



9th April, 2024

IMFA Building
Bhubaneswar - 751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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+91 674 2580100
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mail@imfa.in

www.imfa.in

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: Postal Ballot Notice for appointment of Independent Director of the Company

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated 5th April, 2024 along with the Explanatory Statement, seeking approval of the Members, by way of Special Resolutions, for the appointment of Dr Barada Kanta Mishra (DIN: 07166746) as a Independent Director of the Company.

The Postal Ballot Notice is being sent to all the Members, whose name appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email addresses are registered with the Company / Depositories as on Friday, 5th April, 2024 (Cut-off Date) through electronic mode only. Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The remote e-voting period commences from 9:00 a.m. IST on Wednesday, 10th April, 2024 and ends at 5:00 p.m. IST on Thursday, 9th May, 2024. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

Thanking you,

Yours faithfully
For INDIAN METALS & FERRO ALLOYS LIMITED


(PREM KHANDELWAL)
CFO & COMPANY SECRETARY
Membership No: F3526

Encl : As above.



INDIAN METALS & FERRO ALLOYS LIMITED

Regd. Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751 010 (Odisha)
Phone: 0674-2611000 Fax: 0674-2580020, 2580145
Email: mail@imfa.in; Website: www.imfa.in
CIN: L27101OR1961PLC000428

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given to the Members of Indian Metals & Ferro Alloys Limited (the "Company"), pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013, (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General 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 (collectively referred to as 'MCA Circulars') and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolution appended below, proposed to be passed through Postal ballot by voting through electronic means only (remote e-voting).

As permitted under the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes of the Notice to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communications of the assent or dissent of the Members would only take place through the remote-e-voting system only. In compliance with the requirements of the MCA Circulars, the hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolution and the explanatory statement pertaining to the resolution in terms of the provisions of Section 102 of the Act, as appended hereto, forms part of this Postal Ballot Notice.

The Company has appointed Mr Sourjya Prakash Mohapatra a Practicing Chartered Accountant (Membership No. 052805) as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting.

Voting through remote e-voting commences from Wednesday, 10th April 2024 at 9:00 A.M. IST and ends on Thursday, 9th May 2024 at 5:00 P.M. IST. The e-voting module shall be disabled by NSDL for voting after Thursday, 9th May 2024 (05:00 P.M., IST). The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit the Report to the Chairman or the Managing Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast

through remote e-voting. The result of the Postal Ballot shall be declared on or before Saturday, 11th May 2024, at the Registered Office of the Company before the close of working hours.

The proposed resolution as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot voting period i.e., 9th May 2024, as if the same have been passed at a General Meeting of the members convened in that behalf.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.Imfa.in and also on the website of NSDL, viz., www.evoting.nsdl.com in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

Special Business:

1. Appointment of Dr Barada Kanta Mishra as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution**:

"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."

By Order of the Board of Directors
For **INDIAN METALS & FERRO ALLOYS LIMITED**

Registered Office:

IMFA Building Bomikhal
Rasulgarh, Bhubaneswar-751010, Odisha
Date: 05th April 2024

Sd/-
(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

Notes:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the 'Act') setting out material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Mr Sourjya Prakash Mohapatra a Practicing Chartered Accountant (Membership No. 052805) has been appointed as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner. The Scrutinizer will submit the Report to the Chairman or the Managing Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before 11th May 2024, at the Registered Office of the Company before the close of working hours.

4. In compliance with the MCA Circulars, Postal Ballot Notice is being sent only electronically by email to the members who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members / List of beneficial owners as received from Depositories as on Friday, 5th April 2024 (the "cut-off date"). Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut- Off Date will only be considered eligible for the purpose of e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
5. The Postal Ballot period for remote e-voting commences on **Wednesday, 10th April 2024 at 9:00 A.M. IST and ends on Thursday, 9th May 2024 at 5:00 P.M. IST.**
6. Resolution passed by Members with requisite majority through remote e-voting shall be deemed to be passed on 9th May 2024 i.e., the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
7. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations and MCA Circulars, the Company has provided the facility to Members to exercise their votes electronically through the remote e-voting. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The instructions for remote e- voting are annexed to this Notice.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.Imfa.in website of the Stock Exchanges i.e., BSE Limited (BSE) at www.bseindia.com, National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of National Securities and Depository Limited at www.evoting.nsdl.com respectively.
9. All the material documents, if any, referred to in the statement setting out material facts annexed thereto will be available for inspection at the Registered Office of the Company during office hours on working days and also available electronically from the date of dispatch until the last date for receipt of votes through remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at investor-relation@imfa.in
10. Shareholders are requested to register their e-mail address with the Company. Shareholders are requested to provide details such as Name, Folio number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.

General information and instructions relating to e-voting

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice through e-voting Services provided by NSDL.

