INDIAN METALS & FERRO ALLOYS LIMITED

imfa

IMFA Building
Bhubaneswar-751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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mail@imfa.in

www.imfa.in

28th June, 2016

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Plot No. C/1, G. Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Stock Symbol & Series: IMFA, EQ

Sub: Notice of Annual General Meeting

Dear Sir,

Enclosed please find herewith a copy of the Notice of Annual General Meeting of the Company to be held on 26th July 2016 at 11.00 AM at its Registered Office at IMFA Building, Bhubaneswar-751010, Odisha.

This may kindly be taken on record.

Thanking you,

Yours faithfully,
For INDIAN METALS & FERRO ALLOYS LTD.

(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

Encl: As above

INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)
Ragd. Office :IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010,Odisha
Email:investor-relation@imfa.in, Website :www.imfa.in
Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

NOTICE

Notice is hereby given that the 54th 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 Tuesday, the 26th July 2016 at 11 AM 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, 2016 together with the Reports of the Directors and the Auditors thereon.

2 To appoint a Director in place of Mr Baijayant Panda (holding DIN: 00297862) who retires by rotation and, being eligible, offers himself for re-appointment.

3 To appoint a Director in place of Mr Chitta Ranjan Ray (holding DIN: 00241059) who retires by rotation and, being eligible, offers himself for re-appointment.

4 Ratification of Auditor's Appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and other applicable provisions, if any, and the resolution passed by the members at the 52nd Annual General Meeting of the Company held on 22nd July 2014, the appointment of M/s Haribhakti & Co LLP, Chartered Accountants (Firm Registration No.103523W) as Auditors of the Company to hold office till the conclusion of the 57th Annual General Meeting of the Company to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them."

SPECIAL BUSINESS:

5 Appointment of Mr Stefan Georg Amrein as a 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 Stefan Georg Amrein, (holding DIN: 06996186), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th January, 2016 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 Director, be and is hereby appointed as a Director of the Company."

6 Appointment of Mr Bijoy Kumar Das 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 Bijoy Kumar Das, (holding DIN: 00179886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th February, 2016 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 8th February, 2021."

7 Re-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 a **Special 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 re-appointed as an Independent Director of the Company to hold office for a period of 2(Two) years from the conclusion of 54th Annual General Meeting."

8 Re-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 a **Special 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 re-appointed as an Independent Director of the Company to hold office for a period of 5(Five) years from the conclusion of 54th Annual General Meeting."

9 Re-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 a **Special 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 re-appointed as an Independent Director of the Company to hold office for a period of 5(Five) years from the conclusion of 54th Annual General Meeting."

10 Ratification of Cost Auditors' Remuneration.

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 2016-17 on a remuneration of ₹ 55,000/- (Rupees fifty five thousand only) plus service tax be and is hereby ratified."

11 Authority to the Board of Directors for making contribution to charitable and other funds, etc.

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 181 and other applicable provisions, if any, of the Companies Act, 2013, authority be and is hereby given to the Board of Directors of the Company to contribute to bonafide and charitable funds, including any contribution towards Corporate Social Responsibility (CSR) activities in terms of Section 135 read with Schedule VII and related Rules framed thereto upto ₹ 8,00,00,000/- (Rupees eight crore only) during the financial year 2016-17 notwithstanding that such amount in the financial year may exceed five percent of the average net profits for the three preceding financial years of the Company."

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

Place: Bhubaneswar
Date : 17th May, 2016

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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER. 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 5 to 11 is annexed hereto.

3 Disclosure pursuant to Regulation 36(3) of the SEBI((Listing Obligations and Disclosure Requirements) Regulations, 2015 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 20th July, 2016 to 26th July, 2016 both days inclusive.

5 Members who desire to have any information/clarification as regards the audited financial statement for the year ended 31st March, 2016 are requested to write to the Company Secretary at least 7 days before the date of meeting.

