



## IFB INDUSTRIES LTD.

CIN: L51109WB1974PLC029637

Registered Office: 14 Taratolla Road, Kolkata -700 088

Tel: 91 33 30489299, Fax: 91 33 30489230, E-mail: investors@ifbglobal.com

Website: www.ifbindustries.com

### NOTICE TO MEMBERS

Notice is hereby given that the 49th Annual General Meeting of the members of IFB Industries Limited will be held on Wednesday the 30th day of July, 2025 at 10.30 A.M. IST at "RANGAMANCH" RAAJKUTIR IHCL SELECTIONS, 89C, Moulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata 700 054, to transact the following business.

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2025, including the audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025 and the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Amar Singh Negi (DIN: 08941850), who retires by rotation and being eligible, offers himself for re-appointment as a Director
4. To appoint a Director in place of Mr. P.H. Narayanan (DIN: 10158148), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

#### SPECIAL BUSINESS :

5. **To consider and if thought fit, to pass, the following Resolution as a Special Resolution :**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Amar Singh Negi (DIN: 08941850) who was appointed on the Board as Director in the capacity of Executive Director-Service Business Head and for appointment of whom the Company has received a nomination from a member proposing his appointment, be and is hereby re-appointed as Executive Director-Service Business Head of the Company for a period of 5 years with effect from 31.10.2025, liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for re-appointment of Mr. Amar Singh Negi (DIN: 08941850), designated as Executive Director – Service Business Head of the Company for a period of 5 (Five) years, with effect from 31.10.2025 and to continue beyond the age of 70 years, on the terms and conditions including remuneration as set out in explanatory statement attached hereto and forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits during any financial year / period in between."

**"RESOLVED FURTHER THAT** the Board (the term "Board" includes Board of Directors of Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the board and the appointee."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the Company to give effect to the aforesaid resolutions."

**6. To consider and if thought fit, pass, the following resolution as a Special Resolution :**

**“RESOLVED THAT**, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), consent of members of the Company be and is hereby accorded for continuation of directorship of Mr. Biswadip Gupta (DIN: 00048258) as Non-executive Independent Director of the Company beyond the age of 75 years till the expiry of his current term till 9th February, 2026.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution :**

**“RESOLVED THAT** pursuant to the provisions of Sections 179, 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Patnaik and Patnaik, Company Secretaries (Firm Registration No. P2017WB064500) as the Secretarial Auditor of the Company for a term of consecutive five (5) years from Financial Year 2025-26 till Financial year 2029-30, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report and other certificates or reports as may be permissible under applicable laws.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors. “

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and for matters connected therewith, or incidental thereto.”

**8. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution :**

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 9 lakhs (Rupees nine lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001), duly appointed by the Board of Directors based on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2026.”

**Registered Office :**

14, Taratolla Road  
Kolkata - 700 088  
CIN : L51109WB1974PLC029637  
E-mail : investors@ifbglobal.com  
Website : www.ifbindustries.com

Date : 28th May, 2025

Place : Kolkata

By Order of the Board

**Ritesh Agarwal**

*Company Secretary*

ICSI Membership No. : A 17266

**NOTES:**

1. A Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the “Act”) and Secretarial Standard on General Meetings (Revised) – 2 (the “SS 2”), relating to Special Businesses to be transacted at the Meeting, are annexed hereto. The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “SEBI LODR”). Additional disclosures, pursuant to Regulation 36(3) of the SEBI LODR, in respect of the directors seeking appointment / re-appointment form part of this Notice convening the 49th Annual General Meeting (AGM) of the Company (the “Notice”).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
3. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days advance notice in writing is given to the Company.
5. The landmark and route map to the AGM venue is attached and forms part of this Notice.
6. In pursuance of Section 113 Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM physically and to vote through remote e-voting or Ballot Paper at the AGM venue. The said Resolution/Authorization is required to be sent to the Scrutinizer by email through its registered email address to patnaikandpatnaik@yahoo.com with a copy marked to evoting@nsdl.co.in. 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. Failure to submit a Board Resolution, Authority Letter, or Power of Attorney by a non-individual shareholder (excluding HUF) in the manner explained above. will result in the vote being deemed invalid by the Scrutinizer.
7. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings. The securities holders/ claimants are required to apply for dematerialisation of securities on the basis of the ‘letter of confirmation(s)’ within a period of 120 days from the date of its issuance. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th July, 2025 to 30th July, 2025 (both days inclusive).
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, KYC details etc., to their DPs in case the shares are held by them in electronic form and to the Registrar of the Company in case the shares are held by them in physical form.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat

