.96	11.32	0.47
Total	100.00	912.28	100.00	4.15

46. Previous year's figures have been rearranged/ regrouped to conform to the classification of the current year, wherever considered necessary.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

Anand Kumar Jhunjhunwala

Partner

Membership No. 056613

Place: Bhubaneswar

Date: 14th May, 2015

For and on behalf of the Board of Directors

Prem Khandelwal

CFO & Company Secretary

Subhrakant Panda

Managing Director

Jayant Kumar Misra

Director (Corporate) & COO

Notes

Notes

Corporate Information

BOARD OF DIRECTORS

Executive Chairman

Dr B Panda

Vice Chairman

Mr Baijayant Panda

Managing Director

Mr Subhrakant Panda

Director (Corporate) & COO

Mr J K Misra

Whole-time Director

Mr C R Ray

Directors

Mrs Paramita Mahapatra

Mr D Bandyopadhyay

Major R N Misra (Retd.)

Dr S Acharya

Mr N R Mohanty, Padma Shri

Mr Alexius Markus Amrein

Mr S P Mathur

General Shankar Roychowdhury (Retd.)

Mr Santosh Nautiyal

CFO & Company Secretary

Mr Prem Khandelwal

AUDITORS

Haribhakti & Co. LLP

Chartered Accountants

BANKERS/TERM LENDERS

Allahabad Bank

Corporation Bank

Export-Import Bank of India

ICICI Bank Limited

IDBI Bank Limited

Indian Overseas Bank

Srei Infrastructure Finance Limited

Standard Chartered Bank

State Bank of India

Syndicate Bank

The South Indian Bank Limited

REGISTERED OFFICE

IMFA Building, Bomikhal, P.O. Rasulgarh

Bhubaneswar - 751010, Odisha

PLANTS

Therubali, Dist: Rayagada, Odisha

Choudwar, Dist: Cuttack, Odisha

MINES

Sukinda, Dist: Jajpur, Odisha

Mahagiri, Dist: Jajpur, Odisha

Nuasahi, Dist: Keonjhar, Odisha

REGISTRATION & SHARE TRANSFER WORK

Members are requested to correspond directly with Company Secretary at the Registered Office of the Company
e-mail: investor-relation@imfa.in

BOOK POST

Printed matter



if undelivered please return to :

INDIAN METALS & FERRO ALLOYS LIMITED

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



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:

1. **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.**
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of business mentioned under item 6 to 13 is annexed hereto.
3. 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.
4. The Register of Members of the Company shall remain closed from 17th July, 2015 to 23rd July, 2015 both days inclusive.
5. 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.
6. 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).
7. 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.
8. 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.
9. Members are requested to bring their copy of the Annual Report along with attendance slip (sent herewith).
10. 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 and under "Investor Information" on the Website of the Company viz. www.imfa.in.

11. 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 for their download.
12. 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.
13. **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.**
14. 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 Bajayant 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

1. Mr Jayant Kumar Misra (holding DIN: 00146526)	
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

2. Mrs Paramita Mahapatra (holding DIN: 00143058)	
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
3. Mr Santosh Nautiyal (holding DIN: 01127740)	
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
4.	Mr Debabrata Bandyopadhyay (holding DIN: 00144440)	
	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
5.	Mr Nalini Ranjan Mohanty (holding DIN: 00237732)	
	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
6	Major Rabi Narayan Misra (Retd) (holding DIN: 00146138)	
	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
7. Dr Satyananda Acharya (holding DIN: 00146386)	
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

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

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*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

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





INDIAN METALS & FERRO ALLOYS LIMITED

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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**	
Ordinary Business		For	Against
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		
Special Business			
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

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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.nsdl.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 with a copy marked to 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.nsdl.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 or 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.nsdl.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 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.