6 Members are requested to bring their copy of the Annual Report along with attendance slip (sent herewith).

7 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 2008-09 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 2008-09, as on the date of the 53rd Annual General Meeting (AGM) held on 23rd July 2015, 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.

8 Electronic copy of the Notice of the 54th 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 54th 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 54th Annual General Meeting will also be available on the Company's website www. imfa.in for their download.

9 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 54th Annual General Meeting of the Company.

10 **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.**

11 The Board recommends Resolutions 1 to 11 above for the approval of the Members.

ANNEXURE TO NOTICE

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

Item No. 5

Mr Stefan Georg Amrein (holding DIN: 06996186) was appointed as Additional Director in the capacity of Non Executive Director with effect from 7th January 2016 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 Director. The Company has received notice under Section 160 of the Companies Act, 2013 proposing his appointment as a Director of the Company.

Details regarding Mr Stefan Georg Amrein 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 Stefan Georg Amrein, 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.5.

Item No. 6

Mr Bijoy Kumar Das (holding DIN: 00179886) was appointed as Additional Director in the capacity of Independent Director with effect from 9th February, 2016 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 Director. 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 Bijoy Kumar Das 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 Bijoy Kumar Das, 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

Mr Debabrata Bandyopadhyay (holding DIN: 00144440), is the Independent Director of the Company whose period of office is expiring on the conclusion of the ensuing Annual General Meeting of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 he, being eligible and offering himself for re-appointment, is proposed to be re-appointed as Independent Director for a period of 2(Two) years from the conclusion of 54th Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 proposing his re-appointment as an Independent Director of the Company.

Mr Nalini Ranjan Mohanty (holding DIN: 00237732) and Major Rabi Narayan Misra (Retd) (holding DIN: 00146138) are the Independent Directors of the Company whose period of office is expiring on the conclusion of the ensuing Annual General Meeting of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 they, being eligible and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors for a period of 5(Five) years from the conclusion of 54th 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 and Major Rabi Narayan Misra (Retd) 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 Special Resolutions for approval of the members.

Except Mr Debabrata Bandyopadhyay, Mr Nalini Ranjan Mohanty and Major Rabi Narayan Misra (Retd), 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 respectively.

Item No.10

The Board of Directors of the Company at their Meeting held on 17th May, 2016 have appointed M/s S S Sonthalia & Co. as Cost Auditor of the Company for FY 2016-17 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.10 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.10.

Item No.11

The Board of Directors have approved a CSR Budget of ₹ 6,95,09,115/- (Rupees six crore ninetyfive lakh nine thousand one hundred fifteen only) for the FY 2016-17 which would be channelized mainly through its CSR arms "Bansidhar & Ila Panda Foundation" and "Indian Metals Public Charitable Trust". However, the above amount exceeds 5% of the average net profit for the preceding three financial years. Hence, it is proposed to take an enabling resolution from the members of the Company authorising Board of Directors to contribute an amount upto ₹ 8,00,00,000/- (Rupees eight crore only) in bonafide charitable and other funds etc during the financial year 2016-17.

Except Dr B Panda, Mr Baijayant Panda, Mrs Paramita Mahapatra and Mr Subhrakant Panda, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