In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Voting through Electronic Means:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>(1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>(2) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>(4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p>   </p> <p>   </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type

Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL helpdesk by sending a request at NSDL evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL helpdesk by sending a request at CDSL helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.	
2	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.	
3	A new screen will open. You will have to enter your User ID, your Password/OTP and a VerificationCode as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>	
4	Your User ID details are given below:	
	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5	Password details for shareholders other than Individual shareholders are given below:	
	a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
	b).	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c)	How to retrieve your 'initial password'?
	(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
	(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6	If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
a)	Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b)	"Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c)	If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d)	Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8	Now, you will have to click on "Login" button
9	After you click on the "Login" button, Home page of e-Voting will open

Step 2: Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1 After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2 Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3 Now you are ready for e-Voting as the Voting page opens.
- 4 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5 Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer by e-mail to with a copy marked sourjya_biswajit@yahoo.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e- voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1 In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to investor-relation@imfa.in
- 2 In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor-relation@imfa.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- 3 Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4 In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in their meeting held on 2nd November 2023 had appointed Dr Barada Kanta Mishra (DIN: 07166746) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of five years effective from date of obtaining security clearance from Ministry of Civil Aviation, subject to consent of the shareholders of the Company. Director General of Civil Aviation, Government of India vide its letter dated 22nd March 2024 accorded the security clearance and accordingly, his appointment as an Additional Director (Non-Executive Independent) becomes effective from 22nd March 2024. Pursuant to Regulation 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of a special resolution. The Company has received necessary declaration(s) from Dr Mishra confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Dr Mishra is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has given his consent to act as a Director of the Company and has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The brief profile of Dr Mishra is furnished below:

“Dr Barada Kanta Mishra holds a Bachelor's degree in Metallurgical Engineering from N.I.T. Rourkela (1981), and completed his Ph.D. at the University of Utah in the USA (1990). He commenced his teaching career at the Indian Institute of Technology (IIT) Kanpur from 1993. In 2006, he joined CSIR (Council of Scientific and Industrial Research) on deputation from IIT Kanpur, serving as the Director of the CSIR-Institute of Minerals and Materials Technology in Bhubaneswar. From March 2017, he assumed the role of the founding Director of Indian Institute of Technology, Goa.

Dr Mishra is renowned for his significant contributions to the fields of Extractive Metallurgy, Mineral Processing, and Powder Technology. He has an impressive publication record, with over 250 international journal papers to his name, and has also played a vital role on the editorial boards of two esteemed minerals engineering journals, namely the International Journal of Mineral Processing and Minerals Engineering. Furthermore, Dr Mishra boasts a remarkable track record in patenting, holding 5 US patents and 6 Indian patents.

His accolades extend to being a recipient of the National Geoscience Award and an esteemed fellow of the Indian National Academy of Engineering. He has also been honored with the VASVIK Award for his contributions to industrial R&D and received the CSIR Technology Award as part of a team from the honorable President of India. Notably, Dr Mishra was bestowed with the Distinguished Alumnus award by the National Institute of Technology (NIT) Rourkela. Stanford University continues to recognize his immense contributions, ranking Dr Mishra as the #1 scientist in India and #11 in the world in the field of Mining and Metallurgy. To top off his distinguished career, he was honored with the IEEE IAS Global Lifetime Achievement Award in recognition of his outstanding contributions to Academics, Research, and Society.”

In the opinion of the Board, Dr Mishra fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Your Board believes that Dr Mishra's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of Operations and Corporate Governance. A copy of the draft appointment letter, setting out his terms and conditions of appointment is being made available for inspection, without any fees, by the Members through electronic mode and also at the Company's registered office during normal working hours on working days.

The brief resume of Dr Mishra, nature of her expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Secretarial Standards on general meetings SS-2 of ICSI is appended in this Notice as Annexure.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.1 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr Barada Kanta Mishra being an appointee is concerned or interested, financially or otherwise, in the resolution set out at Item No.1.

By Order of the Board of Directors
For **INDIAN METALS & FERRO ALLOYS LIMITED**

Registered Office:
IMFA Building Bomikhal
Rasulgarh, Bhubaneswar-751010, Odisha
Date: 05th April 2024

Sd/-
(PREM KHANDELWAL)
CFO & COMPANY SECRETARY

INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARD ON DIRECTORS RECOMMENDED FOR APPOINTMENT THROUGH POSTAL BALLOT PROCESS ARE GIVEN BELOW:

1. Dr Barada Kanta Mishra, (DIN: 07166746, Non- Executive Independent Director)

Father's Name	Mr Chakrapani Misra
Date of Birth, Nationality, Age	15/06/1959, Indian, 64
Qualifications	Bachelor's degree in Metallurgical Engineering from N.I.T. Rourkela (1981), and completed his Ph.D. at the University of Utah in the USA (1990)
Nature of expertise in specific functional areas	Dr Mishra is renowned for his significant contributions to the fields of Extractive Metallurgy, Mineral Processing, and Powder Technology and Mineral Engineering. For detail please refer to the Explanatory statement forming part of this postal Ballot Notice
Directorships held in other Companies	NIL
Member of Committees of the Board	Audit Committee, Risk Management Committee, Finance Committee and Allotment Committee
Member of Committees in other Companies	NIL
Key Terms and conditions of re-appointment and remuneration proposed to be paid	Non-Executive Independent Director not Liable to retires by rotation, Sitting fees & Commission
(i)Date of first appointment on Board(ii) Last drawn remuneration (iii) Number of Board Meeting attended during the year	(i) Five years effective from 22nd March 2024 (ii)Rs 40,000/- (iii) One
Shares held in the Company	NIL
Relationships between Directors inter-se, Manager and other Key Managerial Personnel	None
Listed Entities from which the Director has resigned from Directorship in last three years	Nil
Shareholding of non-executive directors including shareholding as a beneficial owner	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	For detail please refer to the Explanatory statement forming part of this postal Ballot Notice