

Secretarial Compliance Report of IFCI LIMITED For the year ended 31st March, 2024

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **IFCI LIMITED** ("the listed entity" or "IFCI"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the financial year ended 31st March, 2024 ("Review Period")

in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines Including Specific clause) (i)	Regulatio n /Circular No. (ii)	Deviatio ns (iii)	Action Taken by (iv)			Observa tions/R emarks of the Practici ng Compan y Secretar y (PCS) (viii)	Managem ent Response (ix)	Remark s (x)
	17(1), 17(2A), 18(1), 19(1)/19(2), 20(2)/20(2A) and 21(2)	17(1), 17(2A), 18(1), 19(1)/ 19(2), 20(2)/20(2A) and 21(2)	complianc e with respect to the Compositi on of the board, quorum of meetings and constitutio	and National Stock Exchange Limited (NSE) for the quarter ended March 31, 2023	complianc	inclusive of GST.	Column (vi) of	submitted a response to NSE and BSE vide their letters dated 24.05.2023 and 29.08.2023 and 30.11.2023 and 01.03.2024 respectively, for the quarter ended March 31, 2023 and June 30,	requisite inumber of the Indepen dent Directors ; consequ ential to non complian ce of Regulati on 18(2)(b) and 19(2A) of SEBI (LODR)
	17(1), 17(2A), 18(1), 19(1)/ 19(2),	17(1), 17(2A), 18(1),	complianc e with respect to	Limited and	complianc	₹14,07,740/ - each inclusive of GST		and Dec 31,	ons, 2015

and 21(2). 19(2), Compositi Exchange Compositi Exchange 20(2)/20(2Aon of theLimited on of the not	
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Committe Committee Company	
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Directors Directors appointm	
17(1),18(1), 17(1), 18(1), complianc Limited complianc /- each Independ	
19(1)/ 19(2),19(1)/ e withand e withinclusive of Directors	
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Directors Directors Ministry	
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4. Regulation Regulation Non- BSE Fine Non- ₹9,77,040/- charge	of
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and 19(1)/and 19(1)/e withand e withinclusive of Company	
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and ended Dec and	
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Committe	
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Directors Directors	

5. Regulation Regulation The Not Applicable 25(3) 25(3) Independe nt Directors of the listed entity did not hold at least one meeting during the financial year, without the presence of Non- Independe nt Directors and members of the managem ent, as there is only one Independe nt Director on the Board of the Company.	The - Managemen t informed that view of absence of requisite number of Independent Directors on the Board of the Company, no separate Meeting of Independent Directors was held
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and members of the managem ent, as there is only one Independe nt Director on the Board of the	the
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of the managem ent, as there is only one Independe nt Director on the Board of the	of
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there is only one Independe nt Director on the Board of the	the Board of
only one Independe nt Director on the Board of the	Company is
Independe nt Director on the Board of the	done by DFS,
nt Director on the Board of the	MOF being
on the Board of the	the
Board of the	Department/
the	Ministry
	Administrati
	vely in
	charge of
	the
	Company.
	Requests
	have been
	made to
	DFS, MOF
	for
	appointment
	/ nomination
	of requisite
	number of
	Independent
	Directors.
	Directors.
	Directors.
	Directors.

6.	Regulation	Regulation	At least	Not Applicable	- In view of-
0.	-	-	one	Νοι Αρμιταδίε	
	24(1)	24(1)			
			Independe		requisite
			nt Director		number of
			on the		Independent
			Board of		Directors on
			Directors		the Board of
			of the		the
			listed		Company,
			entity shall		the
			be a		requirement
			Director		could not be
			on the		met. DFS,
			Board of		MOF being
			Directors		the
			of an		Department/
			unlisted		Ministry
			material		Administrati
			subsidiary.		vely in
			However,		charge of
			the		the
			Company		Company.
			is in non-		Requests
			complianc		have been
			e of the		made to
			same		DFS, MOF
			during the		for
			whole		appointment
			financial		/ nomination
			year as the		of requisite
			material		number of
			subsidiarie		Independent
			s i.e Stock		Directors.
			holding		
			Corporatio		
			n of India		
			Ltd. does		
			not have		
			on its		
			Board any		
			ID of		
			Company .		
			company .		
L			1		I I I

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (i)	report for the year ended March 31, 2023 (ii)	Compliance Requirement (Regulations/ Circulars/guid elines including specific clause) (iii)	Details of violation/deviatio ns and actions taken/penalty imposed, if any, on the listed entity (iv)	Remedial actions, if any, taken by the listed entity (v)	Comments of PCS on the actions taken by the listed entity (vi)
1.	Non-compliance with respect to the Composition of the board, quorum of meetings and constitution of Committees of Directors	no. (i) of table (b)	17(2A), 18(1), 19(1)/ 19(2), 20(2)/20(2A) and 21(2)	Committees of Directors are not in compliance for the quarter ended March 31, 2022, June 30, 2022, Sep 30, 2022 and Dec 31, 2022 respectively. Action taken by BSE Limited and National Stock Exchange Limited (NSE).	submitted a response to NSE and BSE vide their letters dated 27.05.2022 and 29.08.2022 and 30.11.2022 and 22.02.2023 respectively, for the quarter ended March 31, 2022 and June 30, 2022 and Sep 30, 2022 and Dec 31, 2022 and has requested the Stock Exchanges not to impose the fine and any other	(v) of table (b)

