



BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty-Second Annual Report on the business and operations of the Company together with the audited financial statements, prepared under Ind-AS, for the financial year ended March 31, 2019.

APPLICABILITY OF IND-AS

The Ministry of Corporate Affairs (MCA) notified road-map for adoption of the Indian Accounting Standards (Ind-AS) – India's accounting standards converged with the IFRS. The financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under section 133 of the Companies Act, 2013 ("the Act"). The Company has adopted Ind-AS from April 01, 2018 with a transition date of April 01, 2017. Accordingly, the comparative figures for the year ended March 31, 2018 and April 01, 2017 (w.r.t. Balance Sheet) have been restated by the Management as per Ind-AS.

OPERATIONS REVIEW

Effective October 1, 2015 post demerger of Financing Undertaking into IDFC FIRST Bank Limited ("IDFC FIRST Bank") (formerly known as IDFC Bank Limited), IDFC Limited ("IDFC" or "the Company") is operating as an NBFC – Investment Company mainly holding investment in IDFC Financial Holding Company Limited ("IDFC FHCL") which is a non-operative financial holding company. IDFC FHCL

in turn holds investments in IDFC FIRST Bank Limited, IDFC Asset Management Company Limited, IDFC Alternatives Limited, IDFC Securities Limited and NIIF Infrastructure Finance Limited ("NIIF IFL") (formerly known as IDFC Infrastructure Finance Limited).

During the year, Balance Sheet size decreased from ₹ 9,823 crore as on March 31, 2018 to ₹ 9,821 crore as on March 31, 2019. Profit after tax and other comprehensive income was lower at ₹ 127.66 crore for FY 2018-19 as compared to ₹ 184.14 crore in FY 2017-18. Net worth of the Company increased from ₹ 9,761 crore as on March 31, 2018 to ₹ 9,779 crore as on March 31, 2019.

During the year, the Company transferred ₹ 26 crore to Special Reserve u/s 45-IC of Reserve Bank of India ("RBI") Act, 1934.

Details of business overview and outlook of the Company and its subsidiaries are appearing in the chapter Management Discussion and Analysis which forms part of this report.

DIVIDEND

The Board of Directors has not recommended any dividend for FY19.

DIVIDEND DISTRIBUTION POLICY

In accordance with the Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), IDFC had formulated a Dividend Distribution Policy. The policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its Shareholders and / or retaining profits earned by the Company. The said policy is hosted on the website of the Company and can be viewed at http://www.idfc.com/investor_relations/corporate_governance_policies.htm.

SUBSIDIARY COMPANIES

The Company has eight domestic direct and indirect subsidiaries, four foreign indirect subsidiaries, five Associate Companies and two Joint Ventures as on March 31, 2019 which are given in **Table 1**.

IDFC FIRST BANK LIMITED

The Board of Directors of IDFC Bank Limited and Capital First Limited ("Capital First") at their respective meetings

held on January 13, 2018 had approved a composite scheme of amalgamation (“Scheme”) of Capital First, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Amalgamation”). The share exchange ratio for the Amalgamation was approved as 139 (One Hundred and Thirty Nine) fully paid-up equity shares of IDFC Bank for every 10 (Ten) fully paid-up equity shares held in Capital First.

All necessary regulatory approvals and approvals of respective shareholders & creditors were obtained and the Amalgamation was effective from December 18, 2018. Consequent to the Amalgamation, the shareholding of IDFC FHCL in IDFC FIRST Bank (Amalgamated entity) was reduced from about 56% to 40% and IDFC FIRST Bank ceased to be subsidiary company of IDFC FHCL.

NIIF INFRASTRUCTURE FINANCE LIMITED

During the year, IDFC & IDFC FHCL had entered into definitive agreement with NIIF FUND II to sale its entire equity stake (81.48%) held in NIIF Infrastructure Finance Limited (“NIIF IFL”). The Parties executed the necessary agreements on March 1, 2019. After obtaining the necessary regulatory approval, 51.48% of equity stake was transferred to NIIF Fund II on March 2019 at a consideration of ₹ 404.32 crore. Accordingly, NIIF IFL ceased to be subsidiary company of IDFC FHCL. Balance 30% stake will be transferred after the completion of condition precedents which are expected to be completed during FY20.

IDFC ALTERNATIVES LIMITED

IDFC Alternatives Limited (subsidiary company of IDFC Limited through IDFC FHCL) had sold its Infrastructure business undertaking to Global Infrastructure Partners or its affiliates (“GIP”) at a lump sum consideration of ₹ 219.80

crore (including value for carry units). The Parties executed the necessary agreements on April 27, 2018 and the transfer business was effective from July 1, 2018. GIP is a leading global, independent infrastructure investor. GIP combines specialist industry experience and industrial best practice operational management to achieve superior risk-adjusted returns.

Further, IDFC Alternatives Limited sold its Private Equity and Real Estate business undertakings to Investcorp Bank B.S.C. or its affiliate (“Investcorp”) at a lump sum consideration of ₹ 5 crore. The Parties executed the necessary agreements on July 26, 2018 and the transfer business was effective from January 31, 2019. Investcorp is global provider and manager of alternative investment products, serving high-net-worth private and institutional clients.

IDFC SECURITIES LIMITED

Further, IDFC & IDFC FHCL had entered into an understanding with Mr. Dharmesh

01 SUBSIDIARY COMPANIES

SR. NO.	NAME OF THE SUBSIDIARY	DIRECT / INDIRECT SUBSIDIARY	% OF SHAREHOLDING
Domestic Subsidiaries			
i.	IDFC Financial Holding Company Limited (“IDFC FHCL”)	Direct	100%
ii.	IDFC Foundation (a Company within the meaning of section 8 of the Act)	Direct	100%
iii.	IDFC Projects Limited	Direct	100%
iv.	IDFC Asset Management Company Limited (“IDFC AMC”)	Indirect through IDFC FHCL	100%
v.	IDFC Securities Limited	Indirect through IDFC FHCL	100%
vi.	IDFC AMC Trustee Company Limited	Indirect through IDFC FHCL	100%
vii.	IDFC Trustee Company Limited	Indirect through IDFC FHCL	100%
viii.	IDFC Alternatives Limited	Indirect through IDFC FHCL	100%
Foreign Subsidiaries			
i.	IDFC Capital (Singapore) Pte. Limited	Indirect through IDFC Alternatives	100%
ii.	IDFC Securities Singapore Pte. Limited	Indirect through IDFC Securities	100%
iii.	IDFC Capital (USA) Inc.	Indirect through IDFC Securities	100%
iv.	IDFC Investment Managers (Mauritius) Ltd.	Indirect through IDFC AMC	100%
Associate			
i.	IDFC FIRST Bank Limited	Indirect through IDFC FHCL	40%
ii.	IDFC FIRST Bharat Limited	Indirect through IDFC FIRST Bank	40%
iii.	NIIF Infrastructure Finance Limited	Indirect through IDFC FHCL	30%
iv.	Jetpur Somnath Tollways Private Limited	Indirect through IDFC Projects Limited	26%
v.	Novopay Solutions Private Limited	Direct	23.83%
Joint Ventures			
i.	Delhi Integrated Multi - Modal Transit System Limited	Indirect through IDFC Foundation	50%
ii.	Infrastructure Development Corporation (Karnataka) Limited (“iDeck”)	Indirect through IDFC Foundation	49.49%

Mehta along with other investors (“Acquirer”) to sale 100% equity stake held in IDFC Securities Limited. The sale is subject to approval of regulatory approval and is expected to be completed during FY20. The consideration for sale is agreed up on Adjusted Net-worth of IDFC Securities Limited as on September 30, 2019 plus premium of ₹ 20 crore. Mr. Dharmesh Mehta is former MD & CEO of Axis Capital and other investors are RBL, Multiples Alternate Asset Management, Easyaccess and others.

