



भारतीय प्रतिभूति और विनिमय बोर्ड Securities and Exchange Board of India

ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. **Name of Listed Entity:** India Infrastructure Finance Company Limited
2. **Quarter ending:** 31st March 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	P.R. Jaishankar	AAHPJ5736F-06711526	Executive Director	29.05.2020	29.05.2023	-	-	20.11.1965	1	NIL	1	NIL
Mr.	Pawan Kumar Kumar	AAKPK5448E-08901398	Executive Director	01.10.2020	01.10.2023	-	-	11.09.1964	1	NIL	2	NIL
Mr.	Bhushan Kumar Sinha	ALJPS0644L-08135512	Government Nominee Director	06.01.2023	-	-	-	20.07.1964	4	NIL	4	NIL
Mr.	Solomon Arokiaraj	ADZPA3994P-06802660	Government Nominee Director	23.01.2023	-	-	-	12.06.1973	2	NIL	2	NIL
Mr.	Ch. Partha Sarathi Reddy	AARPG0039J-08941266	Government Nominee Director	29.10.2020	-	-	-	24.08.1973	1	NIL	1	NIL
Mr.	Kalyan Kumar	ACPPK8342Q-09631251	Scheduled Commercial Bank Nominee Director	21.09.2022	-	-	-	10.01.1969	2	NIL	1	NIL
Mr.	Dr. Ram Jass Yadav	AADPY6669A-08911900	Scheduled Commercial Bank Nominee Director	21.09.2022	-	-	-	18.04.1964	2	NIL	2	1
Mr.	Samir Jerambhai Boghara	ABOPB8460C-10163651	Independent Director	15.05.2023	-	-	-	30.12.1967	1	1	2	1
		Whether Regular chairperson appointed –No										
		Whether Chairperson is related to managing director or CEO- No										
		^S PAN of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.										



भारतीय प्रतिभूति और विनिमय बोर्ड Securities and Exchange Board of India

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Bhushan Kumar Sinha	Govt. Nominee Director	6 th January 2023	-
		Shri Solomon Arokiaraj	Govt. Nominee Director	23 rd January 2023	-
		Shri Ch. Partha Sarathi Reddy	Govt. Nominee Director	29 th October 2020	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Samir Jerambhai Boghara	Chairperson- Independent Director	15 th May 2023	-
2. Nomination & Remuneration Committee	YES	Shri Bhushan Kumar Sinha	Govt. Nominee Director	6 th January 2023	-
		Shri Solomon Arokiaraj	Govt. Nominee Director	23 rd January 2023	-
		Dr. Ram Jass Yadav	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Samir Jerambhai Boghara	Chairperson - Independent Director	15 th May 2023	-
3. Risk Management Committee (if applicable)	YES	Shri P.R. Jaishankar	Executive Director	29 th May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Dr. Ram Jass Yadav	Chairperson - Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Samir Jerambhai Boghara	Independent Director	15 th May 2023	-
4. Stakeholders Relationship Committee	YES	Shri P.R. Jaishankar	Executive Director	29 th May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Bhushan Kumar Sinha	Govt. Nominee Director	6 th January 2023	-
		Dr. Ram Jass Yadav	Chairperson - Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Samir Jerambhai Boghara	Independent Director	15 th May 2023	-
5. Corporate Social Responsibility Committee	YES	Shri P.R. Jaishankar	Executive Director	29 th May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Solomon Arokiaraj	Govt. Nominee Director	23 rd January 2023	-
		Shri Ch. Partha Sarathi Reddy	Govt. Nominee Director	29 th October 2020	-
		Samir Jerambhai Boghara	Chairperson- Independent Director	15 th May 2023	-
6. Management and Investment Committee	YES	Shri P.R. Jaishankar	Chairperson - Executive Director	29 th May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Solomon Arokiaraj	Govt. Nominee Director	23 rd January 2023	-
		Shri Ch. Partha Sarathi Reddy	Govt. Nominee Director	29 th October 2020	-
		Dr. Ram Jass Yadav	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Samir Jerambhai Boghara	Independent Director	15 th May 2023	-



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

7. IT Strategy Committee	YES	Shri P.R. Jaishankar	Executive Director	29 th May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 st October 2020	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 st September 2022	-
		Shri Samir Jerambhai Boghara	Chairperson- Independent Director	15 th May 2023	-
		CCO	NA	-	-
		HOD- Risk Management Department	NA	-	-
		HOD- IT Department	NA	-	-
		HOD-Human Resource Department	NA	-	-
		Chief Information Officer/Chief Technology Officer	NA	-	-
		Chief Information Security Officer	NA	-	-

