

**IDFC Limited**  
**(FORMERLY KNOWN AS INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED)**

**COMPLIANCE STATUS FOR CLAUSE 49 OF THE LISTING AGREEMENT**  
**(AS ON December 31, 2012)**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49(I)		
(A) Composition of Board	49 (IA)	Yes	Composition of IDFC's Board complies with this Clause.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The Non-Executive Directors (NEDs) are paid sitting fees for attending the Board/Committee Meeting. In addition to this, the non-executive Directors have been paid commission for FY 12 within the parameters and up to the limits prescribed in the Statute and as approved by the Board / shareholders. No Stock Options have been granted to any Non-Executive Director. The compensation paid to NEDs by ways of sitting fees and commission has been duly disclosed in the Corporate Governance Report of the Company.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	IDFC's Board/Audit Committee meets atleast 4 times in a year with a maximum gap of 4 months between two meetings. All the Directors of the Board comply with Clause C (ii).
(D) Code of Conduct	49 (ID)	Yes	IDFC has already put in place a Code of Conduct for Directors & Senior Management Personnel. A declaration to that effect has been included in the Annual Report. This Code of Conduct is posted on the website of the Company.

<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	IDFC has an independent Audit Committee complying with all the requirements – It consists of all Independent Directors and the Chairman is Mr. S. H. Khan. Presently the Committee is overseeing all functions specified in this Clause. All members are financially literate and atleast one member has financial management expertise.
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	<p>IDFC has the following 19 Subsidiary Companies:</p> <ol style="list-style-type: none"> <li>1. IDFC Alternatives Limited</li> <li>2. IDFC Projects Limited</li> <li>3. IDFC Project Equity Company Limited</li> <li>4. IDFC Trustee Company Limited</li> <li>5. IDFC Finance Limited</li> <li>6. IDFC Securities Limited</li> <li>7. IDFC Primary Dealership Company Limited</li> <li>8. IDFC Foundation</li> <li>9. IDFC AMC Trustee Company Limited</li> <li>10. IDFC Asset Management Company Limited</li> <li>11. IDFC Capital Limited</li> <li>12. IDFC Distribution Company Limited</li> <li>13. IDFC Capital (USA) Inc</li> <li>14. IDFC Investment Advisors Limited</li> <li>15. IDFC Pension Fund Management Company Limited</li> <li>16. IDFC Investment Managers (Mauritius) Limited</li> <li>17. IDFC Capital (Singapore) Pte Limited</li> <li>18. IDFC Fund of Funds Limited</li> <li>19. IDFC PPP Trusteeship Company Limited</li> </ol> <p>IDFC does not have any non-listed material subsidiary. The minutes of and outstanding investments in these subsidiary companies</p>

			are placed before the Board/ Audit Committee of IDFC.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Accounting Policies followed are disclosed in compliance with existing accounting standards, applicable laws and regulations.
(C) Board Disclosures	49 (IV C)	Yes	The Company had laid down procedure to inform Board about risk assessment and minimization procedures. The procedures are periodically reviewed by management and a Committee of Directors.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	No issue of securities during the quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	All the disclosure requirements relating to remuneration of Directors are complied with.
(F) Management	49 (IV F)	Yes	Detailed chapter on Management Discussion and Analysis is part of the Annual Report 2011-12.
(G) Shareholders	49 (IV G)	Yes	IDFC complies with this requirement contained under the head, Shareholders.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	CEO & CFO certification forms a part of the Corporate Governance Report of FY 12.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	The Annual Report 2011-12 contains a chapter on Corporate Governance and all requisite disclosures have been made.

<b>VII. Compliance</b>	49 (VII)	Yes	IDFC is in compliance with the provision of Clause 49 (VII).
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**For IDFC Limited  
(formerly known as Infrastructure Development Finance Company Limited)**

**Mahendra Shah  
Company Secretary & Compliance Officer**