GIP, Investcorp, NIIF Fund II and Acquirers do not belong to the promoter / promoter group / group companies. Further, any of the abovementioned transactions does not fall within related party transactions

CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors reviews the affairs of its subsidiary companies regularly. In accordance with the provisions of Section 129(3) of the Act, the Company has prepared Consolidated Financial Statements under Ind-AS including requisite details of all the subsidiaries. Further, a statement containing the salient features of performance and financial positions of all the subsidiary companies/ associates / joint ventures in the format AOC-I is appended as **Annexure 1**.

In accordance with Section 136 of the Act, the audited Financial Statements together with the Consolidated Financial Statements and related information of the Company and audited accounts of each subsidiary company are available on the website of the Company: www.idfc.com. Detailed analysis of the performance of IDFC and its subsidiaries, including initiatives in the areas of Risk Management, Human Resources and IDFC Foundation activities, have been presented in the section on Management Discussion & Analysis which forms part of this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

IDFC had 9 employees as on March 31, 2019 and 404 employees at the group level. In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, a statement showing the names and other particulars of the employees

drawing remuneration in excess of the limits set out in the said rules are provided in this Annual Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Shareholders of the Company. The said information is available for inspection at the Registered Office and Corporate Office of the Company during working hours and any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Disclosure pertaining to remuneration & other details as required under section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are appended as **Annexure 2**.

SHARE CAPITAL UPDATE

During the year, the Company issued and allotted 3,750 equity shares to eligible employees of IDFC and its subsidiaries on exercise of options granted under Employee Stock Option Scheme 2016 (“IDFC ESOS - 2016”). As on March 31, 2019, the total paid up capital of IDFC was 1,596,358,316 equity shares of ₹ 10 each.

MANAGEMENT DISCUSSION & ANALYSIS AND REPORT ON CORPORATE GOVERNANCE

In compliance with Regulation 34 of SEBI LODR Regulations, separate detailed chapters on Management Discussion & Analysis, Report on Corporate Governance and Additional Shareholder Information forms part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2)(f) of SEBI LODR Regulations and Notifications issued from time to time, a separate report called Business Responsibility Report (“BRR”) describing the initiatives taken by IDFC from an environmental, social and governance perspective is hosted on the Company’s website: www.idfc.com which forms part of this Annual Report.

Any Member interested in obtaining a physical copy of the same may write to the Company by sending an e-mail on shivangi.mistry@idfc.com.

PUBLIC DEPOSITS

During FY19, your Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve

Bank) Directions, 1998 or under Chapter V of the Act.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Post demerger of financing undertaking into IDFC FIRST Bank w.e.f. October 1, 2015, IDFC is registered with RBI as NBFC – Investment Company. Being an investment company, the provisions of Section 186 of the Act are not applicable to IDFC. Hence, the requisite details of loans, guarantees and investments are not given.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

IDFC has put in place a Whistle Blower Policy, which includes reporting to the Management instances of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct. The Audit Committee directly oversees the Vigil Mechanism. The provisions of the policy are also in line with the provisions of Section 177 (9) & (10) of the Act. The details of Whistle Blower Policy /Vigil Mechanism are posted on the website of the Company: www.idfc.com.

FOREIGN EXCHANGE

There were no foreign exchange earnings and expenditures during the year.

PARTICULARS REGARDING CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Since the Company does not carry out any manufacturing activity, the particulars regarding conservation of energy, technology absorption and other particulars as required by Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 are not applicable to IDFC.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Shareholders of the Company vide a special resolution passed at its 21st AGM held on July 31, 2018 approved the Reappointment of Mr. Vinod Rai (DIN: 00041867), as an Independent Director (“ID”) of the Company for a period of 3 (three) consecutive years, from July 31, 2018 to July 30, 2021. At the said AGM, Mr. Donald Peck (DIN: 00140734) and Mr. Gautam Kaji (DIN: 02333127) retired as an Independent Director of the Company. The Board places on records its sincere

appreciation for their contribution to the Company.

In accordance with the Articles of Association of the Company and pursuant to the provisions of Section 152 of the Act, Mr. Chintamani Bhagat (DIN: 07282200) would retire by rotation at the ensuing AGM.

The Shareholders of the Company vide a special resolution passed at its 20th AGM held on July 28, 2017, re-appointed Mr. S. S. Kohli (DIN: 00169907) and Ms. Marianne Økland (DIN: 03581266) as Independent Directors of the Company for their respective 2nd term, for a period of two (2) years, to hold office from the conclusion of that AGM till the conclusion of the 22nd AGM of the Company to be held for FY19 i.e. ensuing AGM. Pursuant to the provisions of the Act read with the Rules made thereunder and SEBI LODR Regulations, Mr. S. S. Kohli and Ms. Marianne Økland would retire as Independent Directors of the Company at the ensuing AGM. The Board places on record its sincere appreciation for their long association and valuable contribution to IDFC.

During the year, Mr. Manish Kumar (DIN: 07379535) resigned as a Nominee Director w.e.f. June 11, 2018. The Ministry of Finance nominated Mr. Anshuman Sharma (DIN: 07555065) as Nominee of the Government of India on the Board of IDFC. Based on recommendation of Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members at the AGM, the Board appointed Mr. Anshuman Sharma (DIN: 07555065) as an Additional Director in the category of Nominee Director w.e.f. August 08, 2018. He will hold office as Additional Director up to the conclusion of the ensuing AGM. Accordingly, the approval of Shareholders is sought for appointment of Mr. Anshuman Sharma (DIN: 07555065) as Nominee Director at the ensuing AGM.

Based on the recommendation of the NRC of the Company and subject to the approval of the Members at the AGM, the Board of Directors of the Company had appointed Ms. Ritu Anand (DIN: 05154174) as an Additional Director in the category of Independent Director of the Company to hold office for a period of three (3) consecutive years w.e.f. August 16, 2019. The Company has received a declaration from Ms. Ritu Anand, at the time of her appointment that she meets the criteria of independence specified under

sub-section (6) of Section 149 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014, for holding the position of ID and that they shall abide by the "Code for Independent Directors" as per Schedule IV of the Companies Act, 2013. It is proposed to appoint Ms. Ritu Anand as an Independent Director of the Company to hold office for a period of three (3) consecutive years w.e.f. August 16, 2019.

During the year, based on the recommendation of NRC, The Board appointed Ms. Rinkoo Somani as Interim Chief Financial Officer w.e.f. July 10, 2018. Ms. Rinkoo Somani resigned as Interim Chief Financial Officer of the Company w.e.f. December 17, 2018. Further, Mr. Amol Ranade resigned as Company Secretary and Compliance Officer of the Company w.e.f. December 17, 2018.

Further, based on the recommendation of NRC, the Board of Directors of the Company appointed Mr. Bipin Gemani as Chief Financial Officer w.e.f. December 19, 2018 and Mr. Nirav Shah as Company Secretary and Compliance Officer w.e.f. December 18, 2018 as designated Key Managerial Personnel.

Further, Mr. Nirav Shah resigned as a Company Secretary and Compliance Officer w.e.f. May 23, 2019 and based on recommendation of NRC, the Board of Directors of the Company appointed Mr. Mahendra N. Shah as Company Secretary and Compliance Officer of the Company w.e.f. May 24, 2019 as designated Key Managerial Personnel.

