

12th March 2025

IMFA Building
Bhubaneswar - 751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

TEL +91 674 2611000
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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 summary 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 10th February 2025, submitting the Postal Ballot Notice dated 5th February 2025 to the Members of the Company seeking their approval in relation to following resolutions to be passed through the mode of Remote E voting only:

Sr. No.	Description of the Resolution	Type of Resolution
1.	To approve the appointment of Mr Bijayananda Mohapatra (DIN:0948095) as a Director of the Company	Ordinary
2.	To approve of the appointment of Mr Bijayananda Mohapatra (DIN:0948095) as Whole-time Director & Chief Operating Officer of the Company	Special

In this regard, we are attaching herewith summary 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


(SMRUTI RANJAN RAY)
COMPANY SECRETARY & COMPLIANCE OFFICER
Membership No.F 4001

Encl: As above.



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**CERTIFIED TRUE COPY OF THE SUMMARY OF PROCEEDINGS OF
THE RESOLUTION PASSED BY THE MEMBERS OF INDIAN METALS
AND FERRO ALLOYS LIMITED ("THE COMPANY") ON 12TH,
MARCH 2025 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, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 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 February 2025 for seeking their approval by passing requisite Ordinary and Special Resolutions 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 10th February 2025 and advertisement in this regard was published on 11th February 2025 in the Newspapers. The remote e-voting period commenced on Tuesday, 11th February 2025 (9.00 AM) and ended on Wednesday, 12th March 2025 (5.00 PM). For this purpose, the Company has appointed M/s. National Securities Depository Limited 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, a 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 based on the Scrutinizer Report dated 12th March 2025, the following resolutions as set out in Item No.1&2 of the Notice of Postal Ballot were declared as passed with requisite majority as an Ordinary and Special Resolutions respectively on 12th March 2025:





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**ITEM NO.1 APPOINTMENT OF MR BIJAYANANDA MOHAPATRA
(DIN: 09489095) AS DIRECTOR OF THE COMPANY
(ORDINARY RESOLUTION):**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Bijayananda Mohapatra, (DIN: 09489095) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31st January 2025 in terms of Section 161 of the Act and Article 91 of the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**ITEM NO.2 APPOINTMENT OF MR BIJAYANANDA MOHAPATRA
(DIN: 09489095) AS WHOLE-TIME DIRECTOR &
CHIEF OPERATING OFFICER OF THE COMPANY
(SPECIAL RESOLUTION)**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), applicable regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and such other consents, approvals and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment Mr Bijayananda Mohapatra (DIN: 09489095) as Whole-time Director & Chief Operating Officer of the Company, liable to retire by rotation, for a period of three years with effect from 31st January 2025 on the following terms & conditions:

(I) SALARY:

Rs 4,47,602/- (Rupees Four Lakh Forty-seven thousand six hundred two only) per month.





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(II) PERQUISITES:

- (a) House Rent Allowance
25% of salary under (I) above.
- (b) Personal Pay
Rs 2,92,532/- (Rupees Two Lakh NinetyTwo Thousand Five hundred thirty two only) per month.
- (c) Company's contribution towards Pension/Superannuation Fund
As per rules of the Company subject to a ceiling of 12% of salary for Provident Fund and 15% of salary for Superannuation Fund
- (d) Gratuity
As per provisions of the Payment of Gratuity Act.
- (e) Leave Travel Concession
For self and family as per rules of the Company.
- (f) Club fee
Reimbursement of club fees subject to a maximum of two clubs.
- (g) Other Benefits
 - (i) Free use of Company car with driver for official as well as personal purposes.
 - (ii) Free telephone facilities at residence. Personal long distance calls shall be billed by the Company.
 - (iii) Earned/Privilege Leave
On full pay as per rules of the Company.
 - (iv) Leave encashment
In accordance with the rules of the Company in this regard at the end of the tenure.

(III) PERFORMANCE PAY:

Subject to a maximum of 150% of TOTPA III as recommended by the Managing Director and approved by the Nomination & Remuneration Committee, payable in July every year.





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(IV) ANNUAL INCREASE

Subject to a maximum of 20% of TOTPA III as recommended by the Managing Director and approved by the Nomination & Remuneration Committee, with effect from 1st July of every year.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, during the term of his office he be paid the aforesaid remuneration including perquisites as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by such other competent authority.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

