IMFA Building
Bhubaneswar - 751010
Odisha, India

Corporate Identity No.
L27101OR1961PLC000428

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mail@imfa.in

www.imfa.in

11th August 2026

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 to Consider and approve (i) Special Resolution for the Appointment of Dr Deepak Kumar Mohanty (DIN : 09771960) as Non - Executive Independent Director of the Company and (ii) Ordinary resolution for enhancement in the Payment of Commission to Independent Directors.

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 4th August, 2026 along with the Explanatory Statement, seeking approval of the Members, by way of (i) Special Resolution for Appointment of Dr Deepak Kumar Mohanty (DIN : 09771960) as Non - Executive Independent Director of the Company and (ii) Ordinary resolution for enhancement in the Payment of Commission to Independent Directors.

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, 7th August, 2026 (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, 12th August, 2026 and ends at 5:00 p.m. IST on Thursday, 10th September, 2026. 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

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

Encl : As above.

INDIAN METALS & FERRO ALLOYS LIMITED
Regd.Office: IMFA Building, Bomikhal, Rasulgarh, Bhubaneswar-751010(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 , General Circular No. 09/2023 dated 25th September, 2023, General Circular No.9/2024 dated 19th September, 2024 and General Circular No.3/2025 dated 22nd September, 2025 of Ministry of Corporate Affairs (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 resolutions and the explanatory statement pertaining to the resolutions 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, 12th August 2026 at 9:00 A.M. IST and ends on Thursday, 10th September 2026 at 5:00 P.M. IST. The e-voting module shall be disabled by NSDL for voting after 10th September 2026 (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 any of the 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, 12th September, 2026, 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., 10th September, 2026, 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 Deepak Kumar Mohanty (DIN: 09771960) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution 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 Deepak Kumar Mohanty (DIN: 09771960) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. 30th June, 2026 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 5 (five) consecutive years effective from 30th June, 2026.

RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to implement this resolution."

2. Enhancement of the Payment of Commission to Independent Directors

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

"RESOLVED THAT in supersession of earlier resolution passed at the 62nd Annual General Meeting of the Company held on 31st July 2024 in respect of payment of commission to Non-Executive Independent Directors, and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members be and is hereby accorded for enhancement in payment of commission to the Non-Executive Independent Directors of the Company of a sum not exceeding 0.5% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, subject to a maximum of ₹1,50,00,000 (Rupees One Crore Fifty Lakh only) per annum with effect from the financial year 2026-27 and onwards, and that such commission shall be paid out of the profits of the Company for the respective Financial Year(s), provided further that none of the Independent Director shall, in any such Financial Year(s), receive an aggregate remuneration exceeding ₹ 25,00,000 (Rupees Twenty-Five Lakh only) each excluding sitting fees for attending Board and Other Committee Meetings.

RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, 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: 04th August, 2026

Sd/-
(SMRUTI RANJAN RAY)
COMPANY SECRETARY & COMPLIANCE OFFICER

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 resolutions 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 Saturday, 12th September, 2026 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 07th August, 2026 **(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, 12th August 2026 at 09:00 A.M. IST and ends on Thursday, 10th September 2026 at 05:00 P.M. IST.

6. Resolution passed by Members with requisite majority through remote e-voting shall be deemed to be passed on 10th September 2026 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 or secretarial@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 (up to 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:

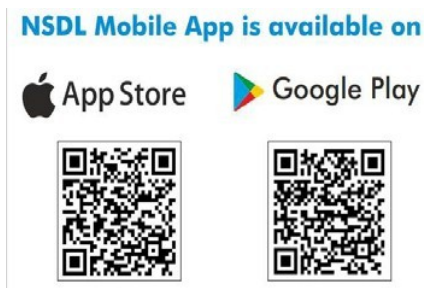
Step 1: Access to NSDL e-Voting system

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	(1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. (2) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

	(3)If you are not registered for IDe AS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IdeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (4) 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. 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. (5) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	(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. (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. (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. (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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800- 21-09911

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. ***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.***
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 user 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: <u>Cast your vote electronically on NSDL e-Voting system.</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

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.ev o t i n g.ns dl.co m 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 (NRC), the Board of Directors of the Company in their meeting held on 05th February 2026 had appointed Dr Deepak Kumar Mohanty (DIN: 09771960) 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 Director General of Civil Aviation, Government of India, subject to consent of the shareholders of the Company. Director General of Civil Aviation, Government of India vide its letter dated 30th June, 2026 accorded the security clearance and accordingly, his appointment as an Additional Director (Non-Executive Independent) becomes effective from 30th June 2026. 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 Mohanty 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 Mohanty 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 Mohanty is furnished below:

"Dr Deepak Mohanty is an Economist and made substantive policy contributions. He was Chairperson of India's pension regulator, Pension Fund Regulatory and Development Authority (PFRDA), during March 2023 to May 2025.