FRAMEWORK FOR APPOINTMENT OF DIRECTORS

The Company has in place a framework for Board Diversity, Fit & Proper Criteria and Succession Planning for appointment of Directors on the Board of the Company.

DECLARATION OF INDEPENDENCE

The Company has received a declaration from all IDs that they meet the criteria of independence specified under sub-section of Section 149 of the Act, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI LODR Regulations for holding the position of ID and that they shall abide by the "Code for Independent Directors" as per Schedule IV of the Act.

SPECIAL BUSINESS

The Board of Directors recommends the following items under special business for approval of the Shareholders at the ensuing AGM:

- i. Appointment of Mr. Anshuman Sharma as a Nominee Director
- ii. Appointment of Ms. Ritu Anand as an Independent Director
- iii. Offer and Issue of Non-Convertible Securities through Private Placement basis

SHAREHOLDERS' UPDATE

OFFER AND ISSUE OF NON-CONVERTIBLE SECURITIES THROUGH PRIVATE PLACEMENT BASIS

IDFC has been borrowing through issue of Secured Redeemable Non-Convertible Debentures ("NCDs") and Commercial Papers ("CPs") on Private Placement ("PP") basis, from time to time. Section 42 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue securities on PP basis. In view of the same, it is proposed to seek approval of the Shareholders for borrowing, from time to time, by issuance of Non-Convertible Securities, on PP basis, including but not limited to NCDs and CPs up to an amount not exceeding ₹ 500 crore (Rupees Five Hundred crore only), which shall be within the overall borrowing limit of ₹ 10,000 crore (Rupees Ten Thousand crore only) as approved by the Shareholders at its 19th AGM under Section 180(1)(c) of the Act, under one or more shelf disclosure documents, for a period of one year from the conclusion of 22nd (Twenty-Second) AGM on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be. The Board of Directors recommends the same to the Shareholders of the Company.

The resolution seeking approval of the Shareholders regarding the same forms part of the Notice of ensuing AGM.

SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY WITHIN CHENNAI

The Board of Directors, at its meeting held on August 14, 2019, had approved shifting of the registered office of the Company within Chennai with effect from October 1, 2019. Accordingly, the Registered Office of the Company will be shifted from KRM Towers, 7th Floor, No. 1, Harrington

Road, Chetpet, Chennai 600 031, Tamil Nadu, India. to 4th floor, Capitale Tower, 555, Anna Salai, Thiru Vi Ka Kudiyruppu, Teynampet, Chennai – 600 018.

BOARD AND ITS COMMITTEES

During the year, 7 (seven) Board Meetings and 4 (four) Audit Committee Meetings were held. Audit Committee comprises of Ms. Marianne Økland (DIN: 03581266) - Chairperson, Mr. Vinod Rai (DIN: 00041867) and Mr. Chintamani Bhagat (DIN: 07282200). All the recommendations made by the Audit Committee during the year were accepted by the Board. The details of the constitution and meetings of the Board, Audit Committee and other Committees held during the year are provided in the Corporate Governance Report which forms part of this Annual Report.

BOARD EVALUATION

Pursuant to SEBI LODR Regulations and the Act, the process indicating the manner in which formal annual evaluation of the Chairman, Directors, Board as a whole and Board level committees is given in the Corporate Governance Report, which forms part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE / REMUNERATION POLICY

The Company has a policy in place for identification of independence, qualifications and positive attributes of Directors. IDFC has put in place a Remuneration Policy for the Directors, Key Managerial Personnel, Senior Management and Other Employees.

The remuneration of the Executive Director and KMPs is recommended by NRC to the Board for its approval.

AUDITORS

STATUTORY AUDITORS

At the AGM of the Company held on July 28, 2017, the Shareholders had approved the appointment of Price Waterhouse & Co, Chartered Accountants LLP (FRN 304026E / E300009) (“PWC”) as Statutory Auditors for a period of 5 years to hold office from the conclusion of the 20th AGM till the conclusion of the 25th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018, by the Ministry of

Corporate Affairs, the appointment of the Statutory Auditors is not required to be ratified at every Annual General Meeting.

There are no qualifications or observations or adverse remarks made by the Statutory Auditors in the Standalone Auditors’ Report. The qualification made by the Statutory Auditors in the Consolidated Auditors’ Report are mentioned on page no. 105.

PWC has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company for FY20.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. BNP & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for FY19. The Secretarial Audit Report is appended as **Annexure 3**.

There are no qualifications or observations or adverse remarks made by the Secretarial Auditors in their respective report.

Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), M/s BNP & Associates has issued a certificate that None of the Directors of IDFC Limited who are on the Board of the Company as on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by Securities Exchange Board of India or The Ministry of Corporate Affairs or any such other statutory authority. The said certificate is appended as **Annexure 3A**.

INTERNAL AUDITORS

The Company has appointed M/s Grant Thornton India LLP (having registration number AAA-7677) as Internal Auditors of the Company for FY20.

COMPLIANCE WITH SECRETARIAL STANDARDS

Pursuant to the Secretarial Standard-I issued by the Institute of Company Secretaries of India pertaining to Board of Directors, the Company confirms that all applicable Secretarial Standards have been duly complied with during the period under review.

INTERNAL CONTROL SYSTEMS

The Company has in place, adequate systems of Internal Control to ensure compliance with policies and procedures. It is being constantly assessed and strengthened with new / revised standard operating procedures and tighter Information Technology controls. Internal Audit of the Company is regularly carried out. The Audit Reports of Internal Auditors, along with their recommendations and implementation contained therein, are regularly reviewed by the Audit Committee.

Internal Auditors verified the key Internal Financial Control by reviewing key controls impacting financial reporting and overall risk management procedures of the Company and found the same satisfactory. Subsequently, it was placed before the Audit Committee of the Company.

RISK MANAGEMENT POLICY

IDFC as a group, has a robust risk management practice that enables it to book, manage and mitigate risks in all its businesses. The Company has a comprehensive Enterprise Risk Management framework which has been adopted across all entities in the group and covers all three types of risks—credit, market and operational risks. The Board through its Risk Management Committee monitors and reviews risk management of the group on a regular basis. Your Company has Board approved Group Operational Risk Management Policy which endeavors to lay down broad principles for operational risk management. The details of Risk Management Framework are provided in Management Discussion and Analysis.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of IDFC which has occurred between the end of FY19 and the date of this Board’s report.

INSTANCES OF FRAUD REPORTED BY THE AUDITORS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

During the year under review, there were no significant and material orders passed by the Regulators / Courts / Tribunals.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place the policy on Anti Sexual Harassment. The Company undertakes ongoing trainings to create awareness on this policy. There were no instances of Sexual Harassment that were reported during the period under review. The Company has constituted an Internal Complaints Committee for redressal of complaints and to prevent sexual harassment.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

- In that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- In that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- In that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- In that the annual financial statements have been prepared on a going concern basis;
- In that proper internal financial controls were in place and that the

financial controls were adequate and were operating effectively;

- In that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

GREEN INITIATIVE

In accordance with the 'Green Initiative', the Company has been sending the Annual Report / Notice of AGM in electronic mode to those Shareholders whose e-mail Ids are registered with the Company and / or the Depository Participants.

