



9th May, 2024

IMFA Building
Bhubaneswar - 751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Plot No.C/1, G. Block
Bandra-Kurla Complex
Bandra (E)
Mumbai-400051
Stock Symbol & Series : IMFA, EQ

The Deputy General Manager
(Corporate Services)
BSE Limited
Floor 25, P.J. Towers
Dalal Street , Fort
Mumbai-400001
Stock Code : 533047

Sub: Certified true copy of proceedings of Postal Ballot in accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir / Madam,

This is further to our letter dated 9th April 2024, submitting the Postal Ballot Notice dated 5th April 2024 to the Members of the Company seeking their approval for appointment of Dr. Barada Kanta Mishra (DIN : 07166746) as an Independent Director of the Company for a period of five years w.e.f. 22.03.2024.

In this regard, we are attaching herewith certified true copy of the proceedings of the Postal Ballot in accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of SEBI LODR Regulations.

The details of Voting Result on the business transacted through postal ballot in accordance with Regulation 44(3) of SEBI LODR Regulations along with the Scrutinizer's report will be sent in due course.

This is for your information and record.

Thanking you,

Yours faithfully,
For INDIAN METALS & FERRO ALLOYS LIMITED


(PREM KHANDELWAL)
CFO & COMPANY SECRETARY
Membership No.F 3526

Encl: As above.



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CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF INDIAN METALS AND FERRO ALLOYS LIMITED ("THE COMPANY") ON 9TH, MAY 2024 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES")

Pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time, read with Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 10/2021 dated 23.06.2021, Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs (MCA) (hereafter collectively referred to as MCA Circulars) the Postal Ballot Notice was issued to all the Members whose names appeared on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 5th April 2024 for seeking their approval by passing requisite Special Resolution for special business listed therein. In accordance with the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent and dissent of the members took place through the remote e-voting system only. The dispatch of the said notice was completed on 9th April 2024 and advertisement in this regard was published on 10th April 2024 in the news papers. The remote e-voting period commenced on Wednesday, 10th April 2024 (9.00 AM) and ended on Thursday, 9th May 2024 (5.00 PM). For this purpose, the Company has appointed NSDL for facilitating remote e-voting to its Shareholders to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms. The members were informed that the remote e-voting would not be allowed beyond the aforesaid date and time and the e-voting module was disabled upon expiry of aforesaid period.

CA Sourjya Prakash Mohapatra, an independent practicing Chartered Accountant was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner by the Board of Directors of the Company.

Accordingly, the following resolution as set out in Item No.1 of the Notice of Postal Ballot was declared as passed with requisite majority as a Special Resolution on 9th May, 2024:



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"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('Listing Regulations'), Dr Barada Kanta Mishra (DIN: 07166746) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. 22nd March 2024 has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby, appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years effective from 22nd March,2024.

RESOLVED FURTHER THAT any of the director or the Company Secretary be and are hereby severally authorized to do all such act, deeds, things as may be necessary to implement this resolution."

For Indian Metals and Ferro Alloys Limited

(Prem Khandelwal)
CFO & Company Secretary
Membership No: F3526

Date : 9th May 2024