

(^) Shri Rahul Bhawe was inducted as a member of the Committee w.e.f. 16.01.2024.

(#) Shri Mukesh Kumar Bansal ceased to be on the Board of the Company w.e.f. 27.03.2024. Consequently, he ceased to be the member of the Audit Committee.

Note: * In the absence of Independent Director, in the first two meetings, Prof Arvind Sahay was elected as the Chairman to chair the Meeting of the Committee, till the time Independent Director was appointed on the Board of the Company.

The Statutory Auditors and other senior executives were invited to participate in the Meetings of the Audit Committee wherever necessary, as decided by the Committee. The Company Secretary acts as the Secretary to the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

(A) Terms of Reference:

The terms of reference of the Committee is to identify persons who are qualified to become Directors (excluding Independent Directors and Nominee Directors), recommendation of the appointment of Senior Management. The Committee recommend to the Board, all remuneration, in whatever form, payable to Senior Management, to formulate the criteria for evaluation of performance of Independent Directors and Board. The Committee also peruse the Policy on HR matters including career management and succession planning.

(B) Performance Evaluation:

The Nomination and Remuneration Policy of IFCI has laid down the criteria for conducting performance evaluation of Board of Directors including Independent Directors. The criteria for performance evaluation cover their role, functions and various other attributes. Some of the areas of improvements mentioned by the Directors included Structure of the Board / Composition of the Committees which are non-complaint as per the statutory requirements. Since, there was only 1 (One) Independent Director on the Board of the Company during the financial year 2023-24, hence the Meeting of the Independent Directors could not be held. Communications requesting appointment of requisite number of Independent Directors have been sent to the Ministry Administratively in-charge.

(C) Composition, Meetings and Attendance of the Committee:

As on March 31, 2024 the Committee consisted of 4 (Four) Directors All being Non-Executive Directors. The Chairman of the Committee was an Independent Director. During the FY 2023-24, the Committee met 4 (Four) times. In 2023, the Meetings were held on May 25, August 11, November 08 and in 2024, the Meeting was held on February 09. The composition of the Committee and attendance of Directors at the Meetings during FY 2023-24 is shown below:

| Sl. No. | Name of Director | Category | Date of Appointment / Cessation | No. of Meetings during the FY 2023-24 | |
|--|----------------------------------|-----------|------------------------------------|---------------------------------------|----------|
| | | | | Held | Attended |
| MEMBERS OF THE COMMITTEE | | | | | |
| 1. | Shri Umesh Kumar Garg(@) | Chairman* | 08.08.2023 | 3 | 3 |
| 2. | Prof. Narayanaswamy Balakrishnan | Member | 04.06.2020 | 4 | 4 |
| 3. | Prof Arvind Sahay | Member | 30.10.2017 | 4 | 4 |
| 4. | Shri Arvind Kumar Jain | Member | 09.11.2022 | 4 | 4 |
| DIRECTOR WHO CEASED TO BE MEMBER DURING F.Y. 2023-24 | | | | | |
| 1. | Shri Kartikeva Misra (#) | Member | 27.03.2024 | 4 | 3 |

@ Shri Umesh Kumar Garg, Independent Director was inducted and became Chairman of Nomination and Remuneration Committee of Directors w.e.f 08.08.2023.

(#) Shri Kartikeya Misra ceased to be on the Board the Company w.e.f. 27.03.2024. Consequently, he ceased to be the member of the Committee.

Note: *In the absence of Independent Director, in the first meeting, Shri Arvind Kumar Jain was elected as the Chairman to chair the Meeting of the Committee, till the time Independent Director was appointed on the Board of the Company.

(D) Following are the details of the remuneration paid to the managerial personnel during the FY 2023-24:

- (i) Shri Manoj Mittal, Managing Director and Chief Executive Officer, from 01.04.2023 to 31.03.2024.

| Particulars | (₹ in lakhs) |
|--|--------------|
| Salary & Allowances (excluding Perquisites) | 38.95 |
| Perquisite Allowance (inclusive of Tax borne by IFCI on perquisites) | 2.14 |
| Contribution to PF & Other Funds | 2.63 |
| Perquisites as per IT Act Sec – 17(2) | 6.03 |
| Others-Medical Reimbursement | 0.21 |
| Others-Leave Fare Concession | 0.00 |
| TOTAL | 49.96 |

- (ii) Shri Rahul Bhawe, Deputy Managing Director, from 28.11.2023 to 31.03.2024

| Particulars | (₹ in lakhs) |
|--|--------------|
| Salary & Allowances (excluding Perquisites) | 10.80 |
| Perquisite Allowance (inclusive of Tax borne by IFCI on perquisites) | 3.25 |
| Contribution to PF & Other Funds | 0.72 |
| Perquisites as per IT Act Sec – 17(2) | 10.53 |
| Perquisites as per IT Act Sec – 17(3) | 0.00 |
| Others-Medical Reimbursement | 0.03 |
| TOTAL | 25.33 |

- (E) During the FY 2023-24, the Company paid sitting fees to the Non-Executive Directors excluding Government Nominee Directors. The sitting fees of ₹ 40,000/- and ₹ 20,000/- per Meeting was paid for attending the Board and Committee of Directors Meeting, respectively. Further, additional sitting fees of ₹ 10,000/- and ₹ 5,000/- per Meeting was also paid for Chairing the Board and Committee of Directors Meeting respectively.