Your Directors are thankful to the Shareholders for their active participation in this Green Initiative.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return for FY19 in the prescribed Form No. MGT-9 is appended as **Annexure 4**. The Annual Return of the Company is available on the website: www.idfc.com.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee, as constituted under section 135 of the Act, comprises of:

- i. Mr. Sunil Kakar (DIN: 03055561) - Chairman,
- ii. Mr. S. S. Kohli (DIN: 00169907); and
- iii. Mr. Anshuman Sharma (DIN: 07555065)

The disclosure of contents of the Corporate Social Responsibility Policy of the Company as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of the Board's Report and appended as **Annexure 5**.

RELATED PARTY TRANSACTIONS

The Company has in place the policy on Related Party Transactions and the same has been uploaded on the website of the Company i.e. www.idfc.com. In all related party transactions that were entered into during the financial year, an endeavour was made consistently that they were on an arm's length basis and were in the ordinary course of business. IDFC has always been committed to good corporate governance practices, including matters relating to Related Party Transactions. Since all related party transactions entered into by the Company were in the ordinary

course of business and were on an arm's length basis, Form AOC-2 is not applicable to the Company. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements, were entered during the year by your Company.

EMPLOYEE STOCK OPTION SCHEME

Pursuant to the resolution passed by the Members through Postal Ballot dated June 25, 2016, IDFC introduced IDFC Employee Stock Option Scheme, 2016 ("IDFC ESOS 2016") to enable the employees of IDFC and its subsidiaries to participate in the future growth and financial success of the Company. The Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

All Options vest in graded manner and are required to be exercised within a specific period. The fair value determined at the grant date of the equity settled share based payment is expensed on a straight-line basis over the vesting period.

Disclosures as required under the SEBI (Share Based Employee Benefits) Regulations, 2014, are hosted on the Company's website: www.idfc.com which forms part of this Annual Report.

ACKNOWLEDGEMENTS

We are grateful to the Government of India, State Governments, RBI, SEBI, Stock Exchanges, various Ministries and other domestic and overseas regulatory bodies for their continuous collaboration and support. We would like to thank all our Shareholders, Banks for their co-operation and assistance during the year under review.

We would like to express our deep sense of appreciation for the hard work and efforts put in by the employees at all levels of the Group.

FOR AND ON BEHALF OF THE BOARD

Vinod Rai

Independent Non-Executive Chairman
Mumbai | August 14, 2019

ANNEXURE 1 AOC - I STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATES / JOINT VENTURES
[Pursuant to first proviso to sub-section 3 of Section 129 of the Act, read with Rule 5 of the Companies (Accounts) Rules 2014]

PART A SUBSIDIARIES

SR NO.	NAME OF SUBSIDIARY COMPANIES	CAPITAL	RESERVES	TOTAL ASSETS	TOTAL LIABILITIES
1	IDFC Alternatives Limited	0.22	396.88	401.67	4.57
	(Previous Year)	0.22	320.59	393.18	72.37
2	IDFC AMC Trustee Company Limited	0.05	0.20	0.28	0.02
	(Previous Year)	0.05	0.15	0.23	0.03
3	IDFC Asset Management Company Limited	2.68	290.55	368.11	74.88
	(Previous Year)	2.68	281.74	385.05	100.63
4	IDFC Capital (Singapore) Pte. Ltd.*	246.22	(19.60)	227.47	0.85
	(Previous Year)	246.22	(47.02)	199.73	0.53
5	IDFC Capital (USA) Inc.*	4.62	2.14	6.78	0.02
	(Previous Year)	4.62	1.66	6.36	0.08
6	IDFC Foundation	13.00	50.18	67.64	4.45
	(Previous Year)	13.00	45.72	80.24	21.52
7	IDFC Investment Managers (Mauritius) Limited*	2.51	(1.44)	1.13	0.07
	(Previous Year)	2.51	(1.21)	1.37	0.07
8	IDFC Projects Limited	85.55	(178.60)	0.84	93.89
	(Previous Year)	34.05	(151.33)	0.71	117.99
9	IDFC Securities Limited	14.14	123.95	154.51	16.42
	(Previous Year)	14.14	160.02	197.95	23.80
10	IDFC Securities Singapore Pte. Ltd*	17.63	(16.79)	1.19	0.35
	(Previous Year)	14.91	(12.17)	3.16	0.42
11	IDFC Trustee Company Limited	0.05	7.46	7.53	0.02
	(Previous Year)	0.05	6.48	6.63	0.10
12	IDFC Financial Holding Company Limited	9,029.24	(22.37)	9,020.03	13.16
	(Previous Year)	9,029.24	91.18	9,121.68	1.26
13	IDFC IEH Tactical Fund	25.80	0.02	25.90	0.08
	(Previous Year)	-	-	-	-
14	IDFC IEH Conservative Fund	57.25	1.24	60.64	2.15
	(Previous Year)	57.25	(0.54)	56.80	0.10

- Under Ind-AS 110, IDFC FIRST Bank Limited does not qualify to be a subsidiary as the Group fails to demonstrate control over it due to restricted voting rights as per the prevailing legal framework coupled with the absence of de-facto control. However, this does not preclude the Group from exercising significant influence over IDFC FIRST Bank Limited. Accordingly, IDFC FIRST Bank Limited is considered as an associate under Ind-AS 28. Requisite details of IDFC FIRST Bank Limited and its subsidiary are provided in Part B.
- IDFC Limited (through IDFC FHCL) was holding, 81.48% equity stake in NIIF Infrastructure Finance Limited. During the year, IDFC Limited sold 51.48% of equity stake to NIIF Fund II. Consequently, NIIF Infrastructure Finance Limited ceased to be a subsidiary of IDFC Limited and is now only an Associate Company. Requisite details of NIIF Infrastructure Finance Limited are provided in Part B.

* Exchange rate:

Closing Rate : 1 USD = ₹ 69.2645

Average Rate : 1 USD = ₹ 69.9490

Figures of ₹ 50,000 or less have been denoted by β.

₹ IN CRORE

INVESTMENTS	TURNOVER	PROFIT BEFORE TAX	PROVISION FOR TAX	TOTAL COMPREHENSIVE INCOME	PROPOSED DIVIDEND (%)	% OF SHAREHOLDING	
						PREFERENCE	EQUITY
325.68	40.84	103.76	27.56	76.20	-	-	100%
290.30	104.47	(18.80)	(8.09)	(10.71)	-	-	100%
-	0.24	0.08	0.02	0.06	-	-	100%
-	0.18	0.07	0.02	0.05	-	-	100%
190.58	264.65	69.50	23.99	43.65	1250%	-	100%
257.75	364.80	138.70	34.51	104.05	1200%	-	100%
103.41	6.38	(1.79)	-	(1.79)	-	-	100%
116.58	8.93	1.32	-	1.32	-	-	100%
-	1.41	0.11	0.02	0.09	-	-	100%
-	3.46	0.23	0.12	0.10	-	-	100%
41.14	1.03	4.83	0.37	4.46	-	-	100%
46.87	0.42	(15.10)	(0.06)	(15.04)	-	-	100%
-	-	(0.51)	-	(0.32)	-	-	100%
-	-	(0.21)	-	(0.21)	-	-	100%
0.41	-	(27.23)	0.04	(27.27)	-	-	100%
0.20	-	(10.15)	(0.09)	(10.06)	-	-	100%
55.85	48.68	(4.33)	5.02	(11.48)	-	-	100%
31.12	92.08	35.75	13.53	21.33	-	-	100%
-	0.43	(4.63)	-	(4.80)	-	-	100%
-	3.33	(0.67)	-	(0.67)	-	-	100%
7.39	0.81	1.34	0.36	0.98	-	-	100%
6.19	0.91	1.26	0.29	0.97	-	-	100%
8,587.65	188.17	37.96	30.52	7.44	-	-	100%
8,985.03	195.76	202.30	1.90	200.40	-	-	100%
10.46	0.11	0.05	0.03	0.02	-	-	78%
-	-	-	-	-	-	-	-
30.31	3.70	2.43	0.61	1.83	-	-	61%
29.85	(0.43)	(0.51)	0.04	(0.54)	-	-	61%

