



INDIAN METALS & FERRO ALLOYS LIMITED

IMFA Building  
Bhubaneswar - 751010  
Odisha, India

Corporate Identity No.  
L27101081961PLC000428

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+91 674 2580100  
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mail@imfa.in

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23<sup>rd</sup> July, 2014

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: Voting Results of 52<sup>nd</sup> Annual General Meeting**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, enclosed please find the details regarding the voting results of Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> July, 2014 at 3.00 PM at the Registered Office of the Company.

This may kindly be taken on record

Thanking you

Yours faithfully,  
for INDIAN METALS & FERRO ALLOYS LIMITED

(PREM KHANDELWAL)  
CFO & COMPANY SECRETARY

Encl: As above

Date of the AGM: 22<sup>nd</sup> July, 2014

Total number of shareholders on the Book Closure Date: 39769

No. of Shareholders present in the meeting either in person or through proxy (Including Authorised Representative) :

| Shareholders                | In Person | Proxy | Total |
|-----------------------------|-----------|-------|-------|
| Promoter and Promoter Group | 10        | -     | 10    |
| Public                      | 31        | -     | 31    |

No. of Shareholders attended the meeting through Video Conferencing: No Video Conferencing facility was made available to the shareholders.

Details of the Agenda:

| Promoter/Public                                                                                                                                                                                                                                                                                                                                            | No. of shares held<br>(1) | Not votes polled<br>(2) | % of votes polled on<br>outstanding shares<br>(3) = [(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of votes against<br>(5) | % of votes in favour<br>on votes polled<br>(6) = [(4)/(2)]*100 | % of votes against<br>on votes polled<br>(7) = [(5)/(2)]*100 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|
| <b>Resolution No.1 : To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon.</b> |                           |                         |                                                                   |                               |                             |                                                                |                                                              |
| <b>Resolution Required: Ordinary</b>                                                                                                                                                                                                                                                                                                                       |                           |                         |                                                                   |                               |                             |                                                                |                                                              |

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

For Indian Metals & Ferro Alloys Ltd.

(Prem Khendelwal)  
CFO & Company Secretary

| Promoter/Public | No. of shares held<br>(1) | Not votes polled<br>(2) | % of votes polled on<br>outstanding shares<br>(3) = [(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of votes against<br>(5) | % of votes in favour<br>on votes polled<br>(6) = [(4)/(2)]*100 | % of votes against<br>on votes polled<br>(7) = [(5)/(2)]*100 |
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|

**Resolution No.2 : To declare Dividend of 30% (Rs 3/- per share) on the equity share of the Company for the FY 2013-14.**  
**Resolution Required: Ordinary**

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

|                                |                 |                 |            |                 |          |               |              |
|--------------------------------|-----------------|-----------------|------------|-----------------|----------|---------------|--------------|
| Promoter and Promoter Group    | -               | -               | -          | -               | -        | -             | -            |
| Public - Institutional holders | 2354538         | 2354538         | 100        | 2354538         | -        | 100           | 0.00         |
| Public - Others                | 145089          | 145089          | 100        | 145086          | 3        | 99.999        | 0.001        |
| <b>Total (A)</b>               | <b>2499627</b>  | <b>2499627</b>  | <b>100</b> | <b>2499624</b>  | <b>3</b> | <b>99.999</b> | <b>0.001</b> |
| <b>Mode of voting (Poll)</b>   |                 |                 |            |                 |          |               |              |
| Promoter and Promoter Group    | 13991584        | 13991584        | 100        | 13991584        | -        | 100           | 0            |
| Public - Institutional holders | -               | -               | 100        | -               | -        | -             | 0            |
| Public - Others                | 288624          | 288624          | 100        | 288624          | -        | 100           | 0            |
| <b>Total (B)</b>               | <b>14280208</b> | <b>14280208</b> | <b>100</b> | <b>14280208</b> | <b>-</b> | <b>100</b>    | <b>0</b>     |
| <b>Result (A+B)</b>            | <b>16779836</b> | <b>16779836</b> | <b>100</b> | <b>16779832</b> | <b>3</b> | <b>99.999</b> | <b>0.001</b> |

**Resolution No.3 : To appoint a Director in place of Mr Alexius Markus Amrein (holding DIN: 00529345) who retires by rotation and, being eligible, offers himself for re-appointment.**  
**Resolution Required: Ordinary**