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

Place: Bhubaneswar
Date : 17th May, 2016

Prem Khandelwal
CFO & Company Secretary

ANNEXURE

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

1.	**Mr Baijayant Panda (DIN.00297862)**	
	Father's Name	Dr Bansidhar Panda
	Date of Birth	12th January 1964
	Nationality	Indian
	Date of Appointment	26th February 1986
	Qualifications	Majored with a degree in Scientific & Technical Communication from Michigan Technological University in 1985.
	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. Indian Metals and Carbide Limited 2. B. Panda and Company Private Limited 3. Barabati Investment & Trading Co. Private Ltd 4. K. B. Investments Private Limited 5. Madhuban Investments Private Limited 6. Paramita Investments & Trading Company Private Limited 7. Panda Investments Private Limited 8. Ortel Communications Limited 9. Metro Skynet Ltd 10. Keda Enterprises Private Limited
	Member of Committees of the Board	NIL
	Member of Committees in other Companies	Nomination and Remuneration Committee of Ortel Communications Limited
	Shares held in the Company	217539
	Relationships between Directors inter-se	Son of Dr B Panda and brother of Mrs Paramita Mahapatra and Mr Subhrakant Panda.
2.	**Mr Chitta Ranjan Ray (DIN: 00241059)**	
	Father's Name	Late Hem Chandra Ray
	Date of Birth	19th December 1944
	Nationality	Indian
	Date of Appointment/Reappointment	31st January 2013/ 31st January 2016
	Qualifications	Bachelor of Science in Electronics from Burdwan University and AMIE(1)
	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 UMSL Ltd 3 Indian Metals & Carbide Limited 4 Utkal Real Estate Private Limited 5 B P Solar Private Limited 6 Utkal Green Energy Limited 7 PT. Sumber Rahayu Indah, Indonesia
	Member of Committees of the Board	NIL
	Member of Committees in other Companies	Stakeholders Relationship Committee & Finance Committee: w.e.f 18.05.2016
	Shares held in the Company	46
	Relationships between Directors inter-se	None
3.	**Mr Stefan Georg Amrein (DIN: 06996186)**	
	Father's Name	Mr Alexius Markus Amrein
	Date of Birth	3rd January,1974
	Nationality	Switzerland

	Date of Appointment	7th January, 2016
	Qualifications	He was graduated from Commercial School in Switzerland.
	Expertise in specific functional areas	He has held several important assignments and handled several responsibilities such as internal payment and trouble shooting, function in mid-office operations, assistance to portfolio managers, operations for the fund industry in Credit Suisse/Credit Suisse First Boston, Credit Suisse Asset Management and Royal Bank of Canada.
	Directorships held in other Companies	1 Amrein Tech Holding AG 2 Matti Engineering AG 3 Matti Technology AG 4 Litec Aktiengesellschaft
	Member of Committees of the Board	NIL
	Member of Committees in other Companies	NIL
	Shares held in the Company	NIL
	Relationships between Directors inter-se	None
4.	**Mr Bijoy Kumar Das (DIN: 00179886)**	
	Father's Name	Mr Jagannath Das
	Date of Birth	24 September 1946
	Nationality	Indian
	Date of Appointment	9th February, 2016
	Qualifications	He holds a Bachelors degree in Arts and a Masters in Economic & History of Modern India.
	Expertise in specific functional areas	He joined the Indian Administrative Service (IAS) in the year 1969. During his tenure of service in the IAS, he held several important assignments such as Chairperson of Orissa Electricity Regulatory Commission, Chief Secretary to Govt of Karnataka, Additional Chief Secretary & Principal Secretary of various departments. He was also Joint Secretary to Govt of India, Cabinet Secretariat, New Delhi, Director of Census Operations, Karnataka, Ministry of Home Affairs, Govt of India besides various other positions in the State.
	Directorships held in other Companies	NIL
	Member of Committees of the Board	CSR Committee w.e.f. 18.05.2016
	Member of Committees in other Companies	NIL
	Shares held in the Company	NIL
	Relationships between Directors inter-se	None
5.	**Mr Debabrata Bandyopadhyay (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	He joined the Indian Administrative Service in 1955 and has held several important positions in the Govt of West Bengal as well as the Central Government. It culminated in his appointment as Secretary, Ministry of Finance, Department of Revenue, Govt of India. He is currently a Member of Parliament in the Rajya Sabha. 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