For and on behalf of the Board of Directors of
IDFC Limited

Vinod Rai
Non-Executive Chairman
(DIN: 00041867)

Sunil Kakar
Managing Director & CEO
(DIN: 03055561)

Mahendra N. Shah
Company Secretary
(PAN: ABRPS7427F)

Bipin Gemani
Chief Financial Officer
(PAN: AACPG6412A)

Mumbai: May 29, 2019

ANNEXURE 1 **AOC - I STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATES / JOINT VENTURES**
 [Pursuant to first proviso to sub-section 3 of Section 129 of the Act, read with Rule 5 of the Companies (Accounts) Rules 2014]

Part B ASSOCIATES AND JOINT VENTURES

SL. NO.	NAME OF ASSOCIATES/JOINT VENTURES	IDFC FIRST BANK LIMITED	IDFC FIRST BHARAT LIMITED	NIIF INFRASTRUCTURE FINANCE LIMITED
1	Latest audited Balance Sheet Date	March 31, 2019	March 31, 2019	March 31, 2019
2	The date since when Associate/Joint Ventures was acquired	October 21, 2014	October 13, 2016	March 12, 2019
3	Shares/Units of Associate/Joint Ventures held by the company on the year end			
	Numbers of shares/units	1,912,670,691	2,231,998	162,000,000
	Amount of Investment in Associates/ Joint Venture	7,030.07	232.40	162.00
	Extend of Holding %	40.00%	40.00%	30.00%
4	Description of how there is significant influence	Associate (see note 1)	Associate (see note 1)	Associate (see note 1)
5	Reason why the associate/joint venture is not consolidated	NA	NA	see note 5
6	Net worth attributable to Shareholding as per latest audited Balance Sheet	7,511.05	52.31	248.68
7	Profit / (Loss) for the year			
	i. Considered in Consolidation	(891.65)	14.53	-
	i. Not Considered in Consolidation	-	-	3.11

(i) Names of associates or joint ventures which are yet to commence operations. NA

(ii) Names of associates or joint ventures which have been liquidated or sold during the year.

- Uttarakhand Infrastructure Development Company Limited (Under Liquidation) - joint venture of IDFC Foundation is under liquidation.
- Rail Infrastructure Development Company (Karnataka) Limited (which was Joint Venture of Infrastructure Development Corporation (Karnataka) Limited) ceased to be associate Company with effect from March 28, 2019.

Note 1: IDFC FIRST Bank Limited, IDFC FIRST Bharat Limited and NIIF Infrastructure Finance Limited are Associates of IDFC Financial Holding Company Limited. Under Ind-AS 110, IDFC FIRST Bank Limited does not qualify to be a subsidiary as the Group fails to demonstrate control over it due to restricted voting rights as per the prevailing legal framework coupled with the absence of de-facto control. However, this does not preclude the Group from exercising significant influence over IDFC FIRST Bank Limited. Accordingly, IDFC FIRST Bank Limited is considered as an associate under Ind-AS 28. Further, IDFC FIRST Bharat Limited is a 100% subsidiary of IDFC FIRST Bank Limited.

Note 2: Delhi Integrated Multi Modal Transit System Limited and Infrastructure Development Corporation (Karnataka) Limited are Joint Ventures of IDFC Foundation.

Note 3: Jetpur Somnath Tollways Private Limited is an Associate Company of IDFC Projects Limited.

Note 4: Losses to the extent of investment in Associate have already been fully absorbed, so entity is no more consolidated.

Note 5: Remaining stake in NIIF Infrastructure Finance Limited which is held for sale has been fair valued in consolidated Financials, hence the same has been not consolidated as an associate.

₹ IN CRORE

JETPUR SOMNATH TOLLWAYS PRIVATE LIMITED	NOVOPAY SOLUTIONS PRIVATE LIMITED	DELHI INTEGRATED MULTI - MODAL TRANSIT SYSTEM LIMITED	INFRASTRUCTURE DEVELOPMENT CORPORATION (KARNATAKA) LIMITED ("IDEC")
March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019
January 11, 2011	March 6, 2017	March 23, 2011	March 23, 2011
42,637,400	227,145	73,045	4,948,505
131.38	35.62	14.73	15.48
26.00%	23.83%	50.00%	49.49%
Associate (see note 3)	Associate	Associate (see note 2)	Associate (see note 2)
See note 4	NA	NA	NA
9.29	2.73	57.96	50.03
-	2.73	6.38	2.47
(2.34)	-	-	-

For and on behalf of the Board of Directors of
IDFC Limited

Vinod Rai
Non-Executive Chairman
(DIN: 00041867)

Sunil Kakar
Managing Director & CEO
(DIN: 03055561)

Mahendra N. Shah
Company Secretary
(PAN: ABRPS7427F)

Bipin Gemani
Chief Financial Officer
(PAN: AACPG6412A)

Mumbai: May 29, 2019

RATIO OF DIRECTOR REMUNERATION TO EMPLOYEE MEDIAN REMUNERATION

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as amended from time to time

i. The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year.

The ratio of the remuneration of MD & CEO to the median remuneration of the employees of IDFC Limited for FY19 was 12x.

ii. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year

MD & CEO - 9%
CFO - 9%
CS - 8%

iii. The percentage increase in the median remuneration of employees in the financial year

The median pay increase for eligible employees was 9%.

iv. The number of permanent employees on the rolls of the Company.

There were 9 employees of the Company as on March 31, 2019

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average percentile increase for Managerial Personnel for the last financial year was 8%. Average percentile increase for employees other than the Managerial Personnel for the last financial year was 8%. The average percentile increase in the remuneration of employees compared to increase in remuneration of Key

Managerial Personnel as per the Act is in line with the compensation benchmark study and the performance of the Company over a period of time. There is no exceptional increase in the Managerial Remuneration.

vi. Affirmation that the remuneration is as per the remuneration policy of the Company.

We confirm.

Note: The Non-Executive Directors of the Company are entitled for sitting fee and commission as per the statutory provisions and within the limits approved by the Shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

To,
The Members,
IDFC Limited,
KRM Towers, 7th Floor,
No. 1 Harrington Road, Chetpet,
Chennai 600 031,
Tamil Nadu.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IDFC Limited (hereinafter called 'the Company') for the audit period covering the financial year ended on 31st March 2019 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- i.** The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- ii.** The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder;
- iii.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a)** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b)** The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c)** The Securities and Exchange

Board of India (Share Based Employee Benefits) Regulations, 2014;

- d)** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e)** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- v.** Other laws as applicable specifically to the Company:
Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by the Reserve Bank of India from time to time and to the extent of capital adequacy norms and periodic reporting to be done by the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India related to meetings and minutes.