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

|                                |                 |                 |            |                 |               |               |              |
|--------------------------------|-----------------|-----------------|------------|-----------------|---------------|---------------|--------------|
| Promoter and Promoter Group    | -               | -               | -          | -               | -             | -             | -            |
| Public - Institutional holders | 2354538         | 2354538         | 100        | 2342662         | 11876         | 99.495        | 0.505        |
| Public - Others                | 145082          | 145082          | 100        | 349             | 144733        | 0.240         | 99.760       |
| <b>Total (A)</b>               | <b>2499620</b>  | <b>2499620</b>  | <b>100</b> | <b>2343011</b>  | <b>156609</b> | <b>93.735</b> | <b>6.265</b> |
| <b>Mode of voting (Poll)</b>   |                 |                 |            |                 |               |               |              |
| Promoter and Promoter Group    | 13991584        | 13991584        | 100        | 13991584        | -             | 100           | 0            |
| Public - Institutional holders | -               | -               | 100        | -               | -             | -             | 0            |
| Public - Others                | 288624          | 288624          | 100        | 288624          | -             | 100           | 0            |
| <b>Total (B)</b>               | <b>14280208</b> | <b>14280208</b> | <b>100</b> | <b>14280208</b> | <b>-</b>      | <b>100</b>    | <b>0</b>     |
| <b>Result (A+B)</b>            | <b>16779828</b> | <b>16779828</b> | <b>100</b> | <b>16623219</b> | <b>156609</b> | <b>99.067</b> | <b>0.933</b> |



| Promoter/Public | No. of shares held<br>(1) | Not votes polled<br>(2) | % of votes polled on<br>outstanding shares<br>(3) = [(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of votes against<br>(5) | % of votes in favour<br>on votes polled<br>(6) = [(4)/(2)]*100 | % of votes against<br>on votes polled<br>(7) = [(5)/(2)]*100 |
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|

Resolution No.4 : To appoint M/s Harbhakti & Co, Chartered Accountants (Firm Regn.No.103523W), Auditors of the Company, to hold office from the conclusion of this 52<sup>nd</sup> Annual General Meeting till conclusion of 57<sup>th</sup> Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company.  
Resolution Required: Ordinary

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

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

**Mode of voting (Poll)**

|                                |                 |                 |            |                 |          |               |              |
|--------------------------------|-----------------|-----------------|------------|-----------------|----------|---------------|--------------|
| Promoter and Promoter Group    | 13991584        | 13991584        | 100        | 13991584        | -        | 100           | 0            |
| Public - Institutional holders | -               | -               | 100        | -               | -        | -             | 0            |
| Public - Others                | 288624          | 288624          | 100        | 288624          | -        | 100           | 0            |
| <b>Total (B)</b>               | <b>14280208</b> | <b>14280208</b> | <b>100</b> | <b>14280208</b> | <b>-</b> | <b>100</b>    | <b>0</b>     |
| <b>Result (A+B)</b>            | <b>16779835</b> | <b>16779835</b> | <b>100</b> | <b>16779832</b> | <b>3</b> | <b>99.999</b> | <b>0.001</b> |

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

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

|                                |                |                |            |                |            |               |              |
|--------------------------------|----------------|----------------|------------|----------------|------------|---------------|--------------|
| Promoter and Promoter Group    | -              | -              | -          | -              | -          | -             | -            |
| Public - Institutional holders | 2354538        | 2354538        | 100        | 2354538        | -          | 100           | -            |
| Public - Others                | 145082         | 145082         | 100        | 144951         | 131        | 99.910        | 0.09         |
| <b>Total (A)</b>               | <b>2499620</b> | <b>2499620</b> | <b>100</b> | <b>2499489</b> | <b>131</b> | <b>99.995</b> | <b>0.005</b> |

