

General information about company	
Scrip code	511208
NSE Symbol	IVC
MSEI Symbol	
ISIN	INE050B01023
Name of the entity	IL&FS Investment Managers Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Whether the listed entity has a Regular Chairperson											Yes				
Whether Chairperson is related to MD or CEO											No				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AAGPD6963M	00032812	Non-Executive - Independent Director	Chairperson	Shareholder Director	01-07-1936	Yes	30-09-2019	07-08-2014	23-03-2019		60	2	2	5	2
AEBPM7132A	00065343	Non-Executive - Independent Director	Not Applicable	Shareholder Director	22-08-1957	NA		08-08-2016	08-08-2016	19-03-2020	44	3	3	2	1
AAFPM5895E	02823501	Non-Executive - Independent Director	Not Applicable	Shareholder Director	22-02-1951	NA		28-08-2018	28-08-2018		60	1	1	2	0
AGPPK9019E	08267502	Non-Executive - Nominee Director	Not Applicable		08-07-1958	NA		06-12-2018	06-12-2018			2	0	6	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number members in Audit Stakeholder Committee including listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Kaushik Modak	AJUPM4382J	01266560	Non-Executive - Nominee Director	Not Applicable		03-10-1966	NA		06-12-2018	06-12-2018		1	0	1	

Text Block	
Textual Information(1)	The NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies. In view of the same these appointment of Women Director on the Board of the Company has been defered to a later date

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>As Mr Sunil Mehta resigned in the fag end of the last quarter, the Board did not get adequate time to fill in the vacancy caused by resignation of Mr Sunil Mehta on the Nomination and Remuneration Committee (NRC)</p> <p>Further as the vacancy in the NRC and in the position of the Chairman of NRC is to be filled with the appointment of an Independent Director, it will be challenging for the Company to fill the said vacancies under present circumstances. However, the Company will endeavour to comply with this at the earliest</p> <p>In view of the challenges faced by IL&FS and its group companies in appointing independent directors, the Exchange is aware that the NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032812	S M Datta	Non-Executive - Independent Director	Chairperson	26-04-2010		
2	02823501	Chitranjan Singh Kahlon	Non-Executive - Independent Director	Member	28-08-2018		
3	08267502	Nand Kishore	Non-Executive - Nominee Director	Member	11-12-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00065343	Sunil Mehta	Non-Executive - Independent Director	Chairperson	23-08-2018	19-03-2020	
2	00032812	S M Datta	Non-Executive - Independent Director	Member	21-09-1998		
3	01266560	Kaushik Modak	Non-Executive - Nominee Director	Member	06-02-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01266560	Kaushik Modak	Non-Executive - Nominee Director	Chairperson	11-12-2018		
2	00032812	S M Datta	Non-Executive - Independent Director	Member	25-09-1996		
3	02823501	Chitranjan Singh Kahlon	Non-Executive - Independent Director	Member	01-04-2019		
4	08267502	Nand Kishore	Non-Executive - Nominee Director	Member	01-04-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032812	S M Datta	Non-Executive - Independent Director	Chairperson	05-05-2014		
2	02823501	Chitranjan Singh Kahlon	Non-Executive - Independent Director	Member	11-12-2018		
3	01266560	Kaushik Modak	Non-Executive - Nominee Director	Member	11-12-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2019				Yes	5	3
2		10-02-2020			Yes	4	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	11-11-2019				Yes	3	2
2	Audit Committee	10-02-2020	90			Yes	3	2
3	Nomination and remuneration committee	12-11-2019				Yes	3	2
4	Nomination and remuneration committee	20-01-2020	68			Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block	
Textual Information(1)	Name of Related Party : ILandFS Investment Advisors LLC Nature of Transaction : The Company provides Advisory services to ILandFS Investment Advisors LLC Relationship with the party : Wholly owned subsidiary of the Company The shareholders approval is not applicable as the accounts of ILandFS Investment Advisors LLC are consolidated with that of the Company and are placed before the shareholders at the general meeting for their approval