During the audit period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the audit period under review, provisions of the following Act / Regulations were not applicable to the Company:

- a)** The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b)** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c)** The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- d)** The Securities and Exchange Board of India (Buyback of Securities) Regulation, 1998;
- e)** Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

We further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that –

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that-

During the audit period, the Company has Obtained approval from its Members at 21st Annual General Meeting of the Company held on 31st July 2018, to alter Article 60A of the Articles of Association of the Company

For BNP & Associates

Company Secretaries
(FRN P2014MH037400)

B. Narasimhan

Partner
FCS No. 1303
COP No. 10440

Mumbai | May 24, 2019

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE A - TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To,
The Members,
IDFC Limited,

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to IDFC Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the

Company, along with explanations where so required.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates

Company Secretaries
(FRN P2014MH037400)

B. Narasimhan

Partner
FCS No. 1303
COP No. 10440

Mumbai | May 24, 2019



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

To
The Members
IDFC Limited
KRM Towers, 7th Floor,
No.1 Harrington Road,
Chetpet Chennai,
Tamil Nadu 600031.

We have examined the relevant books, papers, minutes books, forms and returns filed, Notices received from the Directors during the financial Year 2018-19, and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives of IDFC Limited CIN No. L65191TN1997PLC037415 (hereinafter called the ‘Company’) having its Registered office at KRM Tower, 7th Floor, No.1 Harrington Road, Chetpet Chennai, Tamil Nadu for the purpose of issue of a Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (LODR), as amended vide notification no [SEBI/LAD/NRO/GN/2018/10 dated May 9, 2018 issued by SEBI.

In our opinion and to the best of our knowledge and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that None of the Directors stated below who are on the Board of the Company as on 31st March 2019 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by Securities Exchange Board of India or The Ministry of Corporate Affairs or any such other statutory authority.

SR. NO.	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT IN THE COMPANY
1	Mr. Vinod Rai	00041867	30/06/2015
2	Mr. Surinder Singh Kohli	00169907	27/04/2005
3	Mr. Sunil Kakar	03055561	16/07/2017
4	Ms. Marianne Økland	03581266	01/10/2011
5	Mr. Chintamani Bhagat	07282200	31/10/2015
6	Mr. Anshuman Sharma	07555065	08/08/2018
7	Mr. Soumyajit Ghosh	07698741	11/01/2017

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates

Company Secretaries
(FRN P2014MH037400)

B. Narasimhan

Partner
FCS No. 1303
COP No. 10440

Mumbai | August 14, 2019



SECRETARIAL COMPLIANCE REPORT

For the financial year ended March 31, 2019

In terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 issued by the Securities & Exchange Board of India

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **IDFC Limited (“the listed entity”)**,
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Company,
- (d) any other documents / filings , as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“**Review Period**”) compliance with respect to provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

SR. NO	COMPLIANCE REQUIREMENT (REGULATIONS/ CIRCULARS / GUIDELINES INCLUDING SPECIFIC CLAUSE)	DEVIATIONS	OBSERVATIONS/ REMARKS OF THE PRACTICING COMPANY SECRETARY
-NIL-			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

SR. NO.	ACTION TAKEN BY	DETAILS OF VIOLATION	DETAILS OF ACTION TAKEN E.G. FINES, WARNING LETTER, DEBARMENT, ETC.	OBSERVATIONS/ REMARKS OF THE PRACTICING COMPANY SECRETARY, IF ANY.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

SR. NO	OBSERVATIONS OF THE PRACTICING COMPANY SECRETARY IN THE PREVIOUS REPORTS	OBSERVATIONS MADE IN THE SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED.	ACTIONS TAKEN BY THE LISTED ENTITY, IF ANY	COMMENTS OF THE PRACTICING COMPANY SECRETARY ON THE ACTIONS TAKEN BY THE LISTED ENTITY
NIL				

For BNP & Associates
 Company Secretaries
 (FRN P2014MH037400)

B. Narasimhan
 Partner
 FCS No. 1303
 COP No. 10440

Mumbai | May 23, 2019

01 REGISTRATION AND OTHER DETAILS

1	CIN	L65191TN1997PLC037415
2	Registration Date	January 30, 1997
3	Name of the Company	IDFC Limited
4	Category / Sub-Category of the Company	Non Banking Financial Company - Investment Company
5	Address of the Registered office and contact details	KRM Towers, 7 th Floor, No. 1 Harrington Road, Chetpet, Chennai 600 031, Tamil Nadu, India. Tel.: +91 44 4564 4201/4202/4223 Fax No.: +91 44 4564 4222
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited, (Unit: IDFC Limited), Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032. Tel.: +91 40 6716 1500 Fax No.: +91 40 2342 0814

02 PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

SR. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT / SERVICE	% TO TOTAL TURNOVER
1	NBFC (IFC) registered with RBI upto September 30, 2015 and NBFC (IC) registered with RBI w.e.f. October 1, 2015	IDFC Limited holds a certificate of registration bearing no. B-07.00718 issued by the Reserve Bank of India ("RBI") to carry on the activities of a Non-Banking Financial Company ("NBFC") under Section 45 IA of RBI Act, 1934 in the category of Investment Company ("IC")	100

03 PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SR. NO.	NAME OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	IDFC Financial Holding Company Limited	U65900TN2014PLC097942	Subsidiary	100	2(87)
2	IDFC Alternatives Limited	U67190MH2002PLC137798	Subsidiary	100	2(87)
3	IDFC Capital (Singapore) Pte. Limited	Foreign Company	Subsidiary	100	2(87)
4	IDFC Trustee Company Limited	U65990MH2002PLC137533	Subsidiary	100	2(87)
5	IDFC Securities Limited	U99999MH1993PLC071865	Subsidiary	100	2(87)
6	IDFC Securities Singapore Pte. Limited	Foreign Company	Subsidiary	100	2(87)
7	IDFC Capital (USA) Inc.	Foreign Company	Subsidiary	100	2(87)
8	IDFC Asset Management Company Limited	U65993MH1999PLC123191	Subsidiary	100	2(87)
9	IDFC Investment Managers (Mauritius) Limited	Foreign Company	Subsidiary	100	2(87)
10	IDFC AMC Trustee Company Limited	U69990MH1999PLC123190	Subsidiary	100	2(87)
11	IDFC Projects Limited	U45203MH2007PLC176640	Subsidiary	100	2(87)
12	IDFC Foundation	U93000DL2011NPL215231	Subsidiary	100	2(87)
13	NIIF Infrastructure Finance Limited	U67190MH2014PLC253944	Associate ¹	30.00	2(6)
14	IDFC FIRST Bank Limited	U65110TN2014PLC097792	Associate ¹	40.00	2(6)
15	Jetpur Somnath Tollways Private Limited	U74120HR2011PTC058062	Associate ²	26.00	2(6)
16	Delhi Integrated Multi-Modal Transit System Limited	U60232DL2006PLC148406	Joint Venture ³	50.00	2(6)
17	Infrastructure Development Corporation (Karnataka) Limited	U45203KA2000PLC027382	Joint Venture ³	49.50	2(6)
18	Novopay Solutions Private Limited		Associate ⁴	23.83	2(6)
19	IDFC FIRST Bharat Limited	U65929TN2003PLC050856	Associate ⁵	40.00	2(6)

¹ Associate of IDFC Financial Holding Company Limited.

² Associate of IDFC Projects Limited.

