

19th April, 2023

The Manager
Department of Corporate Services
BSE Ltd, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

The Manager
The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No-C/1, G Block,
Bandra Kurla Complex, Bandra
Mumbai -400051

The Secretary
The Calcutta Stock Exchange Association Ltd.
7 Lyons Range, Kolkata-700001

Dear Sir,

Sub: **Disclosure under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the quarterly Compliance Report on Corporate Governance of the Company for the Quarter and year ended 31 March, 2023.

Thanking you,

Yours Faithfully
For IFB INDUSTRIES LIMITED

G Ray Chowdhury

(G Ray Chowdhury)
Company Secretary

Encl. As above

General information about company	
Scrip code	505726
NSE Symbol	IFBIND
MSEI Symbol	NOTLISTED
ISIN	INE559A01017
Name of the entity	IFBIND
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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

1. Composition of Board of Directors

Reasons on composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson					Yes														
Whether Chairperson is related to MD or CEO					Yes														
					Disqualification of Directors under section 164 of the Companies Act, 2013														
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualifications	Current status	Whether special resolution passed? [Refer Reg. 17(A) 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)
HOPN2790H	00756995	Executive Director	Chairperson related to Promoter		16-08-1942	No				Active	Yes	29-07-2022	01-04-1975	29-07-2023		2	0	0	0
JVPNS5965F	00827155	Executive Director	Not Applicable	MD	27-09-1973	No				Active	NA		31-10-2008	07-12-2022		2	0	0	0
JUPC1084A	02662511	Executive Director	Not Applicable		18-06-1955	No				Active	NA		26-07-2013	04-09-2020		1	0	2	0
VNPB2951Q	05245757	Non-Executive - Non Independent Director	Not Applicable		01-02-1960	No				Active	NA		27-07-2012	29-07-2022		3	2	2	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	St C
IXPM4564C	01071347	Non-Executive - Independent Director	Not Applicable		06-09-1946	No				Active	Yes	26-07-2019	30-07-2014	26-07-2019		104.01	1	1	3	2
TPS0293M	07080379	Non-Executive - Independent Director	Not Applicable		25-10-1974	No				Active	NA		31-07-2015	04-09-2020		92	1	1	2	1
CLPC3429N	06817748	Non-Executive - Independent Director	Not Applicable		19-02-1957	No				Active	NA		28-07-2017	04-09-2020		68.03	1	1	1	0
DUPB5894Q	00012210	Non-Executive - Independent Director	Not Applicable		02-02-1953	No				Active	NA		30-01-2018	06-08-2021		62.01	6	6	9	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Ch i St Co it ent Ro : Re
IAZPJ698411	07528693	Non-Executive - Independent Director	Not Applicable		23-06-1959	No				Active	NA		02-11-2019	29-07-2022		40.29	1	1	4	2
IAWPS2027F	06385288	Executive Director	Not Applicable	CEO-MD	17-09-1960	No				Active	NA		01-01-2022	25-03-2022			1	0	0	0
IBLPR1778A	03498696	Executive Director	Not Applicable	CEO-MD	31-01-1969	No				Active	NA		30-10-2020	30-10-2020			1	0	0	0
IAEPN6754G	08941850	Executive Director	Not Applicable		02-06-1960	No				Active	NA		30-10-2020	30-10-2020			1	0	0	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

*AN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Chair in A Stake Comm hel his ent inct this entity Regu 26(Lis Regul
*D5926E	00226775	Non-Executive - Independent Director	Not Applicable		21-09-1954	No				Active	NA		10-02-2021	25-03-2022		25.18	5	5	4	3
*G3254G	00048258	Non-Executive - Independent Director	Not Applicable		25-12-1950	No				Active	Yes	25-03-2022	10-02-2021	25-03-2022		25.18	2	2	2	2

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	01071347	RATHINDRA NATII MITRA	Non-Executive - Independent Director	Chairperson	26-07-2019		
2	02662511	PRABIR CHATTERJEE	Executive Director	Member	29-05-2013		
3	07080379	SANGEETA SHANKARAN SUMESH	Non-Executive - Independent Director	Member	26-05-2017		
4	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	30-01-2018		
5	07528693	CHACKO JOSEPH	Non-Executive - Independent Director	Member	02-11-2019		