account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

10. Shareholders are informed that in terms of the provisions of the “SEBI LODR”, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

*[Explanation: For the purpose of this clause, the term ‘directly or indirectly’ includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]*

11. The Company had already sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular. The ISR-1 is also uploaded in the website of the Company [www.ifbindustries.com](http://www.ifbindustries.com). Attention of the members are sought to submit the said form ISR-1.
12. Members may also note that SEBI vide its Circular has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of Duplicate Securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly signed and filled ISR-4, the format for which is available on the Company’s website at [www.ifbindustries.com](http://www.ifbindustries.com).
13. In case of Joint holders, there will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Non-Resident Indian Members are requested to inform the Registrar any change in the Residential Status consequent to return to India for permanent settlement, and update particulars of the Bank account maintained in India with complete name, Branch, account type, account number and address of the Bank.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 23rd July, 2025 through email to [investors@ifbglobal.com](mailto:investors@ifbglobal.com). The same will be replied by the Company suitably.
16. In accordance with the aforesaid MCA Circulars, SEBI Circulars and provisions of the Companies Act 2013, the Notice of the 49th AGM along with the Annual Report for FY2024-25 (including Financial Statements, Board’s Report etc) are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company shall send physical copy of the Annual Report for FY2024-25 to those Members who request for the same at [investors@ifbglobal.com](mailto:investors@ifbglobal.com) or raises request with the RTA by using URL: [https://web.in.mpms.mufg.com/cbms/service\\_request.html](https://web.in.mpms.mufg.com/cbms/service_request.html) mentioning their Folio No./DP ID and Client ID. Members may note that Annual Report 2024-25 and Notice convening the 49th AGM along with the proxy form and attendance slip is also available on the website of the Company at [www.ifbindustries.com](http://www.ifbindustries.com) and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

17. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed.
18. All documents referred to in the Notice and the Explanatory Statement shall be made available for on-line inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [investors@ifbglobal.com](mailto:investors@ifbglobal.com) with a copy marked to [rta@cbmsl.com](mailto:rta@cbmsl.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.
19. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, shall be made available for inspection by the members at the Annual General Meeting.
20. Instructions for e-voting and joining the AGM are as follows:

**a. VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.
- ii. **The remote e-voting will commence on Sunday, 27th July, 2025 at 9:00 AM (IST) and will end on Tuesday, 29th July, 2025 at 5:00 PM (IST).** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd July, 2025, may cast their vote by remote e-voting. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend AGM but shall not be entitled to cast their vote again.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If the member forgets the password, the member can reset his password by using "Forget User Details/password" or "Physical User Reset Password" option available on hyperlink "<http://www.evoting.nsdl.com>" [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 022-4886 7000. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps of remote e-voting as mentioned below under.

- iii. **The process and manner for remote 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**

**Step 2 : Cast your vote electronically.**

**Details on Step 1 are mentioned below:**

- Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 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 e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. OTP Based Login</b></p> <p>For OTP based login click at: <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 or joining virtual meeting &amp; voting during the meeting.</p> <p><b>B. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section.</li> <li>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>Click on “Access to e-Voting” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or Voting by electronic means during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Please follow steps given in points 1-5 of Pt. B.</li> </ol>

Type of shareholders	Login Method
	<p><b>C. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or Voting by electronic means during the meeting.</li> </ol> <p><b>D. E-Voting through NSDL App</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<p>Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration">https://web.cdslindia.com/myeasi/Registration</a> / Easi Registration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository Participants	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or Voting by electronic means during the meeting.</p>

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.**

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21 099 11

**B. Login method for e-Voting 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 computer or on laptop.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code 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 will be as per details 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. Your password details 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 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) In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.
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](http://www.evoting.nsdl.com).
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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, click 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.

