

January 7, 2014

The Manager – Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex, 5th Floor
Bandra (E)
Mumbai - 400051

The Manager – Listing Department
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street
Mumbai - 400 001

Dear Sirs,

Quarterly Compliance Report on Corporate Governance

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2013.

Kindly acknowledge receipt. If you need any further details please let us know.

Thanking you,

Yours faithfully,
For IDFC Limited


Mahendra N. Shah
Company Secretary



Encl: As stated above.



IDFC Limited

COMPLIANCE STATUS FOR CLAUSE 49 OF THE LISTING AGREEMENT
(As on December 31, 2013)

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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 NEDs have been paid commission for FY 13 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 NED. 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.





II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	<p>IDFC has an independent Audit Committee complying with all the requirements – It consists of all Independent Directors and Mr. S. H. Khan is acting as the Chairman of the Committee. All the members are financially literate and atleast one member has accounting or financial management expertise. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company to answer shareholders’ queries, if any. The Company Secretary of the Company acts as the secretary to the committee. IDFC’s Audit Committee meets atleast 4 times in a year and not more than 4 months have elapsed between any two meetings. Presently the Committee is overseeing all functions specified in this Clause. Relevant disclosures have been made in the Annual Report 2012-13.</p>
(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	
III. Subsidiary Companies	49 (III)	Yes	<p>IDFC has the following 21 Subsidiary Companies*:</p> <ol style="list-style-type: none"> 1. IDFC Alternatives Limited 2. IDFC Trustee Company Limited 3. IDFC Projects Limited 4. IDFC Project Equity Company Limited 5. IDFC Finance Limited 6. IDFC Securities Limited 7. IDFC Primary Dealership Company Limited 8. IDFC Foundation 9. IDFC AMC Trustee Company Limited 10. IDFC Asset Management Company Limited 11. <u>IDFC Capital Limited*</u> 12. <u>IDFC Distribution Company Limited*</u> 13. IDFC Capital (USA) Inc 14. <u>IDFC Pension Fund Management Company Limited*</u> 15. IDFC Investment Advisors Limited 16. IDFC Investment Managers (Mauritius) Limited





			<p>17. IDFC Capital (Singapore) Pte Limited 18. IDFC Fund of Funds Limited 19. IDFC Securities Singapore Pte Limited 20. Neopro Technologies Private Limited 21. Galaxy Mercantiles Limited * A petition has been filed with High Court of Judicature at Mumbai for merger of these companies with IDFC Securities Limited.</p> <p>IDFC does not have any non-listed material subsidiary.</p> <p>The minutes of all the subsidiary companies are placed before the Board and the outstanding investments are placed before the Audit Committee of IDFC.</p>
IV. Disclosures	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 securities were issued during the quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	All the disclosure requirements relating to remuneration of Directors are complied with and disclosed at appropriate places in the Annual Report.
(F) Management	49 (IV F)	Yes	Detailed chapter on Management Discussion and Analysis forms part of the Annual Report 2012-13.





(G) Shareholders	49 (IV G)	Yes	IDFC complies with the requirement contained under this head.
V. CEO/CFO Certification	49 (V)	Yes	CEO & CFO certification forms a part of the Corporate Governance Report of 2012-13.
VI. Report on Corporate Governance	49 (VI)	Yes	The Annual Report 2012-13 contains a chapter on Corporate Governance and all requisite disclosures have been made.
VII. Compliance	49 (VII)	Yes	IDFC is in compliance with the provision of Clause 49 (VII).

For IDFC Limited

Mahendra N. Shah
Company Secretary & Compliance Officer

