

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **IL&FS Investment Managers Limited**
 2. Quarter ending - **31-Mar-2017**

i. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	RAVI PARTHASARATHY	00002392	AAKPP8872B	NED	25-Sep-1996			4	0	0
Mr.	S M DATT A	00032812	AAAGP D6963M	ID,C & NED	07-Aug-2014		4 yrs & 8 months	5	10	2
Mr.	BANSI MEHTA	00035019	AAADP M4552A	NED,ID	07-Aug-2014		4 yrs & 8 months	8	9	3
Mr.	VIBHAV KAPOOR	00027271	AALPK7034M	NED	19-Mar-2004			3	5	1
Ms.	DR ARCHANA HINGORA NI	00028037	ABLPH8227Q	ED	20-Apr-2016			3	3	0



Mr.	MILI ND PATE L	00 05 83 58	AAB PP7 609 R	NED	05-May- 2015			2	2	0
Mr.	RAM ESH BAW A	00 04 05 23	AAF PB7 145 J	ED	05-May- 2015			2	2	0
Mr.	HARI SANK ARA N	00 00 23 86	AG OPS 272 1C	NED	10-Feb- 2016			4	1	0
Mr.	SUNI L MEH TA	00 06 53 43	AEB PM 713 2A	ID	08-Aug- 2016		5 year s	1	2	1

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S M DATTA	ID,C & NED	Member
2	BANSI MEHTA	NED,ID	Chairperson
3	VIBHAV KAPOOR	NED	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S M DATTA	ID,C & NED	Member
2	VIBHAV KAPOOR	NED	Chairperson

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
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Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	HARI SANKARAN	NED	Member
2	S M DATTA	ID,C & NED	Member
3	BANSI MEHTA	NED,ID	Chairperson

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14-Nov-2016	04-Jan-2017	50
	13-Feb-2017	
	09-Mar-2017	

IV. Meeting of Committees



Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	04-Jan-2017	3	14-Nov-2016	50
Stakeholders Relationship Committee	13-Feb-2017	2	02-Nov-2016	
Nomination & Remuneration Committee		0		
Audit Committee	13-Feb-2017	2	14-Nov-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:



Name : **Sanjay Mitra**
Designation : **Company Secretary & Compliance Office**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

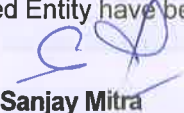
I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes



<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name :  **Sanjay Mitra**
Designation : **Company Secretary**