**Details on Step 2 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 134257" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to [patnaikandpatnaik@yahoo.com](mailto:patnaikandpatnaik@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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. Failure to submit a Board Resolution, Authority Letter, or Power of Attorney by a non-individual shareholder (excluding HUF) in the manner explained above. will result in the vote being deemed invalid by the Scrutinizer.
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 <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022-4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@ifbglobal.com](mailto:investors@ifbglobal.com) latest by 24th July, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Each Speaker is requested to express his / her views within 1 – 2 minutes of the allotted time. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak.

**Process for registration of email id for obtaining Annual Report and user id/password for e-voting**

- Physical Holding : In case shares are held in physical mode may please send a request to the Registrar and Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) providing 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) for registering email address.
- Demat Holding: 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 [rta@cbmsl.com](mailto:rta@cbmsl.com) .
- Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**Other Instructions:**

- Mr. S K Patnaik, Practicing Company Secretary (Membership No. FCS 5699) Partner of M/s. Patnaik & Patnaik, Company Secretaries has been appointed by the Board of Directors as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by electronic voting at the venue of AGM for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and prepare, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ifbindustries.com](http://www.ifbindustries.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of the results by the Chairman or person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting itself, i.e. July 30, 2025.

**Registered Office :**

14, Taratolla Road  
Kolkata - 700 088  
CIN : L51109WB1974PLC029637  
E-mail : [investors@ifbglobal.com](mailto:investors@ifbglobal.com)  
Website : [www.ifbindustries.com](http://www.ifbindustries.com)

Date : 28th May, 2025  
Place : Kolkata

By Order of the Board

**Ritesh Agarwal**  
Company Secretary  
ICSI Membership No. : A 17266

**Statement Pursuant to Section 102(1) of the Companies Act, 2013**

As required under section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to business under Items no. 5 & 8 of the accompanying Notice:

**ITEM No. 5:**

Mr. Amar Singh Negi (DIN: 08941850), aged 65 years was appointed as an Executive Director-Service Business Head of the Company by the members in the 43rd Annual General Meeting held on 6th August, 2021 for a period of five years w.e.f. 30th October, 2020 till 29th October, 2025.

Requisite Notice under Section 160 of the Act proposing there appointment of Mr. Negi has been received by the Company.

At the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company re-appointed Mr. Amar Singh Negi (DIN: 08941850) as an Executive Director-Service Business Head of the Company for a period of five years with effect from 30.10.2025 and to continue to hold the position beyond the age of 70 years during the said term, subject to approval of the shareholders of the Company, in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below :

**Remuneration:**

- a) Salary: ₹ 5,33,759/- (Rupees Five Lakhs Thirty-Three Thousand Seven Hundred Fifty-Nine only) per month.
- b) HRA : ₹ 2,66,882/- (Rupees Two Lakhs Sixty-Six Thousand Eight Hundred Eighty-Two only) per month.
- c) Special Personal Allowance (SPA): ₹ 1,73,648/- (Rupees One lakh Seventy-Three Thousand Six Hundred Forty-Eight only) per month.
- d) Other allowances : ₹ 2,550/- (Rupees Two Thousand Five Hundred Fifty only) per month.
- e) Medical Reimbursement : As per the rules of the Company.
- f) Leave Travel Allowance : For self and family once in a year incurred in accordance with the Rules of the Company.
- g) Personal Accident Insurance : As per the rules of the Company.
- i) Car : Provision of car for use on Company's Business will not be considered as perquisite. However, use of car for private purpose will be billed by the Company.
- j) Telephone: Company will reimburse expenses in connection with telephone at residence & mobile connections used for official purposes as per the rules of the Company.