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	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Chairperson	28-01-2021		
2	07080379	SANGEETA SHANKARAN SUMESH	Non-Executive - Independent Director	Member	28-01-2021		
3	05245757	SUDIP BANERJEE	Non-Executive - Non Independent Director	Member	29-05-2013		
4	06817748	RAHUL CHOUDHURI	Non-Executive - Independent Director	Member	29-05-2019		

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	01071347	RATHINDRA NATH MITRA	Non-Executive - Independent Director	Chairperson	26-07-2019		
2	02662511	PRAHIR CHATTERJEE	Executive Director	Member	29-05-2013		
3	06817748	RAHUL CHOUDHURI	Non-Executive - Independent Director	Member	31-01-2019		
4	00012210	ASHOK BHANDARI	Non-Executive - Independent Director	Member	02-11-2019		

Risk Management Committee							
Whether the Risk Management 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	01071347	RATHINDRA NATH MITRA	Non-Executive - Independent Director	Chairperson	31-01-2019		
2	02662511	PRABIR CHATTERJEE	Executive Director	Member	31-01-2019		
3	05245757	SUDIP BANERJEE	Non-Executive - Non Independent Director	Member	28-01-2020		
4	03498696	RAJSHANKAR RAY	Executive Director	Member	31-01-2019		
5	06385288	HARSH VARDHAN SACHDEV	Executive Director	Member	01-01-2022		
6	06817748	RAHUL CHOUDHURI	Non-Executive - Independent Director	Member	06-07-2020		
7	07528693	CHACKO JOSEPH	Non-Executive - Independent Director	Member	28-01-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-10-2022				Yes	14	13	7
2	14-11-2022		16		Yes	14	14	7
3	12-12-2022		27		Yes	14	14	7
4		30-01-2023	48		Yes	14	13	7
5		24-03-2023	52		Yes	14	13	7

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Inter 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 in the Committee as on date of the meeting	Number of Directors Present (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	28-10-2022				Yes	5	5	4	0
2	Audit Committee	12-12-2022	44			Yes	5	5	4	0
3	Audit Committee	30-01-2023	48			Yes	5	5	4	0
4	Nomination and remuneration committee	27-10-2022				Yes	4	4	3	0
5	Nomination and remuneration committee	14-11-2022	17			Yes	4	4	3	0
6	Stakeholders Relationship Committee	27-10-2022				Yes	4	4	3	0

Annexure 1

IV. Meeting of Committees

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 in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	21-12-2022	54			Yes	4	4	3	0
8	Stakeholders Relationship Committee	09-02-2023				Yes	4	3	2	0
9	Risk Management Committee	14-11-2022				Yes	7	7	3	0
10	Corporate Social Responsibility Committee	24-03-2023	129			Yes	3	3	1	0

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	Yes	

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	G Ray Chowdhury
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here,	Web address
1	Details of business	Yes		https://www.ifbindustries.com/profile.php
2	Terms and conditions of appointment of independent directors	Yes		https://www.ifbindustries.com/financial.php
3	Composition of various committees of board of directors	Yes		https://www.ifbindustries.com/financial.php
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.ifbindustries.com/assets/Code-of-Insider-Trading.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.ifbindustries.com/vigil_mechanism.php
6	Criteria of making payments to non-executive directors	Yes		https://www.ifbindustries.com/nomination_remuneration_policy.php
7	Policy on dealing with related party transactions	Yes		https://www.ifbindustries.com/pd/Amdended_Related_Party_Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.ifbindustries.com/pd/Policy_determination_Material_Subsiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.ifbindustries.com/financial.php

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.ifbindustries.com/financial.php
11	email address for grievance redressal and other relevant details	Yes		https://www.ifbindustries.com/financial.php
12	Financial results	Yes		https://www.ifbindustries.com/financial.php
13	Shareholding pattern	Yes		https://www.ifbindustries.com/financial.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.ifbindustries.com/financial.php
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.ifbindustries.com/financial.php
18	Credit rating or revision in credit rating obtained	Yes		https://www.ifbindustries.com/financial.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.ifbindustries.com/financial.php
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.ifbindustries.com/financial.php
21	Materiality Policy as per Regulation 30	Yes		https://www.ifbindustries.com/materiality_policy.php
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.ifbindustries.com/dividend_distribution_policy.php
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.ifbindustries.com/financial.php

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	G Ray Chowdhury
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	G Ray Chowdhury
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly 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	112094	
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	0
(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	Prabir Chatterjee		
Designation	CFO		
Place	Bangalore		
Date	19-04-2023		

Signatory Details

Name of signatory	G Ray Chowdhury
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	19-04-2023