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Sanjay Mitra
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>As Mr Sunil Mehta resigned in the fag end of the last quarter, the Board did not get adequate time to fill in the vacancy caused by resignation of Mr Sunil Mehta on the Nomination and Remuneration Committee (NRC)</p> <p>Further as the vacancy in the NRC and in the position of the Chairman of NRC is to be filed with the appointment of an Independent Director, it will be challenging for the Company to fill the said vacancies under present circumstances. However, the Company will endeavour to comply with this at the earliest</p> <p>In view of the challenges faced by IL&FS and its group companies in appointing independent directors, the Exchange is aware that the NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies</p>

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.iimlindia.com/
2	Terms and conditions of appointment of independent directors	Yes		http://www.iimlindia.com/
3	Composition of various committees of board of directors	Yes		http://www.iimlindia.com/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.iimlindia.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.iimlindia.com/
6	Criteria of making payments to non-executive directors	No	The criteria of making payments to non-executive directors has been disclosed in annual report	
7	Policy on dealing with related party transactions	Yes		http://www.iimlindia.com/
8	Policy for determining 'material' subsidiaries	Yes		http://www.iimlindia.com/
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.iimlindia.com/

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.iimlindia.com/
11	email address for grievance redressal and other relevant details	Yes		http://www.iimlindia.com/
12	Financial results	Yes		http://www.iimlindia.com/
13	Shareholding pattern	Yes		http://www.iimlindia.com/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.iimlindia.com/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.iimlindia.com/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.iimlindia.com/
21	Materiality Policy as per Regulation 30	Yes		http://www.iimlindia.com/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.iimlindia.com/
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	The criteria of making payments to non-executive directors has been disclosed in annual report

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies. In view of the same these appointment of Women Director on the Board of the Company has been deferred to a later date
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	As Mr Sunil Mehta resigned in the fag end of the last quarter, the Board did not get adequate time to fill in the vacancy caused by resignation of Mr Sunil Mehta on the Nomination and Remuneration Committee (NRC).Further as the vacancy in the NRC and in the position of the Chairman of NRC is to be filed with the appointment of an Independent Director, it will be challenging for the Company to fill the said vacancies under present circumstances. However, the Company will endeavour to comply with this at the earliest. In view of the challenges faced by IL&FS and its group companies in appointing independent directors, the Exchange is aware that the NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1), (1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	The NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies. In view of the same the Company is unable to appoint Independent Director on the Board of the unlisted material subsidiary companies
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	No	We explored both at the Company level and ILFS group level however insurance companies are reluctant to provide the same and accordingly we have been unable to get a D&O Insurance policy
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	<p>As Mr Sunil Mehta resigned in the fag end of the last quarter, the Board did not get adequate time to fill in the vacancy caused by resignation of Mr Sunil Mehta on the Nomination and Remuneration Committee (NRC)</p> <p>Further as the vacancy in the NRC and in the position of the Chairman of NRC is to be filled with the appointment of an Independent Director, it will be challenging for the Company to fill the said vacancies under present circumstances. However, the Company will endeavour to comply with this at the earliest</p> <p>In view of the challenges faced by IL&FS and its group companies in appointing independent directors, the Exchange is aware that the NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies</p>

Annexure II		
1	Name of signatory	Sanjay Mitra
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	No
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	<p>The Company's Board approved the Company's Material subsidiary Policy</p> <p>The Company has complied with all Corporate Governance requirements with respect to subsidiary of the Company baring the appointment of Independent Directors on the Board of unlisted Material Subsidiary Companies</p> <p>The NCLT based on a petition by Infrastructure Leasing and Financial Services Limited vide its Order dated April 26, 2019, granted its exemption to ILandFS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of ILandFS and its group companies.</p> <p>In view of the same the Company is unable to appoint Independent Director on the Board of the unlisted material subsidiary companies</p>

Annexure II		
1	Name of signatory	Sanjay Mitra
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Sanjay Mitra
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	13-04-2020