**Explanation:** For the purpose of this part, family' means the spouse, the dependent children and dependent parents.

**Other Benefits:**

- i) Gratuity: As per the rules of the Company.
- ii) Contribution to the Provident Fund, Superannuation Fund/NPS or Annuity Fund: As per the rules of the Company.
- iii) Encashment of leave: As per the rules of the Company.

Apart from the aforesaid remuneration, he will be entitled to variable incentive pay not exceeding of ₹ 30 Lakhs per year and reimbursement of all expenses incurred in connection with the business of the Company.

The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modifications or re-enactment thereof; and in the absence of any such rules, perquisite and allowances shall be evaluated at actual cost. The Company's contribution to Provident Fund, Superannuation/NPS or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

The terms and conditions of the said appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies

(Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations. Further, the remuneration as would be paid to Mr. Amar Singh Negi during his tenure would be the remuneration payable to him even if the said remuneration exceeds the stipulated managerial remuneration limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the excess payment of managerial remuneration, if any, during any financial year / period in between will stand waived subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

The agreement may be terminated by either party giving the other three months' notice.

The details of other Directorship and Membership in other companies/committees of Mr. Amar Singh Negi are provided in the 'Annexure' to the Notice. Mr Negi holds 20,200 Equity shares in the Company.

The above may be treated as an abstract of the terms of contract between the Company and Mr. Amar Singh Negi.

Mr. Amar Singh Negi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Negi shall perform such duties and exercise such powers as are entrusted to him by the Board. No Director, Key Managerial Personnel or their relatives, except Mr. Amar Singh Negi to whom resolution relates are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set forth in item no. 5 as a Special Resolution for the approval of the Members.

**ITEM No. 6:**

In terms of Regulation 17(1A) of SEBI Listing Regulations as amended consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years. Mr. Biswadip Gupta was appointed as Non-Executive, Independent Director by the members by way of passing of resolution by postal ballot dated 25th March, 2025 for a period of 4 years w.e.f. from 9th February, 2022. He will attain the age of 75 years with effect from 25th December, 2025 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term till 9th February, 2026.

The details of his other Directorship and memberships in other companies/committees in terms of Regulation 36 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 on General Meetings are provided in the "Annexure" to the Notice.

Declaration has been received from Mr. Gupta that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (LODR) Regulations, 2015.

The Committee and the Board are of view that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director of the Company.

Mr. Biswadip Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Mr Gupta is not debarred from holding the office of Director in terms of any SEBI order or by any order of any other authority Mr. Gupta does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person.

No Director, Key Managerial Personnel or their relatives, except Mr. Biswadip Gupta to whom resolution relates are concerned or interested in the proposed resolution. Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Biswadip Gupta as an Independent Director till the expiry of the current term till 9th February, 2026, for the approval by the shareholders of the Company.

The Board of Directors of the Company recommends the resolution set out in item No. 6 as a Special Resolution for approval of the members.

**ITEM No. 7:**

In accordance with Sections 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 28, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Patnaik and Patnaik, Company Secretaries (Firm Registration Number: P2017WB064500) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditors from the Financial Year 2025-26 upto Financial Year 2029-30.

M/s. Patnaik and Patnaik, Company Secretaries is a firm of Practicing Company Secretaries, primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Patnaik and Patnaik, Company Secretaries had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Patnaik and Patnaik, for the financial year 2025-26 is ₹ 2,25,000/- (Rupees Two Lakh Twenty-five Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

Consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution set forth in item no. 7 as an Ordinary Resolution for the approval of the members.

**ITEM No. 8:**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. Shome & Banerjee, Cost Auditors to conduct the audit of the cost records of the company for the financial year ending March 31, 2026 at a fee of ₹ 9,00,000 plus taxes as applicable and reimbursement of conveyance expenses on actual basis as incurred by them in connection with the Audit.

