

INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED
COMPLIANCE STATUS FOR CLAUSE 49 OF THE LISTING AGREEMENT
(AS ON SEPTEMBER 30, 2010)

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 are paid sitting fees for attending the Board Meeting. In addition to this, the non-executive Directors have been paid commission for FY 10 within the parameters and up to the limits approved by the Board / shareholders. No Stock Options have been granted to any Non-Executive Director.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	IDFC's Board/Audit Committee meets atleast 4 times in a year. All the Directors of the Board comply with Clause C (2).
(D) Code of Conduct	49 (ID)	Yes	IDFC has already put in place a Code of Conduct for Directors & Senior Management Personnel.
II. Audit Committee	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.
(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	IDFC has the following 19 Subsidiary Companies:

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			<ol style="list-style-type: none"> 1. IDFC Private Equity Company Limited 2. IDFC Trustee Company Limited 3. IDFC Finance Limited 4. IDFC Investment Advisors Limited 5. IDFC Project Equity Company Limited 6. IDFC Securities Limited 7. IDFC Capital Company Limited 8. IDFC PPP Trusteeship Company Limited 9. IDFC Projects Ltd 10. IDFC Capital Limited 11. IDFC-SSKI Stock Broking Limited 12. IDFC Asset Management Company Limited 13. IDFC AMC Trustee Company Limited 14. IDFC Capital Singapore Pte Limited 15. IDFC Pension Fund Management Company Limited 16. Dheeru Powergen Private Limited 17. IDFC Fund of Funds Limited 18. IDFC General Partners Limited 19. IDFC Capital USA Inc <p>IDFC does not have any non-listed material subsidiary. The minutes of and outstanding investments in these subsidiary companies are being placed before the Board/ Audit Committee of IDFC.</p>

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IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are being placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Accounting Treatment 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 minimisation 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	<p>Utilisation of proceeds from public issue / Qualified Institutional Placement were placed before the Audit Committee as applicable when such issues were made.</p> <p>During the quarter ended September 30, 2010, the Company has raised capital by issue of –</p> <p>(a) 157,752,090 Equity Shares at a price of Rs168.25 per Equity Share aggregating to Rs.26,541.8 million; and</p> <p>(b) 840,00,000 Compulsorily Convertible Cumulative Preference Shares having face value of Rs.100 each at par.</p> <p>In compliance with the provisions of the listing agreement, the necessary information will be disclosed to the Audit Committee at its</p>

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			forthcoming meeting(s) for consideration.
(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 management discussion and analysis are part of the Annual Report 2009-10
(G) Shareholders	49 (IV G)	Yes	IDFC complies with this requirement pertaining to Shareholders.
V. CEO/CFO Certification	49 (V)	Yes	CEO & CFO have certified the Annual Accounts for FY 2009-10.
VI. Report on Corporate Governance	49 (VI)	Yes	The Annual Report 2009-10 contains a chapter on Corporate Governance and all requisite disclosures have been made. The same will also be complied with in the next Annual Report i.e. 2010-11
VII. Compliance	49 (VII)	Yes	IDFC is in compliance with the provision of Clause 49 (VII).