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
07-10-2023	17.01.2024	Yes	4	1	69
08-11-2023	13.02.2024	Yes	6	1	26
	01.03.2024	Yes	5	1	16
	28.03.2024	Yes	5	1	26

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting					
13.02.2024	Yes	5	1	08-11-2023	96
01.03.2024	Yes	3	1		16
28.03.2024	Yes	4	1		26

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings



भारतीय प्रतिभूति और विनियम बोर्ड
Securities and Exchange Board of India

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes



भारतीय प्रतिभूति और विनियम बोर्ड Securities and Exchange Board of India

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

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.	No. The composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 due to non-appointment of Independent Directors on the Board of IIFCL.
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	No. The composition of Audit Committee is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 due to non-appointment of Independent Directors on the Board of IIFCL.
	b. Nomination & remuneration committee	No. The composition of Remuneration & Nomination Committee is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 due to non-appointment of Independent Directors on the Board of IIFCL.
	c. Stakeholders relationship committee	Yes
	d. Risk management committee (as applicable)	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	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes
	Any comments/observations/advice of the board of directors may be mentioned here.	-

Name & Designation


Abhirup Singh
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE FINANCIAL YEAR- 2023-24)

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/N.A.)	If Yes provide link to website. If No / NA provide reason.
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.iifcl.in/annual-report
b) Terms and conditions of appointment of independent directors	N.A.	
c) Composition of various committees of board of directors	Yes	https://www.iifcl.in/annual-report
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.iifcl.in/Codes
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.iifcl.in/policies
f) Criteria of making payments to non-executive directors	N.A.	
g) Policy on dealing with related party transactions	Yes	https://www.iifcl.in/policies
h) Policy for determining 'material' subsidiaries	Yes	https://www.iifcl.in/policies
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.iifcl.in/annual-report
j) Email address for grievance redressal and other relevant details	Yes	bondskarvy@iifcl.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	Pankaj Kumar Bansal- Assistant General Manager-IIFCL Email id: bondskarvy@iifcl.in Tel No: 011-24662809/777
l) Financial results	Yes	https://www.iifcl.in/annual-report
m) Shareholding pattern	Yes	https://www.iifcl.in/annual-report
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) 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	N.A.	
p) Audio or video recordings and transcripts of post earnings/quarterly calls	N.A.	
q) New name and the old name of the listed entity	N.A.	
r) Advertisements as per regulation 47 (1)	N.A.	
s) Credit rating or revision in credit rating obtained	Yes	https://www.iifcl.in/annual-report



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

t)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.iifcl.in/subsidiaries
As per other regulations of the LODR:			
(a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	N.A.	
(b)	Materiality Policy as per Regulation 30	N.A.	
(c)	Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
It is certified that these contents on the website of the listed entity are correct.			



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE FINANCIAL YEAR- 2023-24)

ANNEXURE III

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/ No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No Composition of Board is not in terms with regulation 17(1) due to non-appointment of Independent Directors and Women Director on the Board.
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA The Directors on the Board of IIFCL are selected and nominated by the Government of India. IIFCL has no role in appointment of Directors on its Board. In view of the extant lean human resources, only one office in New Delhi and increasing specialized infrastructure business requirements on other, it is endeavour of the organization to ensure smooth succession of top level executives at Grade F level employee without putting the existing portfolio of business at risk. It is ensured that one or more Grade D and/or Grade E officer is always placed under the top level executives, who are groomed to take over the responsibilities in the event of sudden separation of top executives so as to ensure this sudden separation does not bring any disruption in the business continuity.
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA In terms of Ministry of Corporate Affairs (MCA) notification dated 5 th June 2015, the provisions of Section 134(3) (p) of Companies Act 2013 regarding formal Annual Evaluation by the Board of its own performance and that of its committees and individual directors, shall not apply to Government Companies in case the directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the company, or as the case may be, the State Government, as per its own evaluation methodology.
Recommendation of Board	17(11)	Yes



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	No
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	No
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA



भारतीय प्रतिभूति और विनियम बोर्ड
Securities and Exchange Board of India

Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
Meeting of independent directors	25(3) & (4)	No
Familiarization of independent directors	25(7)	No
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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

Name & Designation


Abhirup Singh
Company Secretary & Compliance Officer



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**Half year ending – 31st March 2024****I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(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	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	₹ 2,10,000	₹ 61,43,470

(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	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00

(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	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by Them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00

II. 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.



RAJEEV MUKHIJA

CFO

Date: 19.04.2024