In accordance with the provisions of Section 148 of the Companies Act read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to Cost Auditors require ratification by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 8 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2026.

None of the Directors/ Key Managerial Personnel of the company / their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 8 of the notice.

The Board recommends the resolution set forth in item no. 8 as on Ordinary Resolution for the approval of the members.

**Registered Office :**

14, Taratolla Road  
Kolkata - 700 088  
CIN : L51109WB1974PLC029637  
E-mail : investors@ifbglobal.com  
Website : www.ifbindustries.com

Date : 28th May, 2025  
Place : Kolkata

By Order of the Board

**Ritesh Agarwal**  
Company Secretary  
ICSI Membership No. : A 17266

**Details of the Director seeking appointment/ reappointment in Annual General Meeting (in pursuance of Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of the Company Secretaries of India:**

Name of Director	Mr. Amar Singh Negi	Mr. Panamanna Hariharan Narayanan	Mr. Biswadip Gupta
DIN	08941850	10158148	00048258
Date of birth / Age	02.06.1960 / 65 years	11.06.1962 / 63 years	25.12.1950 / 74 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	30.10.2020	23.11.2023	10.02.2021
Category of Director	Executive	Executive	Independent
Qualification	Four Years Post diploma in Electrical Engg. from YMCA Institute of Engineering Faridabad in 1982, specialisation in Electrical Machines and Power apparatus.	Graduate in B.Sc. (Maths) from Madras University, B. Tech. (Production Technology) from MIT and Masters of Science (Manufacturing Systems Engineering)	BE (Metallurgy) and MBA (Marketing)
Experience in functional areas	He has more than 38 years of experience in various fields including Service Management etc	He has more than 40 years' experience in the engineering and auto ancillary industry. He joined as a Management Trainee in Sundaram Clayton Ltd in the year 1985 and rose to the position of President, Sundaram Clayton Group of Companies. He also worked with UCAL Fuel Systems Ltd as CEO from the year 2013 and continued till 2020.	He has more than 48 years' experience in the steel and refractory industry. He is Chairman of Vesuvius India Ltd., and Founder of Vesuvius India Ltd. and was Managing Director for over 27 years.
Relationship with other Directors	He is not related to any Director.	He is not related to any Director.	He is not related to any Director.
Shareholding in the Company including shareholding as a beneficial owner	20200 Nos.	NIL	NIL
List of directorships held in other listed companies	Nil	NIL	VESUVIUS INDUSTRIES LTD

Name of Director	Mr. Amar Singh Negi	Mr. Panamanna Hariharan Narayanan	Mr. Biswadip Gupta
Committee membership in other listed companies	Nil	NIL	VESUVIUS INDIA LTD Member & Chairman of : 1. Audit Committee 2. Stakeholders Committee 3. CSR Committee 4. Risk Committee Member of - Nomination & Remuneration Committee
Listed entities from which the Person has resigned in the last three years.	Nil	NIL	NIL

Note: The information regarding skills and capabilities of the Directors, Board Meetings attended during the year and their Remuneration details are available in the Corporate Governance Report.





**IFB**  
**IFB INDUSTRIES LTD.**

CIN: L51109WB1974PLC029637  
Registered Office: 14 Taratolla Road, Kolkata -700 088  
Tel: 91 33 30489299, Fax: 91 33 30489230, E-mail: investors@ifbglobal.com  
Website: www.ifbindustries.com

**PROXY FORM – MGT -11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Annexure to the Notice dated 28th May, 2025 of the 49th Annual General Meeting to be held on 30th July, 2025**

Name of the Member(s) : .....  
Registered Address : .....  
E-mail ID : .....  
Registered Folio / Client ID : ..... DP ID : .....

No. of Equity Share(s) held : .....

