



# भारतीय प्रतिभूति और विनियम 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:** 30<sup>th</sup> June 2023

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN <sup>S</sup> & 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	-	-	-	11.09.1964	1	NIL	2	NIL
Mr.	Bhushan Kumar Sinha	AIJPS0644L 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	AARPC0039J 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	3	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										
		<sup>S</sup> PAN of any director would not be displayed on the website of Stock Exchange <sup>&amp;</sup> 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.										



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



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7. IT Strategy Committee	YES	Shri P.R. Jaishankar	Executive Director	29 <sup>th</sup> May 2020	-
		Shri Pawan Kumar Kumar	Executive Director	1 <sup>st</sup> October 2020	-
		Shri Kalyan Kumar	Scheduled Commercial Bank Nominee Director	21 <sup>st</sup> September 2022	-
		Shri Samir Jerambhai Boghara	Chairperson- Independent Director	15 <sup>th</sup> 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)
31-01-2023	15-05-2023	Yes	8	1	46
14-02-2023	27-06-2023	Yes	5	1	42
29-03-2023					

\* 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*
15-05-2023	Yes	4	0	31-01-2023	46
27-06-2023	Yes	3	1	14-02-2023	42
				29-03-2023	

\* 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



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**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



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**Note:**

- 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.
- 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	
	<b>a. Audit Committee</b>	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>b. Nomination &amp; remuneration committee</b>	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.
	<b>c. Stakeholders relationship committee</b>	Yes
	<b>d. Risk management committee (as applicable )</b>	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 1<sup>st</sup> 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.