**Mode of voting (Poll)**

|                                |                 |                 |            |                 |            |               |              |
|--------------------------------|-----------------|-----------------|------------|-----------------|------------|---------------|--------------|
| Promoter and Promoter Group    | 13991584        | 13991584        | 100        | 13991584        | -          | 100           | 0            |
| Public - Institutional holders | -               | -               | 100        | -               | -          | -             | 0            |
| Public - Others                | 288624          | 288624          | 100        | 288624          | -          | 100           | 0            |
| <b>Total (B)</b>               | <b>14280208</b> | <b>14280208</b> | <b>100</b> | <b>14280208</b> | <b>-</b>   | <b>100</b>    | <b>0</b>     |
| <b>Result (A+B)</b>            | <b>16779828</b> | <b>16779828</b> | <b>100</b> | <b>16779827</b> | <b>131</b> | <b>99.999</b> | <b>0.001</b> |



| Promoter/Public | No. of shares held<br>(1) | Not votes polled<br>(2) | % of votes polled on<br>outstanding shares<br>(3) = [(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of votes against<br>(5) | % of votes in favour<br>on votes polled<br>(6) = [(4)/(2)]*100 | % of votes against<br>on votes polled<br>(7) = [(5)/(2)]*100 |
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|
|-----------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|

Resolution No.6 : To appoint General Shankar Roychowdhury (holding DIN: 01921688) as an Independent Director.  
Resolution Required: Ordinary

| Mode of voting (E-voting)      |         |         |     |         |     |        |       |
|--------------------------------|---------|---------|-----|---------|-----|--------|-------|
| Promoter and Promoter Group    | -       | -       | -   | -       | -   | -      | -     |
| Public - Institutional holders | 2354538 | 2354538 | 100 | 2354538 | -   | 100    | -     |
| Public - Others                | 145081  | 145081  | 100 | 144953  | 128 | 99.91  | 0.09  |
| Total (A)                      | 2499619 | 2499619 | 100 | 2499491 | 128 | 99.996 | 0.005 |

| Mode of voting (Poll)          |          |          |     |          |     |        |       |
|--------------------------------|----------|----------|-----|----------|-----|--------|-------|
| Promoter and Promoter Group    | 13991584 | 13991584 | 100 | 13991584 | -   | 100    | 0     |
| Public - Institutional holders | -        | -        | 100 | -        | -   | -      | 0     |
| Public - Others                | 288624   | 288624   | 100 | 288624   | -   | 100    | 0     |
| Total (B)                      | 14280208 | 14280208 | 100 | 14280208 | -   | 100    | 0     |
| Result (A+B)                   | 16779827 | 16779827 | 100 | 16779699 | 128 | 99.999 | 0.001 |

Resolution No.7 : Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs 2500 crore (Rupees twenty five hundred crore) in excess of the aggregate of the paid up share capital and free reserves of the Company.  
Resolution Required: Special

| Mode of voting (E-voting)      |          |          |     |          |    |        |       |
|--------------------------------|----------|----------|-----|----------|----|--------|-------|
| Promoter and Promoter Group    | -        | -        | -   | -        | -  | -      | -     |
| Public - Institutional holders | 2354538  | 2354538  | 100 | 2354538  | -  | 100    | -     |
| Public - Others                | 145069   | 145069   | 100 | 145054   | 15 | 99.999 | 0.001 |
| Total (A)                      | 2499607  | 2499607  | 100 | 2499592  | 15 | 99.999 | 0.001 |
| Mode of voting (Poll)          |          |          |     |          |    |        |       |
| Promoter and Promoter Group    | 13991584 | 13991584 | 100 | 13991584 | -  | 100    | 0     |
| Public - Institutional holders | -        | -        | 100 | -        | -  | -      | 0     |
| Public - Others                | 288624   | 288624   | 100 | 288624   | -  | 100    | 0     |
| Total (B)                      | 14280208 | 14280208 | 100 | 14280208 | -  | 100    | 0     |
| Result (A+B)                   | 16779816 | 16779816 | 100 | 16779800 | 16 | 99.999 | 0.001 |



