

INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED

COMPLIANCE STATUS FOR CLAUSE 49 OF THE LISTING AGREEMENT
(AS ON MARCH 31, 2011)

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
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| 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 | |

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| III. Subsidiary Companies | 49 (III) | Yes | <p>IDFC has the following 23 Subsidiary Companies:</p> <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. Jetpur Somnath Highway Limited (Previously known as IDFC Capital Company Limited). 8. Jetpur Somnath Tollways Limited 9. Uniquet Infra Ventures Private Limited 10. IDFC Foundation 11. IDFC PPP Trusteeship Company Limited 12. IDFC Projects Limited 13. IDFC Capital Limited 14. IDFC Distribution Company Limited 15. IDFC Asset Management Company Limited 16. IDFC AMC Trustee Company Limited 17. IDFC Capital Singapore Pte Limited 18. IDFC Pension Fund Management Company Limited 19. Dheeru Powergen Limited 20. IDFC Fund of Funds Limited 21. IDFC General Partners Limited 22. IDFC Capital USA Inc 23. IDFC AMC Mauritius Company Limited <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</p> |
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| | | | Board/ Audit Committee of IDFC. |
| 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 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 | <p>Utilisation of proceeds from public issue / Qualified Institutional Placement/ CCCPS were placed before the Audit Committee as applicable when such issues were made.</p> <p>During the quarter ended March 31, 2011, the Company has issued 19,61,449 Infrastructure Tax-saving Bonds at a rate of Rs.5000 per bond aggregating to Rs 9,80,72,45,000/-.</p> <p>In compliance with the provisions of the listing agreement, the necessary information will be disclosed to the Audit Committee at its forthcoming meeting(s) for consideration.</p> |
| (E) Remuneration of Directors | 49 (IV E) | Yes | All the disclosure requirements relating to remuneration of Directors are complied with. |

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| (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). |