



October 13, 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 September 30, 2014.

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

Thanking you,

Yours faithfully,
For IDFC Limited

A handwritten signature in blue ink, appearing to read 'Mahendra N. Shah'.

Mahendra N. Shah
Company Secretary





IDFC Limited

COMPLIANCE STATUS FOR CLAUSE 49 OF THE LISTING AGREEMENT
(As on September 30, 2014)

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 within the prescribed limits. In addition to this, the NEDs have been paid Commission for FY13 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/ Members of the Audit Committee 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 (SMPs). A declaration to the effect that the Directors and SMPs comply with the said Code of Conduct 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	IDFC has an independent Audit Committee comprising of five members, four of whom are Independent Directors and one Nominee Director, complying with all the requirements. Mr. S. H. Khan, an Independent Director, acts as the Chairman of the Committee. All the members are financially literate and at least 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
(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	





Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			Audit 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 for 2013-14.
III. Subsidiary Companies	49 (III)	Yes	<p>IDFC has the following 18 Subsidiary Companies:</p> <ol style="list-style-type: none"> 1. IDFC Alternatives Limited 2. <u>IDFC Project Equity Company Limited*</u> 3. IDFC Trustee Company Limited 4. IDFC Securities Limited 5. IDFC Fund of Funds Limited 6. IDFC Capital (Singapore) Pte Limited 7. IDFC Securities Singapore Pte Limited 8. IDFC Capital (USA) Inc 9. IDFC Asset Management Company Limited 10. IDFC AMC Trustee Company Limited 11. IDFC Investment Advisors Limited 12. IDFC Investment Managers (Mauritius) Limited 13. IDFC Projects Limited 14. IDFC Finance Limited 15. <u>IDFC Primary Dealership Company Limited*</u> 16. IDFC Foundation 17. <u>IDFC Housing Finance Company Limited*</u> 18. IDFC Infra Debt Fund Limited <p><i>* An Application has been filed with the Honorable High Court of Judicature at Mumbai for merger of these companies into IDFC Alternatives Limited.</i></p> <p>IDFC does not have any material non-listed Indian subsidiary company.</p> <p>The minutes of all the subsidiary companies are placed before the Board of IDFC 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.





Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(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 the Board about risk assessment and minimization procedures, which are periodically reviewed by the management and a Committee of Directors.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Details of the proceeds raised from the QIP will be disclosed appropriately in the results.
(E) Remuneration of Directors	49 (IV E)	Yes	All the disclosure requirements relating to remuneration of Directors are duly met 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 for 2013-14.
(G) Shareholders	49 (IV G)	Yes	IDFC complies with the requirements contained under this head.
V. CEO/CFO Certification	49 (V)	Yes	CEO & CFO certification forms a part of the Corporate Governance Report for 2013-14.
VI. Report on Corporate Governance	49 (VI)	Yes	The Annual Report for 2013-14 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

