HIRA FERRO ALLOYS LIMITED

AN ISO 9001:2008 ISO 14001:2004 OHSAS 18001:2007 COMPANY

Regd. Office & Works : 567-B, 568 & 553-B, Urla Industrial Complex, Raipur (C.G.), India - 492 003
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O Ferro Alloys O Power O Fly Ash Bricks O Wind Energy

Ref: HFAL/Stock Ex/2012/716

Date: 12.10.2012

To

1. **The Corporate Relation Department, The Stock Exchange, Mumbai,**
   1st Floor, Rotunda Building, Dalal Street, MUMBAI – 400 001,
   Fax: 022 – 22722061/41/39/37 E-mail: corp.relations@bseindia.com

2. **The Madhya Pradesh Stock Exchange Limited,** Palika Plaza Phase II, 201, II Floor, M.T.H. Compound, INDORE – 452001, Fax. 0731-2432849 E-mail: listing@mpseindia.in

3. **The Delhi Stock Exchange Limited**, DSE HOUSE,3/1, Asaf Ali Road, NEW DELHI-110002 Fax: 011-46470053/54 E-mail: listing@desindia.org.in info@dseindia.org.in

4. **The Madras Stock Exchange Limited,** Exchange Building, Post Box No. 183 No. 30 Second line Beach, Chennai – 600001, Fax: 044-25218206 E-mail : listing@mseindia.in

Dear Sirs,

SUB: SUBMISSION OF MINUTES OF ANNUAL GENERAL MEETING

We are enclosing herewith certified true copy of the Minutes of Annaul General Meeting held on 29th September, 2012.

Kindly take the above documents on record.

Thanking you,

Yours faithfully,

For **HIRA FERRO ALLOYS LIMITED**

COMPANY SECRETARY

Encl: As Above

HIRA FERRO ALLOYS LTD.

MINUTES OF THE TWENTY-EIGHTTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF HIRA FEERO ALLOYS LIMITED HELD ON SATURDAY 29.09.2012 AT 11.00 A.M. AT THE CORPORATE OFFICE AT 2ND FLOOR, HIRA ARCADE, NEAR NEW BUS STAND, P.A. ADRI, RAIPUR – 492001, CHHATTISGARH

PRESENT:

1.	Shri Biswajit Choudhuri	Chairman
2.	Shri N.P. Agrawal	Managing Director, Member & Co-Chairman
3.	Shri B.N. Ojha	Non-executive Independent Director
4.	Shri Y.C. Rao,	Non-Executive Director & Member & Representative of 5 companies
5.	Shri Arvind Dubey	Executive Director

And 7 other members personally and 17 members were present by proxy.

IN ATTENDANCE:

CS Mohit Chande — Company Secretary

PRELIMINARY

Shri Biswajit Choudhuri, Chairman of the Company took the Chair and conducted the proceedings of the meeting after ascertaining that the quorum was present.

REGISTER OF DIRECTORS' SHAREHOLDING

The Company Secretary informed the members that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956, was available at the meeting for inspection by any member till the conclusion of the meeting.

NOTICE OF THE MEETING

The notice convening the Annual General Meeting was taken as read with the consent of all the members present.

ITEM NO.1: ADOPTION OF ANNUAL ACCOUNTS:

The Chairman in his speech welcomed the members and placed before them the Original Audited Accounts for the year ended 31st March, 2012 together with the Directors' and Auditor's Report thereon and stated that the accounts were circulated to the members well in advance. Shri Dinesh Kumar Gandhi, member of Company with the permission of Chairman and members read the Auditors' Report. The Chairman invited queries on the Annual Accounts of the Company for the year 2011-12 and all the questions were replied. The Chairman then proposed the resolution for adoption of the Audited Balance Sheet as on 31st March, 2012 and the Profit and Loss Account for the year ended on 31st march 2012 together with Directors' and Auditor's Report thereon as presented before the meeting.

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For HIRA FERRO ALLOYS LIMITED
Company Secretary

Seconded by: Shri T. Bose

The following resolution was then passed unanimously as ordinary resolution:-

"RESOLVED THAT the Audited Balance Sheet as on 31st March, 2012 and the Profit and Loss Account for the year ended on 31st March, 2012 together with Directors' and Auditor's Reports thereon be and are hereby approved and adopted."

ITEM NO.2: DECLARATION OF DIVIDEND:

The Chairman informed the Members of the Company that in view of satisfactory performance of the Company this year; the Board of Directors has recommended a final dividend @ Rs. 0.60/- per equity share.

Proposed by: Shri Sanjay Bothra and
Seconded by: Miss Niharika Verma

The following resolution was passed unanimously as ordinary resolution:

"RESOLVED THAT Dividend at the rate Rs. 0.60 (i.e. 6%) per Equity Share on the paid-up Equity Share Capital of Rs. 19,58,85,000 of the Company be and is hereby declared as Final Dividend for the year ended 31st March, 2012."

ITEM NO.3: RE-APPOINTMENT OF SHRI ARBIND DUBEY AS DIRECTOR:

Proposed by: Shri Vinod Pillai and
Seconded by: Shri Arun Poddar

And the following resolution was passed unanimously as ordinary resolution:

"RESOLVED THAT Shri Arbind Dubey, who retires by rotation being eligible for reappointment be and is hereby reappointed as Director of the Company ".

