

No. IFCI/CS/2020-204

July 29, 2020

BSE Limited
Department of Corporate Services
Phiroze JeeJeebhoy Tower
Dalal Street, Fort
Mumbai – 400 001

CODE: 500106

Dear Sir/Madam,

Re: Annual Secretarial Compliance Report for the FY 2019-20.


Pursuant to the provisions of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of IFCI Ltd. for the FY 2019-20.

This is for your information and record.

Thanking You

Yours faithfully
For IFCI Limited


(Rupa Sarkar)
Company Secretary

Encl.: As above


आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली - 110 019
दूरभाष: +91-11-4173 2000, 4179 2800
फैक्स: +91-11-2623 0201, 2648 8471
वेबसाइट: www.ifcilt.com
सीआईएन: L74899DL1993GOI053677

1948 से राष्ट्र के विकास में

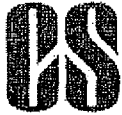
IFCI Limited

Regd. Office:

IFCI Tower, 61 Nehru Place, New Delhi - 110 019
Phone: +91-4173 2000, 4179 2800
Fax: +91-11-2623 0201, 2648 8471
Website: www.ifcilt.com
CIN: L74899DL1993GOI053677

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**SECRETARIAL COMPLIANCE REPORT OF
IFCI LIMITED
FOR THE YEAR ENDED 31st MARCH, 2020**

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

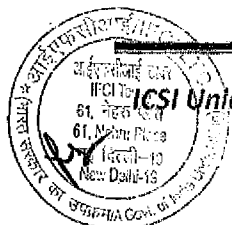
- (a) all the documents and records made available to us and explanation provided IFCI Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been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

for the year ended 31st 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 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");

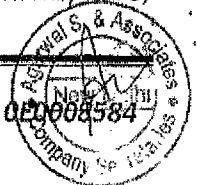
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (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) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



ICSI Unique Code : P2003DE049100

MSME Udyog Aadhaar Number: DL10E0008584



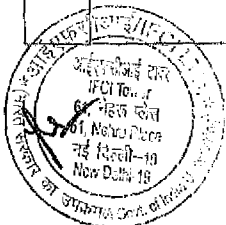
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (j) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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:-

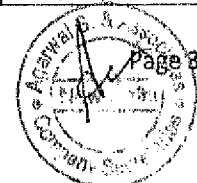
Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.*	Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	There is no Independent Directors on the Board of the Company.	In the absence of regular non executive chairman, the number of Independent Directors should have been at least 50% of the total strength of Board Members. The Board of Directors of the Company shall have at least one independent woman director on the Board of Company.
2.*	Regulation 18 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	In the absence of Independent Directors, the composition of Audit Committee was not in compliance with Regulation.	The Company is a listed entity. Accordingly, Two-thirds of the members of audit committee should be independent directors.
3.*	Regulation 19 (1) & (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	In the absence of Independent Directors, the Nomination and Remuneration Committee was not in compliance with Regulations.	According to regulation at least fifty percent of the committee members shall be independent directors and Chairperson of the nomination and remuneration committee shall be an independent director.



4.*	Regulation 20 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	In the absence of Independent Directors, the composition of Stakeholders Relationship Committee was not in compliance with Regulation.	According to regulation, at least three directors, with at least one being an independent director, shall be members of the Committee.
5.*	Regulation 17 (10) & 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	In the absence of Independent Directors, no separate meeting was held during the financial year and not carried out the performance evaluation of the directors.	The Company is a listed entity Accordingly, Company shall comply the requirements of regulation.
*As informed by the Management, The Department of financial Services (DFS), Ministry of Finance (MOF), being the ministry administratively in-charge of the Company is the competent authority to appoint Independent Directors in terms of Section 149 (6) (a) of the Companies Act, 2013.			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder 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/ material subsidiaries 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 thereunder:

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 Limited	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2) & 21(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015	BSE Limited has imposed fine of Rs. 9,66,420/- for the quarter ended 30 th June, 2019 vide BSE letter no. LIST/COMP/ Reg. 27(2) & Reg. 17 to 21/ jun-19/500106/157/2019-20 dated August 19, 2019.	Company vide letter no. IFCI/CS/2019-656 dated August 27, 2019 requested to not impose the fine and any subsequent actions on the Company.
2.	National Stock Exchange	Non-compliance of the provisions of Regulation 17(1),	NSE has imposed fine of Rs. 9,66,420/- for the quarter ended 30 th June, 2019 vide	Company vide letter no. IFCI/CS/2019-653