| Promoter/Public                                                     | No. of shares held<br>(1) | Not votes polled<br>(2) | % of votes polled on<br>outstanding shares<br>(3) = [(2)/(1)]*100 | No. of votes in favour<br>(4) | No. of votes against<br>(5) | % of votes in favour<br>on votes polled<br>(6) = [(4)/(2)]*100 | % of votes against<br>on votes polled<br>(7) = [(5)/(2)]*100 |
|---------------------------------------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------------|-------------------------------|-----------------------------|----------------------------------------------------------------|--------------------------------------------------------------|
| <b>Resolution No.8 : Approval of remuneration of Cost Auditors.</b> |                           |                         |                                                                   |                               |                             |                                                                |                                                              |
| <b>Resolution Required: Ordinary</b>                                |                           |                         |                                                                   |                               |                             |                                                                |                                                              |
| <b>Mode of voting (E-voting)</b>                                    |                           |                         |                                                                   |                               |                             |                                                                |                                                              |
| Promoter and Promoter Group                                         | -                         | -                       | -                                                                 | -                             | -                           | -                                                              | -                                                            |
| Public – Institutional holders                                      | 2354538                   | 2354538                 | 100                                                               | 2354538                       | -                           | 100                                                            | -                                                            |
| Public - Others                                                     | 145089                    | 145089                  | 100                                                               | 145083                        | 6                           | 99.999                                                         | 0.001                                                        |
| <b>Total (A)</b>                                                    | <b>2499627</b>            | <b>2499627</b>          | <b>100</b>                                                        | <b>2499621</b>                | <b>6</b>                    | <b>99.999</b>                                                  | <b>0.001</b>                                                 |
| <b>Mode of voting (Poll)</b>                                        |                           |                         |                                                                   |                               |                             |                                                                |                                                              |
| Promoter and Promoter Group                                         | 13991584                  | 13991584                | 100                                                               | 13991584                      | -                           | 100                                                            | 0                                                            |
| Public – Institutional holders                                      | -                         | -                       | 100                                                               | -                             | -                           | -                                                              | 0                                                            |
| Public - Others                                                     | 288624                    | 288624                  | 100                                                               | 288624                        | -                           | 100                                                            | 0                                                            |
| <b>Total (B)</b>                                                    | <b>14280208</b>           | <b>14280208</b>         | <b>100</b>                                                        | <b>14280208</b>               | <b>-</b>                    | <b>100</b>                                                     | <b>0</b>                                                     |
| <b>Result (A+B)</b>                                                 | <b>16779835</b>           | <b>16779835</b>         | <b>100</b>                                                        | <b>16779829</b>               | <b>6</b>                    | <b>99.999</b>                                                  | <b>0.001</b>                                                 |

For Indian Metals & Ferro Alloys Ltd.

(Prem Khandelwal)  
CFO & Company Secretary

# SOURJYA PRAKASH MOHAPATRA

## REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

=====

To,

The Chairman

Indian Metals & Ferro Alloys Limited

IMFA Building

Bomikhal, Rasulgarh

Bhubaneswar - 751010

Odisha

Dear Sir,

I Sourjya Prakash Mohapatra, Practicing Chartered Accountant, Plot No. A/23, Sahid Nagar, Bhubaneswar-751007, Odisha appointed as Scrutinizer(s) by the Board of Directors of Indian Metals & Ferro Alloys Limited (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolution(s), at the 52nd Annual General Meeting of the Equity Shareholders of Company to be held on 22<sup>nd</sup> July, 2014 at 3.00 p.m at the Registered office of the company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, Odisha, submit our report as under

1. In accordance with the Notice of the 52nd Annual General Meeting sent to the shareholders the e-voting opened at 9.00 AM (IST) on 16<sup>th</sup> July 2014 and remained open up to 6.00 PM(IST) on 18<sup>th</sup> July 2014
2. The equity Shareholders holding shares as on 13<sup>th</sup> June 2014 "cut off date" were entitle to vote on the resolutions stated in the Notice of the 52nd Annual General Meeting of the Company
3. The votes were unblocked around 1.30 PM on 19<sup>th</sup> July 2014 in the presence of two witnesses Mr Sekh Arif residing at Plot No-226 Usman Manzil, Kantilo, Sundarpada, Bhubaneswar, Odisha and Mr Bishnu Charan Pradhan residing at Flat No-S104, Angel Great, Kannan Vihar PH2, Patia, C S Pur, Bhubaneswar, Odisha who are not in the employment of the Company, and who have signed below as witness to the unblocking of votes.
4. The e-voting results/lis of equity shareholders who voted "for" and "Against" were downloaded from (<http://www.evoting.nsdl.com>) and the same are being handed over to the chairman.(Annexure-A)
5. The result of the Poll is as under:

### ORDINARY BUSINESS:

#### Resolution - 1: Ordinary Resolution

"RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2014 including Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted.

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

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

# SOURJYA PRAKASH MOHAPATRA

*(i) Voted in favour of the resolution:*

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 28                                                 | 2499624                                      | 99.999                                |

*(ii) Voted against the resolution:*

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 1                                                  | 3                                             | 0.001                                 |

*(iii) Invalid votes :*

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

**Resolution – 2: Ordinary Resolution**

"RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company, a dividend of Rs 3/- per share on the fully paid equity shares of the Company be declared and the said dividend be payable to all the shareholders whose names appear in the Register of Members as on 14<sup>th</sup> July 2014."

