

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2022

General information about company	
Scrip code	533047
NSE Symbol	IMFA
MSEI Symbol	NOTLISTED
ISIN	INE919H01018
Name of the entity	INDIAN METALS AND FERRO ALLOYS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I																																
Annexure I to be submitted by listed entity on quarterly basis																																
I. Composition of Board of Directors																																
Disclosure of notes on composition of board of directors explanatory																																
Wether the listed entity has a Regular Chairperson												Yes																				
Whether Chairperson is related to MD or CEO												No																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN							
									Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status																			

1	Mr	NALINI RANJAN MOHANTY	BRPM8748F	00237732	Non-Executive - Non Independent Director	Chairperson		08-11-1944	No				Active	Yes	04-09-2021	07-01-2005	26-07-2021		36	1	0	1	1		
2	Mr	BAIJAYANT PANDA	ADYPP5309A	00297862	Executive Director	Not Applicable		12-01-1964	No				Active	NA		26-02-1986	28-10-2021			1	0	0	0		
3	Mr	SUBHRAKANT PANDA	ADYPP5312K	00171845	Executive Director	Not Applicable	MD	05-01-1971	No				Active	NA		30-10-1999	28-10-2021			3	2	0	0		
4	Mr	CHITTA RANJAN RAY	AAMPR3509H	00241059	Executive Director	Not Applicable		19-12-1944	No				Active	NA		31-01-2013	31-01-2022			1	0	1	0		
5	Mr	STEFAN GEORG AMREIN	ZZZZ9999Z	06996186	Non-Executive - Non Independent Director	Not Applicable		03-01-1974	No				Active	NA		07-01-2016	26-07-2022			1	0	0	0	Textual Information(1)	
6	Mr	SUDHIR PRAKASH MATHUR	AASPM7087R	00173775	Non-Executive - Independent Director	Not Applicable		12-10-1946	No				Active	Yes	27-03-2019	28-10-2006	01-04-2019		60	1	1	1	1		
7	Mr	BIJOY KUMAR DAS	AAJPD5771G	00179886	Non-Executive - Independent Director	Not Applicable		24-09-1946	No				Active	Yes	24-07-2021	09-02-2016	09-02-2021		60	1	1	2	0		
8	Mrs	LATHA RAVINDRAN	AAAYPR3044D	08711691	Non-Executive - Independent Director	Not Applicable		30-05-1954	No				Active	NA		23-07-2020	23-07-2020		60	1	1	2	0		

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Textual Information(1)

Citizen of Switzerland, hence PAN is not applicable

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00173775	SUDHIR PRAKASH MATHUR	Non-Executive - Independent Director	Chairperson	17-05-2016			
2	00179886	BIJOY KUMAR DAS	Non-Executive - Independent Director	Member	26-07-2021			
3	08711691	LATHA RAVINDRAN	Non-Executive - Independent Director	Member	26-07-2021			

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00179886	BIJOY KUMAR DAS	Non-Executive - Independent Director	Chairperson	21-05-2018		
2	08711691	LATHA RAVINDRAN	Non-Executive - Independent Director	Member	15-12-2020		
3	06996186	STEFAN GEORG AMREIN	Non-Executive - Non Independent Director	Member	26-07-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00237732	NALINI RANJAN MOHANTY	Non-Executive - Non Independent Director	Chairperson	12-02-2019		
2	00241059	CHITTA RANJAN RAY	Executive Director	Member	17-05-2016		
3	00179886	BIJOY KUMAR DAS	Non-Executive - Independent Director	Member	26-07-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00171845	SUBHRAKANT PANDA	Executive Director	Member	09-06-2021		Textual Information(1)
2	00241059	CHITTA RANJAN RAY	Executive Director	Member	09-06-2021		
3	00173775	SUDHIR PRAKASH MATHUR	Non-Executive - Independent Director	Member	09-06-2021		

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Textual Information(1)

Risk Management Committee has no regular Chairperson. Mr Subhrakant Panda chaired the last Risk Management Committee meeting held on 22nd July, 2022

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00171845	SUBHRAKANT PANDA	Executive Director	Chairperson	17-05-2016		
2	00241059	CHITTA RANJAN RAY	Executive Director	Member	26-07-2021		
3	08711691	LATHA RAVINDRAN	Non-Executive - Independent Director	Member	15-12-2020		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	24-05-2022				Yes	8	7
2		26-07-2022	62		Yes	8	6

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	24-05-2022				Yes	3	3	3	0
2	Audit Committee	26-07-2022	62			Yes	3	2	2	0
3	Corporate Social Responsibility Committee	23-05-2022				Yes	3	3	1	0
4	Corporate Social Responsibility Committee	22-07-2022	59			Yes	3	3	1	0
5	Risk Management Committee	22-07-2022				Yes	3	3	1	0
6	Stakeholders Relationship Committee	27-05-2022				Yes	3	2	0	0

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Textual Information(1)

Risk Management Committee has no regular Chairperson. Mr Subhrakant Panda chaired the last Risk Management Committee meeting held on 22nd July, 2022

Annexure 1**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Prem Khandelwal
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III			
1	Name of signatory	Prem Khandelwal	
2	Designation	Company Secretary and Compliance Officer	
Applicability of disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	47784652.52

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information Textual Information(2)

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)
Name	Prem Khandelwal	
Designation	CFO	
Place	Bhubaneswar	
Date	11-10-2022	

Signatory Details

Name of signatory	Prem Khandelwal
Designation of person	Company Secretary and Compliance Officer
Place	Bhubaneswar
Date	11-10-2022