

24<sup>th</sup> July, 2020

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

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

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

Dear Sir,


Sub: **Annual Secretarial Compliance Report**

We enclose, in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Secretarial Compliance Report of the Company from Messrs. Patnaik & Patnaik, Practising Company Secretaries, for the financial year ended 31st March, 2020.

This is for your information and record.

Yours Faithfully,

For IFB INDUSTRIES LIMITED



G Ray Chowdhury  
(Company Secretary)

Encl. As above

**Secretarial Compliance Report of IFB Industries Ltd. for the year  
ended 31<sup>st</sup> March, 2020**

We, Patnaik & Patnaik, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by IFB Industries Ltd. ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("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 there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the company during the review period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (Not applicable to the company during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the company during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (Not applicable to the company during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under;



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 there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	As per Regulation 17 (1) of SEBI (LODR) Regulations, 2015, if chairperson of the Board of Directors is non-executive Directors then at least 1/3rd of the Board members shall comprise of Independent Directors and if the listed entity does not have regular non-executive chairperson than half of the Board shall comprise of Independent Directors. Further, if the regular non-executive chairperson is a promoter or related to promoters than half of the Board shall comprise of Independent Directors.	For the quarter ended June, 2019, September 30, 2019 and December 31, 2019 the Company could not comply with the provisions of Regulation 17(1) due to resignation of an independent director.	As explained to us, the Company due to resignation of an independent director could not comply with the provisions of Regulation 17(1) for the quarter ended June, 2019, September 30, 2019 and December 31, 2019 only. However, as on 31 <sup>st</sup> March, 2020 the Company duly complied with the same.  BSE and NSE imposed a fine of Rs. 5,45,000/- each (plus GST) for the non-compliance which was paid in protest. Further, the company has applied for waiver of fine to both the exchanges.
2.	As per Regulation 21 (2) of SEBI (LODR) Regulations, 2015, the majority of members of Risk Management Committee shall consist of members of the Board of Directors and the Chairperson of the Risk management Committee shall be a member of the Board of Directors.	For quarter ended June, 2019, September 30, 2019 and December 31, 2019, half of the members of Risk Management Committee were not represented by the Board members..	BSE and NSE imposed a fine of Rs. 5,50,000/- each (plus GST) on the company for the non-compliance. The company has deposited the fine with the stock exchange under protest. Further the company has applied for waiver of fine to both the exchange. Upon such application, the NSE has waived the penalty as the said non-compliance has no material bearing.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records;



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors (the Company does not have any material subsidiary) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken, e.g., fines, warning letter, debarment etc.	Observations/Remarks of the Practicing Company Secretary, if any
1.	BSE & NSE	The Company was not having half of its Board as Independent as required under Regulation 17 (1) of SEBI (LODR) Regulations, 2015.	Fine of Rs. 5,45,000/- each plus GST each was imposed by the stock exchanges.	The company has regularized the matter and complied with the requirements of the Regulation 17(1) w.e.f. 2 <sup>nd</sup> November, 2019.  Actions taken by the company are satisfactory.
2.	BSE & NSE	Half of the members of Risk Management Committee were not Board members as required under Regulation 22 (2) of SEBI (LODR) Regulations, 2015	Fine of Rs. 5,50,000/- each plus GST each was imposed by the stock exchanges.	The company has regularized the matter and complied with Regulation 21 (2) by reconstituting the committee on 01.01.2020.  Actions taken by the company are satisfactory. NSE has waived the penalty.

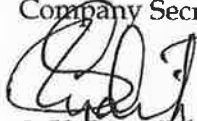
- (d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ____.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Kolkata  
Date: 6<sup>th</sup> July, 2020



For Patnaik & Patnaik  
Company Secretaries

  
S. K. Patnaik

Partner

FCS No.: 5699

C.P. No.:7117

UDIN: F005699B000420278