Earlier, he was Chief Economic Advisor, Federation of Indian Chambers of Commerce and Industry (FICCI) and was an Independent Director on a few companies' Boards. Prior to that, Dr Mohanty was a Whole Time Member, PFRDA.

He served as Executive Director of the Reserve Bank of India (RBI) overseeing areas of enforcement of banking regulation, risk management, internal audit and inspection, financial stability, monetary policy, economic research, and statistics.

Prior to that, he worked as Senior Adviser at the International Monetary Fund (IMF) and earlier worked in various positions in economic research and was head of the monetary policy department in the RBI.

He chaired several committees. He has several publications in professional journals, edited and contributed to three books, and has delivered several speeches on financial, monetary and social security issues.

He has a doctorate and two master's degrees in Economics."

In the opinion of the Board, Dr Mohanty 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 Mohanty'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 Finance, 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 Mohanty, nature of his 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 considers that the association of Dr Mohanty would be beneficial to the Company and recommends the resolution for approval of the Members as a Special Resolution.

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 Deepak Kumar Mohanty being an appointee is concerned or interested, financially or otherwise, in the resolution set out at Item No.1.

Item No.2

The shareholders at the 62nd AGM held on 31st July 2024 had approved the payment of commission @ 0.5% of the net profits of the Company per annum subject to a maximum of ₹ 1,00,00,000 (Rupees One Crore only) to Non-Executive Independent Directors to be paid and distributed equally amongst Non-Executive Independent Directors for a period of three financial years with effect from 1st April, 2024 provided further that none of the Independent Director shall, in any Financial Year, receive an aggregate remuneration including sitting fees exceeding ₹20,00,000 (Rupees Twenty Lacs only).

In view of the significant expansion of the Company's business operations and the valuable guidance, expertise, time, commitment and efforts devoted by the Independent Directors towards the growth of the Company, the Board of Directors in their meeting held on 04th August 2026 have recommended for enhancement in payment of commission to the Non-Executive Independent Directors of the Company of a sum not exceeding 0.5% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, subject to a maximum of ₹1,50,00,000 (Rupees One Crore Fifty Lakh only) per annum with effect from the financial year 2026-27 and onwards. Further such commission shall be paid out of the profits of the Company for the respective financial year(s), provided that none of the Independent Director shall, in any such Financial Year(s), receive an aggregate remuneration exceeding ₹ 25,00,000 (Rupees Twenty-Five Lakh only) each excluding sitting fees for attending Board and Other Committee Meetings subject to shareholders approval by way of Ordinary resolution.

Except Dr Barada Kanta Mishra, Mrs Latha Ravindran, Ms Kiran Dhingra and Dr Deepak Kumar Mohanty, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution.

The Board recommends the Ordinary Resolution as set out in Item No.2 for approval of the members.

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

Registered Office:
IMFA Building Bomikhal
Rasulgarh, Bhubaneswar-751010, Odisha
Date: 04th August, 2026

Sd/-
(SMRUTI RANJAN RAY)
COMPANY SECRETARY & COMPLIANCE OFFICER

Annexure

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

1. **Dr Deepak Kumar Mohanty, (DIN: 09771960, Non- Executive Independent Director)**

	Father's Name	Mr Fakir Mohan Mohanty
	Date of Birth, Nationality, Age	01/06/1960, Indian, 66
	Qualifications	Doctorate (Ph.D.) in Economics and two Master's degrees in Economics.
	Nature of expertise in specific functional areas	Dr Mohanty has extensive expertise in macroeconomics, monetary policy, financial sector regulation, pension and social security reforms and financial stability. He has significant experience in economic policy formulation, regulatory governance, risk management, and central banking, gained through senior leadership roles at the RBI, IMF, PFRDA, and FICCI. 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	Member of the following Committees of the Board with effect from 05th August 2026: 1. Audit Committee – Member 2. Stakeholders Relationship Committee – Member 3. Finance Committee – Member
	Member of Committees in other Companies	NIL
	Key Terms and conditions of appointment and remuneration proposed to be paid	As per the resolution set out at Item No. 1 of this Postal Ballot Notice, Non-Executive Independent Director not Liable to retire 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 30.06.2026 (ii)₹40,000/- (iii) 1(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	Dr Mohanty possesses extensive expertise in economics, monetary policy, financial sector regulation, pension reforms, and public policy. His leadership experience at the RBI, IMF, PFRDA, and FICCI, along with his strong academic credentials and governance experience, equips him with the strategic, regulatory, and analytical capabilities required for the role.