I / We, being the member(s), holding ..... shares of abovementioned Company hereby appoint :

(1) Name ..... Address .....  
E-mail ID ..... Signature ..... or failing him / her;  
(2) Name ..... Address .....  
E-mail ID ..... Signature ..... or failing him / her;  
(3) Name ..... Address .....  
E-mail ID ..... Signature .....

as my/our proxy to attend and vote through electronic mode for me/us and on my/our behalf at the **48th Annual General Meeting** of the Company, to be held on Wednesday the 30th day of July, 2025 at 10.30 A.M. IST at “RANGAMANCH” RAAJKUTIR IHCL SELEQTIONS, 89C, Moulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata 700054 and at any adjournment thereof in respect of all such resolutions as are indicated below:

Resolution Number	Description
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31,2025, including the audited Balance Sheet as at March 31, 2025, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.
2.	To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025 and the Report of the Auditors thereon.
3.	To appoint a Director in place of Mr. Amar Singh Negi (DIN: 08941850), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4.	To appoint a Director in place of Mr. P.H. Narayanan (DIN: 10158148), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
<b>Special Business</b>	
5.	To re-appoint Mr. Amar Singh Negi (DIN: 08941850), as an Executive Director for a period of 5 years w.e.f. 30th October, 2025 (Special Resolution)
6.	To approve continuation of Mr. Biswadip Gupta (DIN: 00048258) as a Non-Executive Independent Director beyond the age of 75 Years. (Special Resolution)
7.	To appoint M/s. Patnaik and Patnaik, Company Secretaries, having Firm Registration No. P2017WB064500, as Secretarial Auditors of the Company for a period of 5 consecutive years. (Ordinary Resolution)
8.	To ratify the remuneration of M/s Shome & Banerjee, Cost Accountants (Firm Registration Number - 000001) as Cost Auditor of the Company, appointed to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2026. (Ordinary Resolution)

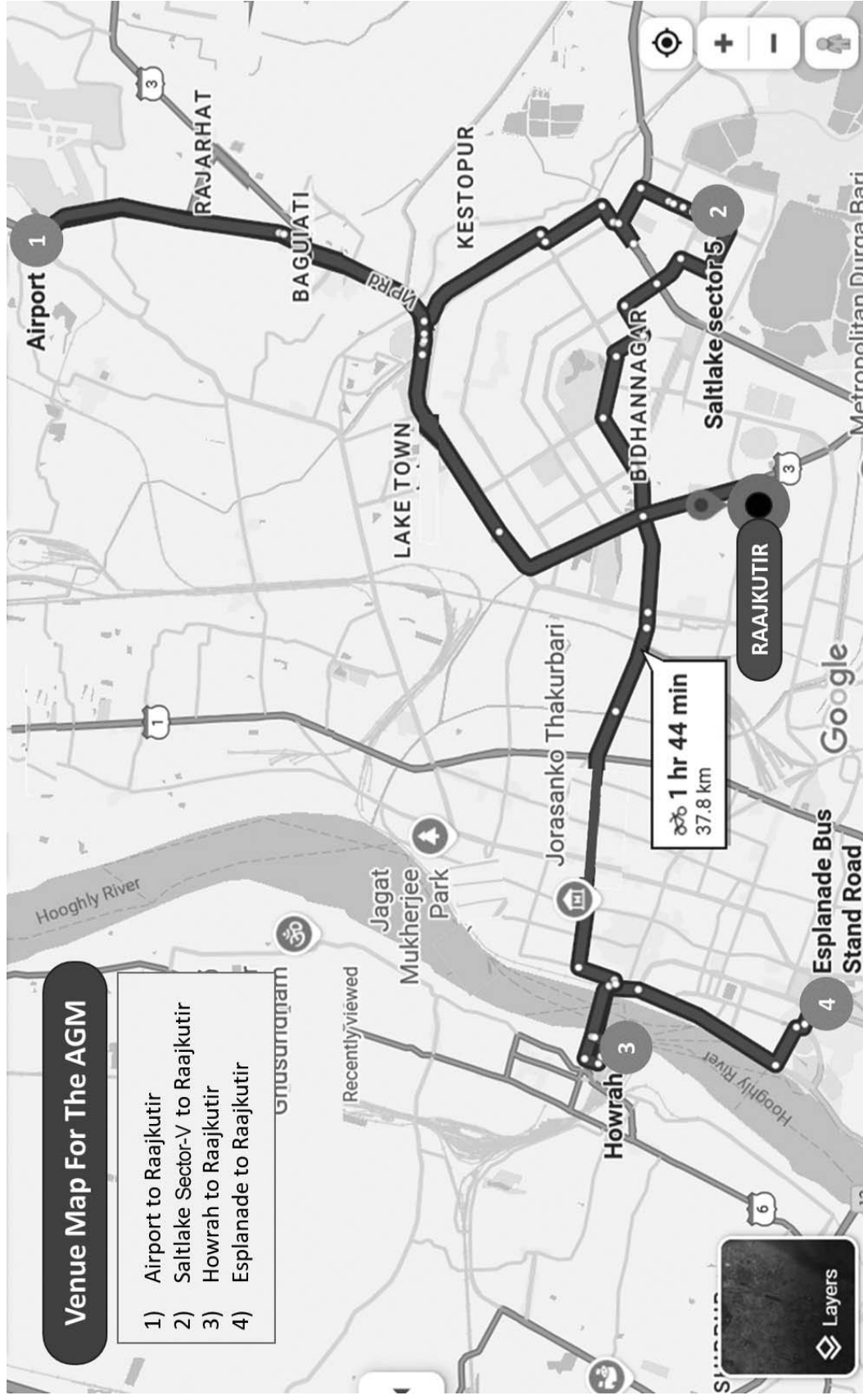
Signed this ..... day of ....., 2025.

