

Corporate Governance Report for the Quarter and year ended 31.03.2025

General information about company	
Scrip code	507438
NSE Symbol	IFBAGRO
MSEI Symbol	NOTLISTED
ISIN	INE076C01018
Name of the entity	IFB AGRO INDUSTRIES LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Yearly
Date of Report	31-03-2025
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

i. Composition Of Board Of Director

Mr. / Ms	Name of the Director	DIN	PAN	Category (Chairman /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	Date of Birth
Mr	Bikramjit Nag	00827155	ABVPN5965F	Chairman		14-Oct-1997	26-Jan-2025			27-Sep-1973
Mr	Arup Kumar Banerjee	00336225	ACZPB7556P	ED		28-Jul-2001	30-Jul-2023			23-Aug-1952
Mr	Malay Kumar Das	00408084	AFZPD5152Q	ID		30-Dec-2021	30-Dec-2021		39.02	04-Dec-1950
Dr.	Runu Chakraborty	08463092	ABVPC3018L	ID		27-May-2019	27-May-2024		70.05	07-May-1963
Dr.	Janardan Anna Gore	05268895	ABBPG9552H	ID		28-May-2024	28-May-2024		10.04	01-July-1952
Mr.	Sanjoy Dutta	07192675	ADLPD5090R	ID		30-Jul-2024	30-Jul-2024		8.02	12-April-1961

Mr. / Ms.	Name of the Director	Whether the director is disqualified	Current status	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairman in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Bikramjit Nag	No	Active			2	0	0	0
Mr.	Arup Kumar Banerjee	No	Active			1	0	0	0

Mr	Malay Kumar Das	No	Active	29-Jul-2022		1	1	3	2
Dr.	Runu Chakraborty	No	Active			1	1	1	0
Dr.	Janardan Anna Gore	No	Active	29-Jul-2024		1	1	1	0
Mr.	Sanjoy Dutta	No	Active			1	1	2	1

ii. Composition of Committees

a. Audit Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	05268895	JANARDAN ANNA GORE	NED-ID	Member	25-07-2024	
2	07192675	SANJOY DUTTA	NED-ID	Chairperson	30-07-2024	
3	00408084	MALAY KUMAR DAS	NED-ID	Member	25-07-2024	

Company Remarks	
Whether Permanent Chairman appointed	Yes

b. Stakeholders Relationship Committee

DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00408084	MALAY KUMAR DAS	NED-ID	Chairman	22-08-2022	
08463092	RUNU CHAKRABORTY	NED-ID	Member	25-07-2024	
07192675	SANJOY DUTTA	NED-ID	Member	30-07-2024	

Company Remarks	
Whether Permanent Chairman appointed	Yes

c. Risk Management Committee

DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00336225	ARUP KUMAR BANERJEE	Executive Director	Chairman	09-08-2021	
00408084	MALAY KUMAR DAS	NED-ID	Member	25-07-2024	
05268895	JANARDAN ANNA GORE	NED-ID	Member	25-07-2024	

Company Remarks	
Whether Permanent Chairman appointed	Yes

d. Nomination and Remuneration Committee

DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
08463092	RUNU CHAKRABORTY	NED-ID	Chairperson	22-08-2022	
00408084	MALAY KUMAR DAS	NED-ID	Member	25-07-2024	
05268895	JANARDAN ANNA GORE	NED-ID	Member	25-07-2024	

Company Remarks	
Whether Permanent Chairman appointed	Yes

e. Corporate Social Responsibility Committee

DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00336225	ARUP KUMAR BANERJEE	Executive Director	Chairman	30-07-2020	
08463092	RUNU CHAKRABORTY	NED-ID	Member	25-07-2024	
05268895	JANARDAN ANNA GORE	NED-ID	Member	25-07-2024	

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total number of Directors as on the date of meeting	Number of Directors present	Number of Independent Directors
11-Nov-2024	-	Yes	6	6	4
-	29-Jan-2025	Yes	6	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on the date of meeting	Total Number of Directors Present	Number of independent directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	11-Nov-2024	NA	Yes	3	3	3	0
Audit Committee	NA	29-Jan-2025	Yes	3	3	3	0
Stakeholders Relationship Committee	11-Nov-2024	NA	Yes	3	3	3	0
Stakeholders Relationship Committee	NA	29-Jan-2025	Yes	3	3	3	0
Stakeholders Relationship Committee	NA	29-Mar-2025	Yes	3	3	3	0
Nomination & Remuneration Committee	NA	29-Jan-2025	Yes	3	3	3	0
Corporate Social Responsibility Committee	08-10-2024	24-Dec-2024	Yes	3	3	2	0
Corporate Social Responsibility Committee	NA	29-Mar-2025	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. Related Party Transactions(Annexure I)

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. 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**
4. 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**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

ADDITIONAL HALF YEARLY DISCLOSURE - ANNEXURE

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	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) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

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

Company Remarks in case of non-compliant status	
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Name: Designation: Place: Date:
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Name : Kuntal Roy
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format 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			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.ifbagro.in
Memorandum of Association and Articles of Association	Yes		
Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		
Terms and conditions of appointment of independent directors	Yes		www.ifbagro.in
Composition of various committees of board of directors	Yes		www.ifbagro.in
Code of conduct of board of directors and senior management personnel	Yes		www.ifbagro.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ifbagro.in
Criteria of making payments to non-executive directors	Yes		www.ifbagro.in
Policy on dealing with related party transactions	Yes		www.ifbagro.in
Policy for determining 'material' subsidiaries	Yes		www.ifbagro.in
Details of familiarization programs imparted to independent directors	Yes		www.ifbagro.in
Email address for grievance redressal and other relevant details	Yes		www.ifbagro.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.ifbagro.in
Financial results	Yes		www.ifbagro.in
Shareholding pattern	Yes		www.ifbagro.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to	Not Applicable		
Audio or video recordings and transcripts of post earnings/quarterly calls	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.ifbagro.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes		www.ifbagro.in
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.ifbagro.in
Secretarial Compliance Report	Yes		www.ifbagro.in
As per other regulations of the LODR:			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ifbagro.in
Materiality Policy as per Regulation 30(4)	Yes		www.ifbagro.in
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.ifbagro.in
Disclosures under regulation 30(8)	Yes		www.ifbagro.in
Statements of deviation(s) or variations(s) as specified in regulation 32	Not applicable		
Dividend Distribution policy as per Regulation 43A(1)	Yes		www.ifbagro.in
Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.ifbagro.in
Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Not applicable		
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.ifbagro.in
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.ifbagro.in

II Annual Affirmations

Particulars	Regulation Number	Compliance status Yes/No/NA
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Role of Audit Committee and information to be reviewed By Audit Committee</i>	18(3)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes
<i>Role of nomination & remuneration committee</i>	19(4)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2), 20(2A)	Yes
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes
<i>Role of Stakeholder Relationship committee</i>	20(4)	Yes
<i>Composition and role of risk management committee</i>	21(1), (2), (3), (4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Quorum of Risk Management Committee</i>	21(3B)	
<i>Gap between the meetings of Risk Management Committee</i>	21(3C)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), (7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25(2)	Yes
<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	25(2A)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors & Officers Insurance</i>	25(10)	Yes
<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	25(11)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities</i>	26(6)	Yes
<i>Vacancies in respect Key Managerial Personnel</i>	26A(1), 26A(2) and 26A(3)	Yes

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Kuntal Roy**
Designation : **Company Secretary & Compliance Officer**