



# 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:** 31<sup>st</sup> December 2023

| I. Composition of Board of Directors |                          |   |   |                             |                        |                   |         |               |  |  |  |  |
|--------------------------------------|--------------------------|---|---|-----------------------------|------------------------|-------------------|---------|---------------|--|--|--|--|
| Title (Mr / Ms)                      | Name of the Director     | PAN <sup>§</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<br><br>[in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity<br><br>[in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/Stakeholder Committee (s) including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) |
| Mr.                                  | P.R. Jashankar           | AAHPJ5736F<br>06711526  | Executive Director  | 29.05.2020                  | 29.05.2023             | -                 | -       | 20.11.1965    | 1  | NIL  | 1  | NIL  |
| Mr.                                  | Pawan Kumar Kumar        | AAKPK5448E<br>08901398  | Executive Director  | 01.10.2020                  | 01.10.2023             | -                 | -       | 11.09.1964    | 1  | NIL  | 2  | NIL  |
| Mr.                                  | Bhushan Kumar Sinha      | ALJPS0644L<br>08135512  | Government Nominee Director   | 06.01.2023                  | -                      | -                 | -       | 20.07.1964    | 4  | NIL  | 4  | NIL  |
| Mr.                                  | Solomon Aroknaraj        | ADZPA3994P<br>06802660  | Government Nominee Director   | 23.01.2023                  | -                      | -                 | -       | 12.06.1973    | 2  | NIL  | 2  | NIL  |
| Mr.                                  | Ch. Partha Sarathi Reddy | AARPC0039J<br>08941266  | Government Nominee Director   | 29.10.2020                  | -                      | -                 | -       | 24.08.1973    | 1  | NIL  | 1  | NIL  |
| Mr.                                  | Kalyan Kumar             | ACPPK8342Q<br>09631251  | Scheduled Commercial Bank Nominee Director                                | 21.09.2022                  | -                      | -                 | -       | 10.01.1969    | 2  | NIL  | 1  | NIL  |
| Mr.                                  | Dr. Ram Jass Yadav       | AADPY6669A<br>08911900  | Scheduled Commercial Bank Nominee Director                                | 21.09.2022                  | -                      | -                 | -       | 18.04.1964    | 2  | NIL  | 2  | 1  |
| Mr.                                  | Samir Jerambhai Boghara  | ABOPB8469C<br>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>§</sup> PAN of any director would not be displayed on the website of Stock Exchange<br><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<br>* 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) |
|---|---|------------------------------------|------------------------------|--|---|
| 04-08-2023  | 07-10-2023  | Yes                                | 7                            | 1  | 7   |
| 18-09-2023  | 08-11-2023  | Yes                                | 5                            | 1  | 31  |
| 29-09-2023  |   | Yes                                |                              | 1  |   |
|   |   |                                    |                              |  |   |

\* 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* |
|---|--|------------------------------|--|---|---|
| 08-11-2023  | Yes  | 3                            | 1  | 04-08-2023  | 39  |
|   |  |                              |  | 18-09-2023  |   |
|   |  |                              |  | 29-09-2023  |   |
|   |  |                              |  |   |   |

\* 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.<br>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.<br>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.<br>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 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.