				[]
		imposed a fine of	-	
			actions on the	
		,₹14,19,540/- ₹14,24,000/	Company, since	
		,₹14,34,880/- and ₹14,22,080/ aach	the appointment	
		₹14,23,080/-each inclusive of GST	of Independent	
		respectively for the	Directors on the	
		quarter ended	Board of	
		March 31, 2022,		
		June 30, 2022, Sep		
		30, 2022 and Dec	by DIS, WOI,	
		30 2022		
			Department/	
			Ministry	
			Administratively in	
			charge of the	
			Company.	
			Accordingly,	
			Company has	
			been requesting	
			the DFS, MOF of	
			Government of	
			India being the	
			Department/	
			•	
			Ministry	
			Administratively in	
			charge for	
			appointment of	
			requisite number	
			of Independent	
			Directors on the	
			Board of the	
			Company.	
			Considering our	
			requests DFS,	
			MOF vide letter	
			dated May 10,	
			2023 had	
			appointed Shri	
			Umesh Kumar	
			Garg as	
			Independent	
			Director on the	
			Board of the	
			Company w.e.f.	
			May 10, 2023.	

		Subsequently, on	
		August 08, 2023	
		Shri Umesh Kumar	
		Garg had been	
		inducted in the	
		Committees of	
		Directors.	
		Consequently the	
		Composition of	
		Stakeholders'	
		Relationship	
		Committee and	
		Risk Management	
		Committee have	
		been complied	
		with. Also, NSE	
		being the	
		-	
		designated	
		exchange vide	
		letter dated April	
		15, 2024 had	
		waived the fines in	
		respect of	
		Stakeholders'	
		Relationship	
		Committee and	
		Risk Management	
		Committee as	
		composition of	
		these Committees	
		were made	
		complied with	
		SEBI Listing	
		Regulations after	
		induction of one	
		Independent	
		Director.	
		However, there is	
		still absence of	
		requisite number	
		of Independent	
		Directors on the	
		Board of the	
		Company.	Daga 9 of 12

2.	Non submission	Refer to column	Regulation 34	Non submissio	on ofT	The Manage	ement	Refer column (v) of
	of the Annual	no. (i) of table		the Annual R	Return	of the con	npany	table (b)
	Return within	(b)		within the p	periodh	nad submitt	ed a	
	the period			•	underr	eply	dated	
	prescribed under			Regulation 34.	C	October 21, 🛛	2022	
	Regulation 34				s	stating that	the	
				Action taken by	oy BSEc	company	had	
				Limited (BSE).		obtained	an	
						extension	from	
				BSE imposed a		-	of	
						Companies	for	
				inclusive of GST		convening AG		
					ŀ	Hence, base	d on	
					t	he submis	ssions	
					r	made by	the	
					c	Company,	BSE	
						/ide		
					c	communicati	on	
						dated March		
						2023,	had	
						withdrawn	said	
						ine.		
					ľ	inc.		
3.	Delay in	Refer column no.	Regulation 50	Delay in furni	ishingT	The manage	ement	Refer to column no.
	furnishing prior	(i) of table (b)		prior intim	nation	of the con	npany	(v) of table (b)
	intimation with			with respect to	o dateh	nad submitt	ed a	
	respect to date			of payment	: ofr	response	dated	
	of payment of			interest/		anuary 16,		
	interest/			redemption am		-		
	redemption					equest to		
	amount or					ines impose		
	intimation			-	-	he Company	-	
	regarding board			the rights		not to take	-	
	meeting			interest of ho				
	effecting the			of NCDs/NCRPS		he Company		
	rights or interest			Action taken by		Company	has	
	of holders of NCDs/NCRPS			Action taken by BSE Limited (BS	-	peen continu following	with	
	INCUS/INCRES			DSE LIITIILEU (BS	,	BSE.	vvitii	
				BSE imposed a		JJL.		
	1				5 mic			
				of ₹2.360/- incl	lusive			
				of ₹2,360/- incl of GST.	clusive			

4.	Delay	inRefer to columnRegulation 60(2)	Delay in submission	The managementRefer to column no.
	submission	ofno. (i) of table	of the notice of	of the company(v) of table (b)
	the notice	of(b)	Record date	had filed a reply
	Record date			dated January 16,
			Action taken by BSE	2023 along with
			Limited (BSE).	the request to
				waive fines
			BSE imposed a fine	imposed on the
			of ₹11,800/-	Company and not
			inclusive of GST.	to take any other
				action on the
				Company. Fine has
				been since paid.

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Secretarial Standards The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)		Generally Complied with
2.	 <u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 	Yes	None
	 All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI 	Yes	None
3.	 Maintenance and disclosures on Website: The Listed entity is maintaining a functional website 	Yes	None
	 Timely dissemination of the documents/ information under a separate section on the website 	Yes	None
	 Web-links provided in annual corporate governance reports under Regulation27(2) are accurate and specific which re- Directs to the relevant document(s)/section of the website 	Yes	None

4.	Disqualification of Director:	Yes	None
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		None
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies	Yes	Two Material Subsidiaries i.e. Stock Holding Corporation of India Limited and IFCI Infrastructure Development Limited.
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations		However, in the absence of requisite number of Independent Directors, no separate meeting of Independent Directors was held during the financial year, to carry out the performance evaluation.
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	NA	

9.	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars /guidelines issued thereunder.	No	Mentioned in Table (a) above
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.	NA	No case of resignation of Statutory auditor from the listed entity and/or its material subsidiaries during the review period.
13.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

Assumptions & limitation of scope and review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- 4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Agarwal S. & Associates,

Company Secretaries, ICSI Unique Code: P2003DE049100 Peer Review Cert. No.: 2725/2022

> CS Garima Grover Partner ACS No.: 27100 CP No.: 23626

Date: 28.05.2024 Place: New Delhi UDIN: A027100F000474316