NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM)

Notice is hereby given that an **Extra Ordinary General Meeting (EGM)** of the Members of The Indian Institute of Metals will be held at 15:00 hrs on Monday,17^{th} November 2025 through Video-Conference/Other Audio-Visual Means to be administered from IIM Head Office (METAL HOUSE, Plot 13/4, Block AQ, Salt Lake, Sec V, Kolkata: 700 091) to transact the following Special Business.

ITEM No. 1:

To approve the proposal to adopt the amended Articles of Association

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

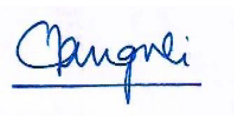
"RESOLVED THAT pursuant to the provisions of Sec 8, 14 and 15 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Registrar of Companies , consent of the members be and are hereby accorded to implement the following proposed additions, modifications and alterations in the Articles of Association of The Indian Institute of Metals, thereby amending clauses 2.1 (c), Clause 2.4 and Clause 2.5 to effect the following changes in the Articles of Association of the Company so that they appear as :

i. The nomenclature of **IIM Honorary Membership,** in Clause 2.1 (c), shall be renamed as **IIM Distinguished Fellow**, wef 1^{st} January 2026, being adopted with retrospective effect since inception.
ii. The **Membership Fees** will be considered as inclusive of GST of 18 %, with retrospective effect, from 1^{st} April 2025. The same shall be included as sub-clause (i) of Clause 2.4.
iii. The **Membership Subscription Fees** shall not have Admission Fees and Postage hence forth. (Any additional components of the fees structure, apart from the Subscription base amount will be waived off wef 1^{st} January 2026), in clause 2.5

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to make necessary E-Filings with the Registrar of Companies and to do all such acts, deeds and things, as may be necessary to give effect to the aforesaid resolution."

The revised Articles of Association of The Indian Institute of Metals, have been attached herewith as **Appendix-1**, for your reference.

For and on behalf of the Board of Directors of,
THE INDIAN INSTITUTE OF METALS



Brig Arun Ganguli (Retd)
Director
DIN: 10298989

Date: 30.10.2025
Place: Kolkata

(Notes in the Next Page)

NOTES:

1. In accordance with the Ministry of Corporate Affairs ("MCA") issued circulars, latest being Circular No 03/2025 dated September 22, 2025 permitting the convening of Extra-Ordinary General Meeting **("EGM")** through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), without the physical presence of members at a common venue is valid till further orders. Accordingly, in compliance with the provisions of the Companies Act, 2013, and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM. The deemed venue shall be METAL HOUSE, Plot 13/4 , Block AQ, Salt Lake, Sec V, Kolkata : 700 091.

2. Since the EGM is being conducted via VC/OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxies and attendance slips have not been annexed as a part of this Notice.

3. A copy of the notice of EGM has been displayed on the website of the Company.

4. Facility for joining the EGM shall be kept open at least 15 minutes before the scheduled time of the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

5. Voting will be conducted by way of show of hands, in accordance with Section 107 of the Companies Act, 2013, unless poll is demanded. If a poll is demanded, Members can cast their vote by sending an email at secretarygeneral@iim-india.net from their email addresses registered with the Company.

6. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

7. The details of the VC link for joining this Meeting will be communicated to the Members separately.

8. As per the MCA mentioned circular, the EGM Notice has been sent by way of electronic mode to the Members. The Statutory Registers are available for inspection by the Members, by way of electronic mode. Members desirous of inspecting the Registers may do so by sending their request in writing at the secretarygeneral@iim-india.net .

9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business given in this notice in Item No. 1 is annexed hereto.

10. Since the EGM shall be held through VC/OAVM the route map is not annexed along with the Notice.

11. All documents referred to in the accompanying notice shall be available for inspection in electronic mode, on the day of the EGM.

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EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

The Board of Directors of the Company at its meeting held on 24th October 2025 at IIT Hyderabad in hybrid mode has proposed to amend and adopt changes in the Articles of Association, incorporating specific changes to clauses 2.1 (c), Clause 2.4 and Clause 2.5 to effect organizational requirements. The proposed amendments include the following:

i. **Renaming of Membership Category:** The nomenclature of "IIM Honorary Membership" as mentioned in Clause 2.1(c) shall be renamed as "IIM Distinguished Fellow" with effect from 1st January 2026, being adopted with retrospective effect since inception.

ii. **Inclusion of GST in Membership Fees:** The Membership Fees shall be considered as inclusive of GST at 18%, with retrospective effect from 1st April 2025 onward. This amendment shall be inserted as sub-clause (i) of Clause 2.4 of the Articles of Association.

iii. **Revision of Membership Subscription Fees Structure:**

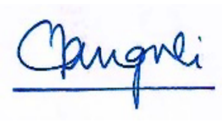
The **Membership Subscription Fees** shall not have Admission Fees and Postage hence forth. (Any additional components of the fees structure, apart from the Subscription base amount will be waived off wef 1st January 2026), in clause 2.5

The draft of the amended Articles of Association, reflecting the aforementioned changes, is available for inspection by Members in electronic mode and has been circulated along with this Notice as **Appendix – 1**.

The Board recommends the passing of the **Special Resolution** as set out in Item No. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors
For The Indian Institute of Metals



Brig Arun Ganguli (Retd)
Director
DIN: 10298989
Date: 30.10.2025
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