³ Joint Venture of IDFC Foundation (a Company within the meaning of Section 8 of the Act)

⁴ Associate of IDFC Limited

⁵ Subsidiary of IDFC FIRST Bank

04 SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

I CATEGORY-WISE SHARE HOLDING

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
	Total A	0	0	0	0.00	0	0	0	0.00	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds/ UTI	258,079,430	-	258,079,430	16.17	187,002,065	-	187,002,065	11.71	(4.45)
(b)	Financial Institutions/ Bank	12,784,574	-	12,784,574	0.80	23,828,535	-	23,828,535	1.49	0.69
(c)	Central Government/ State Government(s)	261,400,000	-	261,400,000	16.37	261,400,000	-	261,400,000	16.37	(0.00)
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	47,133,555	-	47,133,555	2.95	46,833,555	-	46,833,555	2.93	(0.02)
(f)	Foreign Institutional/ Portfolio Investors	512,116,653	-	512,116,653	32.09	561,682,950	-	561,682,950	35.20	3.10
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total(1) :	1,091,514,212	-	1,091,514,212	68.38	1,080,747,105	-	1,080,747,105	67.70	(0.67)
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	82,331,824	-	82,331,824	5.16	96,202,861	-	96,202,861	6.03	0.87
(b)	Individuals									
	(i) Individuals Holding nominal share capital upto ₹ 1 lakh	167,818,085	27,250.00	167,845,335	10.52	159,884,197	10,888.00	159,895,085	10.02	(0.50)
	(ii) Individual holding nominal share capital in excess of ₹ 1 Lakh	217,177,312	-	217,177,312	13.60	221,235,760	-	221,235,760	13.85	0.25
(c)	Others									
	Clearing Members	8,664,960	-	8,664,960	0.54	3,300,646	-	3,300,646	0.21	(0.34)
	Non Resident Indians	9,059,895	-	9,059,895	0.57	9,612,940	-	9,612,940	0.60	0.03
	NRI Non-Repatriation	7,532,014	-	7,532,014	0.47	7,329,315	-	7,329,315	0.46	(0.01)
	TRUSTS	12,026,694	-	12,026,694	0.75	17,171,425	-	17,171,425	1.08	0.32
	NBFC	202,320	-	202,320	0.01	863,179	-	863,179	0.05	0.04
	Sub-Total B(2) :	504,813,104	27,250.00	504,840,354	31.62	515,600,323	10,888.00	515,611,211	32.30	0.67
	Total B=B(1)+B(2) :	1,596,327,316	27,250.00	1,596,354,566	100.00	1,596,347,428	10,888.00	1,596,358,316	100.00	0.00
	Total (A+B) :	1,596,327,316	27,250.00	1,596,354,566	100.00	1,596,347,428	10,888.00	1,596,358,316	100.00	0.00
(C)	SHARES HELD BY CUSTODIANS, AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0.00	0	0	0	0.00	
	GRAND TOTAL(A+B+C)	1,596,327,316	27,250.00	1,596,354,566	100.00	1,596,347,428	10,888.00	1,596,358,316	100.00	

II SHAREHOLDING OF PROMOTERS: NOT APPLICABLE

III CHANGE IN PROMOTERS' SHAREHOLDING: NOT APPLICABLE

IV SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters and Holders of GDRs and ADRs)

SR. NO.	NAME OF SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CHANGES IN THE SHAREHOLDING DURING THE YEAR		CUMULATIVE SHAREHOLDING AT THE END OF THE YEAR	
		NO OF SHARES	% OF TOTAL SHARES OF THE Co.	INCREASE	DECREASE	NO OF SHARES	% OF TOTAL SHARES OF THE Co.
1	President of India	261,400,000	16.37	-	-	261,400,000	16.37
2	Sipadan Investments (Mauritius) Limited	151,145,989	9.47	-	-	151,145,989	9.47
3	Theleme Master Fund Limited	79,475,433	4.98	-	-	79,475,433	4.98
4	Orbis Sicav Emerging Markets Equity Fund	58,961,949	3.69	15,777,422	-	74,739,371	4.68
5	Ashish Dhawan	48,773,111	3.06	7,226,889	-	56,000,000	3.51
6	East Bridge Capital Master Fund Limited	39,641,081	2.48	-	-	39,641,081	2.48
7	ICICI Prudential Equity & Debt Fund	19,361,236	1.21	10,713,705	-	30,074,941	1.88
8	Akash Bhanshali	26,050,921	1.63	7,00,000	-	26,750,921	1.68
9	Aditya Birla Sun Life Trustee Private Limited A/c Aditya Birla Sun Life Frontline Equity Fund	26,756,791	1.68	-	160,000	26,596,791	1.67
10	Platinum Asia Fund	19,084,314	1.20	3,739,250	-	22,823,564	1.43

* Top ten Shareholders of the Company as on March 31, 2019 have been considered for the above disclosure.

The shares of the Company are traded on daily basis and hence, the date wise increase / decrease in shareholding is not indicated

V SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

SR. NO.	NAME OF SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR/ DATE OF APPOINTMENT		CHANGES IN THE SHAREHOLDING DURING THE YEAR / PERIOD		CUMULATIVE SHAREHOLDING AT THE END OF THE YEAR / DATE OF RESIGNATION	
		NO OF SHARES	% OF TOTAL SHARES OF THE Co.	INCREASE	DECREASE	NO OF SHARES	% OF TOTAL SHARES OF THE Co.
1	Mr. Sunil Kakar, MD & CEO	-	-	-	-	-	-
2	Mr. Bipin Gemani, CFO ¹	66,442	0.004	-	-	66,442	0.004
3	Ms. Rinkoo Somani, Interim CFO ²	5,367	0.000	-	-	5,367	0.000
4	Mr. Amol Ranade, CS ²	1,760	0.000	-	-	1,760	0.000
5	Mr. Nirav Shah, CS ³	-	-	-	-	-	-

Note:

¹ Appointed w.e.f December 19, 2018

² Resigned w.e.f December 17, 2018

³ Appointed w.e.f December 18, 2018 and Resigned w.e.f May 23, 2019

05 INDEBTEDNESS - NIL
06 REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
AMOUNT IN ₹
A REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND / OR MANAGER:

PARTICULARS OF REMUNERATION		MR. SUNIL KAKAR
1	Gross salary	
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,057,025
b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600
c)	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
i)	as % of profit	-
ii)	Others, specify	-
5	Others - Contribution to Provident & Other Funds	4,153,560
TOTAL (A)		29,250,185
Ceiling as per the Act		Refer Note 2

Note:

1. During FY19, Mr. Sunil Kakar was paid bonus of ₹ 2 crore for FY18. During the year, Mr. Sunil Kakar was granted 7,000,000 stock options under IDFC ESOP Scheme.

2. The remuneration paid to MD & CEO is within the limits prescribed under the Companies Act, 2013.

B REMUNERATION TO OTHER DIRECTORS					AMOUNT IN ₹
SR. NO.	PARTICULARS OF REMUNERATION	FEES	COMMISSION¹	OTHERS	TOTAL AMOUNT
1	Independent Directors				
	Mr. Vinod Rai	825,000	2,158,082	-	2,983,082
	Mr. S. S. Kohli	775,000	1,308,082	-	2,083,082
	Ms. Marianne Økland	750,000	1,304,795	-	2,054,795
	Mr. Gautam Kaji	275,000	419,961	-	694,961
	Mr. Donald Peck	150,000	369,824	-	519,824
	TOTAL (1)	2,775,000	5,560,744	-	8,335,744
2	Other Non-Executive Directors				
	Mr. Chintamani Bhagat	600,000	1,083,836	-	1,683,836
	Mr. Soumyajit Ghosh	-	-	-	-
	Mr. Manish Kumar	-	-	-	-
	Mr. Anshuman Sharma	-	-	-	-
	TOTAL (2)	600,000	1,083,836	-	1,683,836
	TOTAL (B) = (1+2)	3,375,000	6,644,580	-	10,019,580
	TOTAL MANAGERIAL REMUNERATION (A+B)				39,269,765
	Overall ceiling as per the Act				Refer Note 2