	of India Limited (NSE)	18(1), 19(1), 19(2), 20(2), 21(2) & 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015	NSE letter no. NSE/LIST-SOP/CG/FINES/88262 dated August 19, 2019.	dated August 27, 2019 requested to not impose the fine and any subsequent actions on the Company.
3.	BSE Limited	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1) & 19(2), 20(2), 21(2), of SEBI (LODR) Regulations, 2015	BSE Limited has imposed fine of Rs. 9,77,040/- for the quarter ended 30 th September, 2019 vide BSE letter no. LIST/COMP/ Reg. 27(2) & Reg. 17 to 21/ Sep - 19/500106/219/2019-20 dated October 31, 2019.	Company vide letter no. IFCI/CS/2019-968 dated November 05, 2019 requested to not impose the fine and any subsequent actions on the Company.
4.	National Stock Exchange of India Limited (NSE)	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) & 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015	NSE has imposed fine of Rs. 9,77,040/- for the quarter ended 30 th September, 2019 vide NSE letter no. NSE/LIST-SOP/CG/FINES/93794 dated November 01, 2019.	Company vide letter no. IFCI/CS/2019-969 dated November 05, 2019 requested to not impose the fine and any subsequent actions on the Company.
5.	BSE Limited	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1) & 19(2), 20(2), 21(2), of SEBI (LODR) Regulations, 2015	BSE Limited has imposed fine of Rs. 9,77,040/- for the quarter ended 31 st December, 2019 vide BSE letter no. LIST/COMP/ Reg. 27(2) & Reg. 17 to 21/ Dec 19/500106/283/2019-20 dated February 03, 2020.	Company vide letter no. IFCI/CS/2020-72 dated February 12, 2020 requested to not impose the fine and any subsequent actions on the Company.
6.	National Stock Exchange of India Limited (NSE)	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) & 27(2) of SEBI (Listing Obligations & Disclosure	NSE has imposed fine of Rs. 9,77,040/- for the quarter ended 31 st December, 2019 vide NSE letter no. NSE/LIST-SOP/CG/FINES/100977 dated February 03, 2020.	Company vide letter no. IFCI/CS/2019-73 dated February 12, 2020 requested to not impose the fine and any



		Requirements) Regulations 2015		subsequent actions on the Company.
7.	BSE Limited	Non compliance with the provisions of Regulation 17(1), 18(1), 19(1)/19(2), 20(2), 21(2) of SEBI (LODR) Regulations, 2015	BSE Limited has imposed fine of Rs. 9,66,420/- for the quarter ended 31 st March, 2020 vide email dated July 03, 2020.	Company vide letter no. IFCI/CS/2020-188 dated July 14, 2020 requested to not impose the fine and any subsequent actions on the Company.
8.	National Stock Exchange of India Limited (NSE)	Non-compliance of the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) & 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015	NSE has imposed fine of Rs. 9,66,420/- for the quarter ended 31 st March, 2020 vide NSE letter no. NSE/LIST-SOP/CG/FINES/0468 dated July 02, 2020.	Company vide letter no. IFCI/CS/2020-189 dated July 14, 2020 requested to not impose the fine and any subsequent actions on the Company.

(d) The listed entity has taken the following actions to comply with the observations made in 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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company was required to have at least half of the Board as Independent Directors and to constitute with minimum number of the Independent Directors in its Committees namely Audit Committee and Nomination and Remuneration	Constitution of the Board of Directors and its Committees namely Audit Committee, Nomination & Remuneration Committee, without appointment of minimum number of Independent Directors by the Administrative	The Department of Financial Services (DFS), Ministry of Finance (MOF), being the Ministry Administratively in-charge of the Company, the Competent Authority to appoint Independent	As informed, IFCI is a Government Company and appointment of Directors on the Board of the Company is made based on nomination by Government of India (GOI).



<p>Committee, in compliance of Regulation 17(1), 18(1), 19(1) & (2), of the SEBI (Listing) Obligations & Disclosure Requirements) Regulations 2015.</p>	<p>Ministry of the Government of India during the period from 01st April, 2017 to 31st March, 2019.</p>	<p>Directors in terms of Section 149(6)(a) of the Companies Act, 2013, had been requested to appoint / nominate Independent Directors on the Board of the Company. Letters have been written to GOI and appointments are awaited.</p>
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- (e) As informed by the management, appointment of the listed entity's statutory auditor has been done by the office of the Comptroller and Auditor General Auditor General of India (C&AG). Appointment letter also contains terms of appointment to the statutory auditors. Since, terms of appointment were fixed by the C&AG, compliance by listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. Accordingly, we can't certify said compliance.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100



Anuradha Jain

CS Anuradha Jain
Partner
ACS No. : 36639
C.P No. : 14180

Date: July 27, 2020
Place: New Delhi
UDIN: A036639B000509531