6.	**Mr Nalini Ranjan Mohanty (DIN.00237732)**	
	Father's Name	Mr Gaurang Chandra Mohanty
	Date of Birth	08th November 1944
	Nationality	Indian
	Date of Appointment	07th January 2005
	Qualifications	Mr N R Mohanty was University Topper in Mechanical Engineering from the Regional Engineering College, Rourkela
	Expertise in specific functional areas	He retired as the Chairman of Hindustan Aeronautics Ltd (HAL) after a successful career spanning 3 decades. To recognise his outstanding contribution in aviation, he was bestowed with various awards, such as the outstanding Chief Executive Award, Indira Gandhi Sadbhavana Award, Rashtriya Ratan Award, Visveswarya Samman and so on. In 2004 the Govt of India awarded him with Padma Shri. Vast and rich experience in the field of ferro alloys, mining and Corporate Management.
	Directorships held in other Companies	1 Dynamatic Technologies Limited 2 JKM ERLA Automotive Limited 3 JKM Ferrotech Limited
	Member of Committees of the Board	Audit Committee and Nomination and Remuneration Committee w.e.f 18.05.2016
	Member of Committees in other Companies	1 Member of Finance, CSR & Technologies Committees of Dynamatic Technologies Limited 2 Audit and Nomination and Remuneration Comimittee of JKM Erla Automotive Limited and JKM Ferrotech Limited
	Shares held in the Company	NIL
	Relationships between Directors inter-se	None
7.	**Major Rabi Narayan Misra (Retd) (DIN.00146138)**	
	Father's Name	Late Lingaraj Misra
	Date of Birth	14th March 1938
	Nationality	Indian
	Date of Appointment	30th September 1993
	Qualifications	He holds a 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. 3 Chairperson of CSR Committee of Ortel Communications Limited.
	Shares held in the Company	NIL
	Relationships between Directors inter-se	None

INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)
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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 **54th Annual General Meeting** of the Company held on Tuesday, 26th July, 2016 at 11 A.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

(CIN: L27101OR1961PLC000428)
Ragd. Office :IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010,Odisha
Email:investor-relation@imfa.in, Website :www.imfa.in
Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

PROXY FROM

[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: .....

1/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 54th Annual General Meeting of the Company, to be held on Tuesday, 26th July, 2016 at 11 AM 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 2016		
2	Re-appointment of Mr Baijayant Panda (holding DIN: 00297862) who retires by rotation		
3	Re-appointment of Mr Chitta Ranjan Ray (holding DIN: 00241059), who retires by rotation.		
4	Ratification of Auditor's Appointment.		
Special Business			
5	Appointment of Mr Stefan Georg Amrein, (holding DIN: 06996186) as a Director.		
6	Appointment of Mr Bijoy Kumar Das, (holding DIN: 00179886) 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	Ratification of Cost Auditors' Remuneration		
11	Authority to the Board of Directors for making contribution to charitable and other funds, etc.		

Signed this ..... day of 2016

Signature of shareholder.....

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

Affix Revenue Stamp not less than ₹ 0.15

*Applicable for investors holding shares in electronic form.

1 **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.**

2 For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 54th Annual General Meeting.

3 ** 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.

4 Please complete all details including details of member(s) in above before submission.

INDIAN METALS & FERRO ALLOYS LIMITED

(CIN: L27101OR1961PLC000428)
Ragd. Office :IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010,Odisha
Email:investor-relation@imfa.in, Website :www.imfa.in
Phone:0674-2580100, 3051000, Fax:0674 2580020, 2580145

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 54th 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 23rd July, 2016

End of remote e-voting : Up to 5.00 PM (IST) on 25th July, 2016

The cut-off date (record date) for the purpose of remote e-voting is 19th July, 2016

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 17th May, 2016 for the 54th Annual General Meeting scheduled to be held on 26th July 2016 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
17th May, 2016

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 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 e-voting user manual for Members available at the Downloads Section of www.evoting.nsdl.com./ or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, 4th floor, A Wing Trade World, Kamala Mills Compound, Lower Parel, Mumbai-400013 at Email: pallavid@nsdl.co.in, Tel. No.022 - 2499 4545 / 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 23rd July, 2016 (9.00 am) and ends on 25th July, 2016 (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 19th July, 2016, 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. 19th July, 2016.

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. 19th July, 2016, 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 54th 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 National Stock Exchange of India Limited.