The Non-Executive and Independent Directors do not receive any remuneration (including commission) besides the sitting fees. During the FY 2023-24, there was 1 (One) Independent Director on the Board of the Company.

- (F) As per the disclosure made by the Directors of the Company, none of them hold any shares or any other convertible instruments of IFCI as on March 31, 2024.

- (G) There are no Stock options being held by the Directors of the Company.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

- (A) Stakeholders' Relationship Committee of Directors of IFCI consisted of 5 (Five) Directors as on March 31, 2024. During the FY 2023-24, the Committee met 4 (Four) times on May 25, August 11, November 08 in 2023 and on February 09 in 2024. The composition of the Committee and attendance of Directors at the Meetings during the FY 2023-24 is shown below:

| Sl. No. | Name of Director | Category | Date of Appointment / Cessation | No. of Meetings during the FY 2023-24 | |
|---|---------------------------|-----------|------------------------------------|---------------------------------------|----------|
| | | | | Held | Attended |
| MEMBERS OF THE COMMITTEE | | | | | |
| 1. | Shri Arvind Kumar Jain* | Chairman* | 09.11.2022 | 4 | 4 |
| 2. | Shri Rahul Bhav(\$) | Member | 16.01.2024 | 1 | 1 |
| 3. | Prof Arvind Sahay | Member | 30.10.2017 | 4 | 3 |
| 4. | Shri Surendra Behera | Member | 09.11.2022 | 4 | 4 |
| 5. | Shri Umesh Kumar Garg (#) | Member | 08.08.2023 | 3 | 3 |
| DIRECTORS WHO CEASED TO BE MEMBER DURING F.Y. 2023-24 | | | | | |
| 1. | Shri Kartikeva Misra (@) | Member | 27.03.2024 | 4 | 3 |

* Shri Arvind Kumar Jain became chairperson of Stakeholders' Relationship Committee w.e.f 02.02.2023.

(\$) Shri Rahul Bhav was inducted as a member of the Committee w.e.f. 16.01.2024.

(@) Shri Kartikeya Misra ceased to be on the Board of the Company w.e.f. 27.03.2024. Consequently, he ceased to be the member of the Committee.

(#) Shri Umesh Kumar Garg became member of the Committee w.e.f. 08.08.2023.

(B) Name & Designation of Compliance Officer

Smt. Priyanka Sharma, Company Secretary & Compliance Officer
Email: complianceofficer@ifcilttd.com

- (C) The number of complaints received from the shareholders and bondholders of the listed securities, during FY 2023-24 and the number of pending complaints are shown below:

| Equity Shares & Bonds | |
|--|-------------|
| No. of Complaints received during the FY 2023-24 | 3930 |
| Pending as on March 31, 2024 | 0 |
| No. of Complaints not solved to the satisfaction of the Shareholder | 0 |

(*) Excluding complaints/issues in respect of which cases are pending in courts / CDRF.

The company has redeemed IFCI Family Bonds, issued under Public Issue in 1996 on completion of the tenure/ exercise of call option. Payment of redemption amount has been made to the bondholders. Payment in respect of the redemption cheques lying under stale cheques, is being made on receipt of request from bondholders. Application being received from investors to get refund from IEPF is being processed from time-to-time.

- (D) The Company has constituted a Committee of its executives for approval of the share transfers, transmissions and transpositions, etc. As the transfer of shares in physical form has been prohibited after April 01, 2019, in terms of SEBI Gazette Notification dated June 08, 2018 read with SEBI Press Release dated December 03,

2018, the Share Transfer Committee of Executives, now meets as and when required, instead of four times a month. All the requests for share transfers etc. were processed and letter of confirmation were issued within stipulated time as per relevant SEBI Circular. Except for certain cases under litigation, there was no share transfer pending for more than 15 days.

- (E) In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, officers, employees and other connected persons from trading in the securities of IFCI at the time when there is unpublished price sensitive information. The Company has obtained the relevant disclosures as on March 31, 2024 under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- (F) The Board of Directors has laid down a Code of Conduct for its Board Members and Employees and the same has been posted on the website of the Company at <https://www.ifcilttd.com/?q=en/content/code-conduct>.

6. RISK AND ASSET LIABILITY MANAGEMENT COMMITTEE:

(A) Terms of Reference:

The terms of reference of the Risk and Asset Liability Management Committee is to formulate a detailed risk management policy and satisfying itself that policies and procedures are in place to manage risks and critically assessing the institution's business strategies and plans from a risk perspective and advising the Board suitably. The Committee is also responsible for Review of major policies, cyber security and the Risk associated with it.

(B) Composition, Meetings and Attendance of the Committee:

Risk and Asset Liability Management Committee of Directors of IFCI consisted of 5 (Five) Directors as on March 31, 2024. The Risk and Asset Liability Management Committee met 4 (four)