RE-APPOINTMENT OF SHRI BHRIGUNATH OJHA AS DIRECTOR:

Proposed by: Smt. Nidhi Marothia and
Seconded by: Shri Devanand Chouragade

And the following resolution was passed unanimously as ordinary resolution:

"RESOLVED THAT Shri Bhrigunath Ojha, who retires by rotation being eligible for reappointment, be and is hereby reappointed as Director of the Company ".

CERTIFIED TRUE COPY
For, MIRA FERRO ALLOYS LIMITED

Company Secretary

MIRA FERRO ALLOYS LTD.

ITEM NO.4: APPOINTMENT OF STATUTORY AUDITORS:

Proposed by: Shri Y.C. Rao and
Seconded by: Shri Sanjay Bothra

Then the following resolution was passed unanimously as ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s O.P. Singhania and Co., Chartered Accountants, Raipur with Firm Registration Number 002172C be and are hereby re-appointed as statutory auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be decided mutually, by the Board of Directors of the Company and the M/s O.P. Singhania and Co., Chartered Accountants."

ITEM NO.5: ALTERATION OF ARTICLE OF ASSOCIATION IN RESPECT OF SERVICE OF NOTICE, REPORTS, DOCUMENTS AND OTHER COMMUNICATION IN ELECTRONIC MODE:

Proposed by: Shri Nitin Agrawal and
Seconded by: Shri J.P. Tiwari

Then the following resolution was passed unanimously as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting the following second para immediately Article 58 (3), immediately after the existing Article 58 (2) as under:

(3) Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of General Meeting, annual Reports, etc., to any person(s) by electronic mode as may be permitted by applicable law.

ITEM NO.6: ALTERATION OF ARTICLE OF ASSOCIATION IN RESPECT OF POSTAL BALLOT:

Proposed by: Shri Sushil Kulkarni and
Seconded by: Shri Arun Poddar

And following resolutions were passed unanimously as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 31and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby

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For, MIRA FERRO ALLOYS LIMITED

Company Secretary

altered by the following second para immediately after the existing first para in Article 65 as under:

"Notwithstanding anything mentioned in these Articles but subject to applicable provisions of the Companies Act, 1956 and any Rules / Circulars / Guidelines etc., notified there under, including any amendments made thereto from time to time by the statutory authorities in this behalf, and in case of the resolutions relating to such business as may be permitted to be conducted only by postal ballot (by electronic or any other mode), the Company shall get such resolution passed by means of a postal ballot, instead of transacting the business in General Meeting of the Company."

ITEM NO.7: ALTERATION OF ARTICLE OF ASSOCIATION IN RESPECT OF PARTICIPATION IN GENERAL MEETING (S) BY MEMBERS THROUGH ELECTRONIC MODE:

Proposed by: Shri Y.C. Rao and
Seconded by: Shri Sanjay Bothra

And following resolutions were passed unanimously as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting second para immediately after the existing first para in Article 73 as under:

"Notwithstanding anything contrary contained in the Articles of Association, the Company, to the extent permitted by the applicable laws, may, allow the member(s) of the Company to participate in the General Meeting(s) through any type of electronic mode like video conferencing, etc., and the members so participating shall be deemed to be present in such General Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard."

ITEM NO.8: ALTERATION OF ARTICLE OF ASSOCIATION IN RESPECT OF PARTICIPATION IN DIRECTORS' MEETING BY DIRECTORS THROUGH ELECTRONIC MODE.

Proposed by: Shri N.P. Agrawal and
Seconded by: Miss Pavitra Shrivastava

And following resolution was passed unanimously as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the

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For, RAMA FERRO ALLOYS LIMITED

Company Secretary

RAMA FERRO ALLOYS LTD.

appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered inserting the following second para immediately Article 86 (4), immediately after the existing Article 86 (3) as under::

(4) Notwithstanding anything contrary contained in the Articles of Association, and to the extent permitted by the applicable laws, the Director(s) may participate in the meeting(s) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard."

Since the Chairman Shri Biswajit Choudhuri was interested in the next resolution for his appointment as Director of the Company, he vacated the Chair and Shri N.P. Agrawal was elected by the members as Chairman for conducting the next Agenda. Accordingly the next Agenda was conducted by Shri N.P. Agrawal.

ITEM NO.9: APPOINTMENT OF SHRI BISWAJIT CHOUDHURI AS DIRECTOR.

Proposed by: Shri Y.C. Rao and
Seconded by: Shri Dinesh Gandhi

And following resolution was passed unanimously as Ordinary Resolution:-

"RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any other statutory modifications or enactment thereof, Shri Biswajit Choudhuri, who was appointed as Additional Director with effect from 9th November, 2011, pursuant to provisions of Section 260 of the Companies Act ,1956, be and is hereby appointed as Director of the Company with immediate effect and he is subject to retirement by rotation under the provisions of the Article of Association of the Company."

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

SD/-
N. P. AGRAWAL
CO-CHAIRMAN

SD/-
BISWAJIT CHOUDHURI
CHAIRMAN

[SIGNED ON 11TH DAY OF OCTOBER, 2012]

CERTIFIED TRUE COPY
For, IMRA Feeds and Foods Limited

Company Secretary