*(i) Voted in favour of the resolution:*

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 28                                                 | 2499624                                      | 99.999                                |

*(ii) Voted against the resolution:*

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 1                                                  | 3                                             | 0.001                                 |

*(iii) Invalid votes :*

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

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

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

## SOURJYA PRAKASH MOHAPATRA

### Resolution – 3: Ordinary Resolution

"RESOLVED THAT Mr Alexius Markus Amrein (holding DIN:00529345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

#### (i) Voted in favour of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 22                                                 | 2343011                                      | 93.735                                |

#### (ii) Voted against the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 6                                                  | 156609                                        | 6.265                                 |

#### (iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

### Resolution – 4: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s Haribhakti & Co., Chartered Accountants (Firm Registration No.103523W), be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this 52<sup>nd</sup> Annual General Meeting till conclusion of the 57th Annual General Meeting of the Company (subject to ratification of appointment by the members at every AGM held after this AGM) on a remuneration to be determined by the Board of Directors."

#### (i) Voted in favour of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 28                                                 | 2499624                                      | 99.999                                |

#### (ii) Voted against the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 1                                                  | 3                                             | 0.001                                 |

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

SOURJYA PRAKASH MOHAPATRA  
Membership No. 052805.

## SOURJYA PRAKASH MOHAPATRA

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

### SPECIAL BUSINESS:

#### Resolution – 5: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Sudhir Prakash Mathur (holding DIN.00173775), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March 2019."

(i) Voted in favour of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 25                                                 | 2499489                                      | 99.995                                |

(ii) Voted against the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 3                                                  | 131                                           | 0.005                                 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

#### Resolution – 6: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, General Shankar Roychowdhury (holding DIN.01921688), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March 2019."

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

SOURJYA PRAKASH MOHAPATRA

Member No. 152600

# SOURJYA PRAKASH MOHAPATRA

(i) Voted in favour of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 26                                                 | 2499491                                      | 99.995                                |

(ii) Voted against the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 2                                                  | 128                                           | 0.005                                 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

## Resolution – 7: Special Resolution

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crores (Rupees twenty five hundred crores only) ."

(i) Voted in favour of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 24                                                 | 2499592                                      | 99.999                                |

(ii) Voted against the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 4                                                  | 15                                            | 0.001                                 |

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

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

# SOURJYA PRAKASH MOHAPATRA

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

## Resolution – 8: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s.S.S. Sonthalia & Co, Cost Accountants as Cost Auditor of the Company for the Financial Year 2014-15 on a remuneration of Rs 55,000 (Rupees Fifty Five Thousand only) plus service tax be and is hereby ratified."

(i) Voted *in favour* of the resolution:

| Number of members voting through electronic system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| 27                                                 | 2499621                                      | 99.999                                |

(ii) Voted *against* the resolution:

| Number of members voting through electronic system | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------------------------------------------|-----------------------------------------------|---------------------------------------|
| 2                                                  | 6                                             | 0.001                                 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 1                                                         | 112592                             |

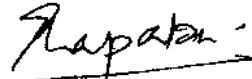
Bhubaneswar: Plot No-A/23, Near Angan Restaurant (First Floor), Bhubaneswar - 751 007, ORISSA, INDIA 91 (674) 2549862, 2549861, Cuttack Mahatab Road (Behind Sagar Sangam Cuttack - 753 012, ORISSA, INDIA 91 (671) 2311003 sbcabbsr@gmail.com

**SOURJYA PRAKASH MOHAPATRA**  
Membership No. 052005

**SOURJYA PRAKASH MOHAPATRA**

6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 52nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



Sourjya Prakash Mohapatra (FCA)  
Sahid Nagar  
Bhubaneswar  
Odisha

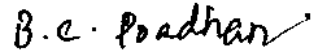
Place: Bhubaneswar  
Dated: 19<sup>th</sup> July, 2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 1.30 PM on 19<sup>th</sup> July, 2014.