Signature of Shareholder(s) .....

Signature of Proxy holders(s) .....

**Affix  
Re.1/-  
Revenue  
Stamp**

- Note :**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
  - For the Resolutions and Notes, please refer to the Notice of the Annual General Meeting dated 28th May, 2025. Please complete all details including details of member(s) in above box before submission.
  - A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Paid up Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the Paid-up Share Capital of the Company, then such proxy shall not act as a proxy for any other person or Member.



Venue Address : Rangmanch, Rajkutir, IHCL Seleqtions, 89C, Moulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata - 700 054

(TEAR HEAR)

**IFB**  
**IFB INDUSTRIES LTD.**

CIN: L51109WB1974PLC029637  
Registered Office: 14 Taratolla Road, Kolkata -700 088  
Tel: 91 33 30489299, Fax: 91 33 30489230, E-mail: investors@ifbglobal.com  
Website: www.ifbindustries.com

**ATTENDANCE SLIP**

**Annexure to the Notice dated 28th May, 2025 of the 49th Annual General Meeting to be held on 30th July, 2025**

**Name of the Member(s)** : .....

**Registered Address** : .....

.....

.....

**E-mail ID** : .....

**Registered Folio / Client ID** : ..... **DP ID** : .....

**No. of Equity Share(s) held** : .....

I/We hereby record my/our presence at the **49th Annual General Meeting** of the Company held on Wednesday at 10.30 A.M. IST at "RANGAMANCH" RAAJKUTIR IHCL SELEQTIONS, 89C, Moulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata 700054.

.....  
Member's/ Proxy's name in Block Letters

.....  
Member's/ Proxy's Signature

**Note: Please complete the Name, Address and Folio/ DP ID & Client ID No., sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.**

ELECTRONIC VOTING PARTICULARS		
EVEN (E - Voting Event Number)	User ID	Password
134257		

**Note: Please read carefully the instructions printed under the Note No. 20 to the Notice of 49th Annual General Meeting dated 30th July, 2025. The e-Voting period starts from 9:00 A.M. on 27th July, 2025 and ends at 5:00 P.M. on 29th July, 2025. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by NSDL.**