Note

1. Commission for FY18 was paid in FY19.

2. The remuneration paid to Directors is within the limits prescribed under the Companies Act, 2013.

C REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD					AMOUNT IN ₹
PARTICULARS OF REMUNERATION		MR. BIPIN GEMANI	MS. RINKOO SOMANI	MR. AMOL RANADE	
		CFO	Interim CFO	CS	
		Dec 19, 2018 to Mar 31, 2019	Jul 10, 2018 to Dec 17, 2018	Apr 01, 2018 to Dec 17, 2018	
1	Gross salary				
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,802,160	2,943,449	655,037	
b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	9,232	11,831	11,540	
c)	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
i)	as % of profit				
ii)	Others, specify				
5	Others - Contribution to Provident & Other Funds	541,923	170,362	72,267	
	TOTAL	4,353,315	3,125,642	738,844	

Note:

1. During FY19, Mr. Amol Ranade was paid bonus of ₹ 5 lacs for FY18.

2. During FY 19, Mr. Bipin Gemani was paid bonus of ₹ 79.63 lacs for FY 18. During the year, Mr. Bipin Gemani was granted 1,200,000 stock options under IDFC ESOP Scheme

3. Mr. Nirav Shah was deputed to IDFC Limited from one of the group company.

07 PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES: NIL

CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1 A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR

policy and projects or programs. The CSR policy is to ensure that CSR activities are not performed in silos and that it be skillfully and inextricably woven into the fabric of the Company's business strategy for overall value creation for all stakeholders. IDFC believes that profitability must be complemented by a sense of responsibility towards all stakeholders with a view to make a material, visible and lasting difference to the lives of disadvantaged sections of the people, preferably in the immediate vicinity in which the Company operates but at the same time ensure widespread spatial distribution of its CSR activities Pan-India befitting its status as a conscientious corporate citizen.

Section 135 of Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules 2014 requires IDFC to mandatorily spend on CSR activities.

During the year, IDFC carried out CSR activities through its wholly owned subsidiary company, namely, IDFC Foundation, a not-for-profit Company within the meaning of Section 8 of the Act, 2013 (erstwhile Section 25 of the Companies Act, 1956).

The object of the CSR activities would seek to -

- (a) serve the poor, marginalised and underprivileged
- (b) promote inclusion
- (c) be sustainable
- (d) meet needs of the larger community and society

IDFC Foundation, as implementing agency on behalf of IDFC Limited and its group companies, undertook the following CSR activities which fall within the ambit of the activities listed in Schedule VII of the Act for promoting the development of -

- (a) livelihoods
- (b) rural development projects
- (c) promoting healthcare including preventive health care

- (d) education
- (e) community engagement/ development
- (f) environmental sustainability
- (g) disaster relief
- (h) research and studies in all or any of the activities mentioned in Schedule VII and
- (i) Others

2 The Composition of the CSR Committee.

Mr. Sunil Kakar - Chairman

Mr. S. S. Kohli

Mr. Anshuman Sharma

3 Average net profit of the company for last three financial years

₹ 38.86 crore

4 Prescribed CSR Expenditure (2% of the amount as in item 3. above) - ₹ 0.78 crore**5 Details of CSR spent during the financial year.**

a) Total amount to be spent for the financial year:

₹ **0.78 Cr**

b) Amount spent during the year:

₹ **0.78 Cr**

c) Amount unspent, if any;
NIL

d) Manner in which the amount spent during the financial year is detailed below: **Annexure - A**

6 In case the Company has failed to spend 2% of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

7 The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For IDFC Limited

Sunil Kakar

Chairman - CSR Committee

S. S. Kohli

Director

Mumbai | May 24, 2019



CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

SR. NO	CSR PROJECT OR ACTIVITY IDENTIFIED	SECTOR IN WHICH THE PROJECT IS COVERED (CLAUSE NO. OF SCHEDULE VII TO THE COMPANIES ACT, 2013, AMENDED)
1	Promoting learning outcomes of under privileged students in night schools in Maharashtra	Cl.(ii) promoting education
	TOTAL	
2	Support for affordable and accessible healthcare services.	Cl.(i) promoting health care including preventive health care
	TOTAL	
3	Program on improving access to water and sanitation in Odisha	Cl.(i) Sanitation & Safe Drinking water
	TOTAL	
4	Shwethdara-Cattle Care Program to improve the productivity of milch animals and increase the income of small and marginal dairy farmers	Cl.(ii) livelihood enhancement projects,
5	Improving the competitiveness of Indian economy through jobs and livelihood creation.	Cl.(ii) livelihood enhancement projects,
6	Providing house hold items and non-food items (NFIs) to meet the urgent needs to families affected by flood in Kerala	Cl.(ii) livelihood enhancement projects,
7	Promoting Financial Inclusion by deploying interoperable Financial Inclusion Devices and organising Financial Literacy Programs	Cl.(ii) livelihood enhancement projects; Cl. (x) rural development projects.
	TOTAL	
8	Improvement of Master Storm Water Drainage, Gurugram, HR	Cl.(iv) Environmental sustainability
9	Research & studies on various social and economic issues directly impacting welfare of people	Various clauses of Schedule VII
	TOTAL	
	Total Direct Expense of Project & Programmes (A)	
	Overhead Expense (B)	
	Total (A) + (B)	

*IDFC Foundation, a wholly owned subsidiary of the IDFC Limited, is an implementing agency of IDFC Limited and its group Companies and engaging Corporate Social Responsibility (CSR) activities as per the CSR policy adopted by IDFC & its group companies in line with the Schedule VII of the act. The Company is primarily focusing on CSR activities as well defined projects or programmes that would include promoting and development of (a) livelihoods, (b) rural development projects, (c) promoting healthcare including preventive health care, (d) education, (e) community engagement/development, (f) environmental sustainability, (g) disaster relief, (h) research and studies in all or any of the activities mentioned in Schedule VII and (i) Others, with the help of various partners.

** The excess spending against budget has been made out of the previous years CSR contribution available with the implementing agency i.e. IDFC Foundation.

₹ IN CRORE

"PROJECTS OR PROGRAMS (1) LOCAL AREA OR OTHER (2) SPECIFY THE STATE AND DISTRICT WHERE PROJECTS OR PROGRAMS WAS UNDERTAKEN"	AMOUNT OUTLAY (BUDGET)	"AMOUNT SPENT ON THE PROJECTS OR PROGRAMS SUB HEADS: (1) DIRECT EXPENDITURE ON PROJECTS OR PROGRAMS (2) OVER HEADS**"	CUMULATIVE EXPENDITURE UP TO THE REPORTING PERIOD	AMOUNT SPENT : DIRECT OR THROUGH IMPLEMENTING AGENCY
Maharashtra-Mumbai	0.02	0.20	2.45	IMPLEMENTING AGENCY - IDFC FOUNDATION*
	0.02	0.20	2.45	
All India coverage	0.01	0.17	0.54	
	0.01	0.17	0.54	
Odisha	0.01	0.10	0.50	
	0.01	0.10	0.50	
Madhya Pradesh - Hoshangabad, Dhar, Dewas and Indore Rajasthan - Jaipur and Ajmer		1.28	5.59	
All India coverage		0.11	0.37	
Kerela - Cochin	0.51	0.24	0.24	
Rural India coverage		3.88	20.66	
	0.51	5.52	26.86	
Haryana - Gurugram		0.22	0.22	
All India coverage	0.23	2.84	19.95	
	0.23	3.06	20.17	
		9.05	50.53	
		-	2.81	
	0.78	9.05	53.34	