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

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



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

Welcome SCR (SOURJYA)

Last Login Time: 2014-07-19 13:30:27

Home | e-Voting | User Profile | News&amp;Results | Logout

e-Voting

View/Authorize e-Voting Results

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

|                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                          |                                                 |             |                                             |            |
|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------|---------------------------------------------|------------|
| Resolution Description                          | <p><b>ADOPTION OF THE AUDITED FINANCIAL STATEMENTS ALONG WITH AUDITORS AND DIRECTORS REPORT</b></p> <p>RESOLVED THAT the Financial Statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby resolved, considered and adopted.</p>                                                                                                                                                                                                                                                                                                                                                                  | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612216.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>3.000</td> </tr> </table>      | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000 | I/We Dissent To The Resolution(Against/ No) | 3.000      |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 3.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>DECLARATION OF DIVIDEND</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company, a dividend of Rs 2/- per share on the fully paid equity shares of the Company be declared and the said dividend be payable to all the shareholders whose names appear in the Register of Members as on 14th July 2014.</p>                                                                                                                                                                                                                                                                                                                         | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612216.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>3.000</td> </tr> </table>      | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000 | I/We Dissent To The Resolution(Against/ No) | 3.000      |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 3.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>RE-APPOINTMENT OF MR ALEXIUS HARRIS AMREIN AS DIRECTOR</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT Mr Alexius Harris Amrein (holding DIN:00523345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2455663.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>156469.000</td> </tr> </table> | I/We Assent To The Resolution(For/ Yes/ Favour) | 2455663.000 | I/We Dissent To The Resolution(Against/ No) | 156469.000 |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2455663.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 156469.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>APPOINTMENT OF AUDITORS</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s. Kishore &amp; Co., Chartered Accountants (Firm Registration No. 5093379), be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this 52nd Annual General Meeting till conclusion of the 53rd Annual General Meeting of the Company (subject to ratification of appointment by the members at every AGM held after this AGM) on a remuneration to be determined by the Board of Directors.</p>                               | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612216.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>3.000</td> </tr> </table>      | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000 | I/We Dissent To The Resolution(Against/ No) | 3.000      |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612216.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 3.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>APPOINTMENT OF MR SUDHIR PRAKASH MATHUR AS AN INDEPENDENT DIRECTOR</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sudhir Prakash Mathur (holding DIN:00172778), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member</p>                                         | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612081.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>331.000</td> </tr> </table>    | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612081.000 | I/We Dissent To The Resolution(Against/ No) | 331.000    |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612081.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 331.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>APPOINTMENT OF GENERAL SHANKAR ROYCHOWDHURY AS AN INDEPENDENT DIRECTOR</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, General Shankar Roychowdhury (holding DIN:01921688), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing</p>                                                | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612083.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>128.000</td> </tr> </table>    | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612083.000 | I/We Dissent To The Resolution(Against/ No) | 128.000    |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612083.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 128.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>APPROVAL FOR BORROWING POWER</b></p> <p>RESOLVED THAT in pursuance of all earlier resolutions and pursuant to section 170(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the amount of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/in the obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crores (Rupees two thousand five hundred crores only).</p> | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612184.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>15.000</td> </tr> </table>     | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612184.000 | I/We Dissent To The Resolution(Against/ No) | 15.000     |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612184.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 15.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| Resolution Description                          | <p><b>APPROVAL OF THE REMUNERATION OF THE COST AUDITORS</b></p> <p>To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT pursuant to the provisions of section 144 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. S.S. Senthil &amp; Co. Cost accountants as Cost Auditor of the Company for the Financial Year 2014-15 on a remuneration of Rs 55,000 (Rupees Fifty Five Thousand only) plus service tax be and is hereby ratified.</p>                                                                                                                 | <table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>2612213.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>6.000</td> </tr> </table>      | I/We Assent To The Resolution(For/ Yes/ Favour) | 2612213.000 | I/We Dissent To The Resolution(Against/ No) | 6.000      |
| I/We Assent To The Resolution(For/ Yes/ Favour) | 2612213.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                          |                                                 |             |                                             |            |
| I/We Dissent To The Resolution(Against/ No)     | 6.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                          |                                                 |             |                                             |            |

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# SOURJYA PRAKASH MOHAPATRA

**FORM No. MGT-13**

## **Report of Scrutinizer(s)**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

=====

To,  
The Chairman  
Indian Metals & Ferro Alloys Limited  
Bomikhal, Rasulgarh  
Bhubaneswar - 751010  
Odisha

52nd Annual General Meeting of the Equity Shareholders of Indian Metals & Ferro Alloys Limited held on 22<sup>nd</sup> July, 2014 at 3.00 PM at the Registered office of the Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, Odisha, India.

Dear Sir,

I Sourjya Prakash Mohapatra, a Practicing Chartered Accountant, Plot No A/23, Sahid Nagar, Bhubaneswar-751007, Odisha appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 52nd Annual General Meeting of the Equity Shareholders of Indian Metals & Ferro Alloys Limited held on 22<sup>nd</sup> July, 2014 at 3.00 PM at the Registered office of the Company at IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar - 751010, Odisha, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid
4. The result of the Poll is as under:

### **Resolutions**

#### **ORDINARY BUSINESS:**

#### **ITEM NO.1: ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2013-14 ALONG WITH AUDITORS & DIRECTORS REPORT (Ordinary Resolution)**

"RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2014 including Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted."

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

**SOURJYA PRAKASH MOHAPATRA**  
Member No. 052808

## SOURJYA PRAKASH MOHAPATRA

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted *against* the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes :

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

### ITEM NO.2: DECLARATION OF DIVIDEND (Ordinary Resolution)

"RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company, a dividend of Rs 3/- per share on the fully paid equity shares of the Company be declared and the said dividend be payable to all the shareholders whose names appear in the Register of Members as on 14<sup>th</sup> July 2014."

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted *against* the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

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

SOURJYA PRAKASH MOHAPATRA  
Membership No. 052805.

## SOURJYA PRAKASH MOHAPATRA

(iii) **Invalid** votes :

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

### ITEM NO.3: RE-APPOINTMENT OF MR ALEXIUS MARKUS AMREIN AS DIRECTOR (Ordinary Resolution)

"RESOLVED THAT Mr Alexius Markus Amrein (holding DIN:00529345) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

(i) *Voted in favour of the resolution:*

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) *Voted against the resolution:*

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) **Invalid** votes :

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

### ITEM NO.4: APPOINTMENT OF M/S HARIBHAKTI & CO., CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY ON A REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE COMPANY. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s Haribhakti & Co., Chartered Accountants (Firm Registration No.103523W), be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of this 52<sup>nd</sup> Annual General Meeting till conclusion of the 57th Annual General Meeting of the Company (subject to ratification of appointment by the members at every AGM held after this AGM) on a remuneration to be determined by the Board of Directors."

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

SOURJYA PRAKASH MOHAPATRA  
Membership No. 052005.

## SOURJYA PRAKASH MOHAPATRA

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted *against* the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes :

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

### SPECIAL BUSINESS:

#### ITEM NO.5: APPOINTMENT OF MR SUDHIR PRAKASH MATHUR AS AN INDEPENDENT DIRECTOR. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr Sudhir Prakash Mathur (holding DIN.00173775), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March 2019."

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

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

SOURJYA PRAKASH MOHAPATRA  
Membership No. 032805.

## SOURJYA PRAKASH MOHAPATRA

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes :

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

### ITEM NO.6: APPOINTMENT OF GENERAL SHANKAR ROYCHOWDHURY AS AN INDEPENDENT DIRECTOR. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, General Shankar Roychowdhury (holding DIN.01921688), Independent Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March 2019."

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes :

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

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

**SOURJYA PRAKASH MOHAPATRA**  
Member No. 052005.

## SOURJYA PRAKASH MOHAPATRA

### ITEM NO.7: APPROVAL FOR BORROWING UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013. (Special Resolution)

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 2500 crores (Rupees twenty five hundred crores only) ."

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted *against* the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes :

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

### ITEM NO.8: APPROVAL OF THE REMUNERATION OF THE COST AUDITORS. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 148 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s.S.S. Sonthalia & Co, Cost Accountants as Cost Auditor of the Company for the Financial Year 2014-15 on a remuneration of Rs 55,000 (Rupees Fifty Five Thosand only) plus service tax be and is hereby ratified."

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SOURJYA PRAKASH MOHAPATRA  
Membership No. 052805.

## SOURJYA PRAKASH MOHAPATRA

(i) Voted *in favour* of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 41                                                           | 14280208                     | 100                                   |

(ii) Voted *against* the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

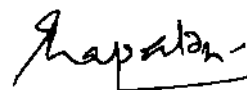
(iii) Invalid votes :

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Sourjya Prakash Mohapatra  
FCA 052805  
Scrutinizer

Place: Bhubaneswar  
Dated: 22<sup>nd</sup> July, 2014