

| 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 | 01-04-2020 |
| Date of end of financial year | 31-03-2021 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2020 |
| 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

| of tor | 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) | No prc I |
|-----------|------------|----------|--|----------------------------|----------------------------|---------------------|--|---|-----------------------------------|----------------------------|----------------------|--|--|---|--|--|----------------|
| atta | 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 | 4 | 2 | |
| ijan t | AAFPK5895E | 02823501 | Non- Executive - Independent Director | Not Applicable | Shareholder Director | 22- 02- 1951 | NA | | 28-08-2018 | 28-08-2018 | | 60 | 1 | 1 | 2 | 0 | |
| e | AGPPK9019E | 08267502 | Non- Executive - Nominee Director | Not Applicable | | 08- 07- 1958 | NA | | 06-12-2018 | 06-12-2018 | | | 2 | 0 | 10 | 6 | |
| k : | AJUPM4382J | 01266560 | Non- Executive - Nominee Director | Not Applicable | | 03- 10- 1966 | NA | | 06-12-2018 | 06-12-2018 | | | 1 | 0 | 2 | 1 | |

| Text Block | |
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| Textual Information(1) | <p>After the resignation of Mr Sunil Mehta, Independent Director and Chairman of the Nomination & Remuneration Committee (N&RC), given the circumstances, the Company is finding it difficult to appoint an Independent Director to Chair the N&RC and as a result the N&RC is not adequately constituted. Hence, currently this Committee does not have a Chairman</p> <p>The Board currently has equal number of independent and non-independent directors. Given the challenges in appointment of independent directors, any addition of non-independent directors to meet the minimum requirement of six directors, might impact the balance of the composition of the Board</p> <p>Honble National Company Law Tribunal (NCLT) order dated April 26, 2019 granting exemption from the requirement of appointment of Independent Director and Women Director remains in force and there are no further updates in this regard</p> <p>In light of the above and also in view of the NCLT order request if a waiver could be granted with the abovementioned requirements of the N&RC and the Composition of the Board</p> <p>Further Mr Nand Kishore is appointed on the Board of the Company as a nominee of IL&FS. Mr Nand Kishore being appointed by government on the Board of IL&FS is required to take up nominee directorship and charimanship/ membership of various committees of IL&FS group Companies. Accordingly, as on Septemeber 30, 2020 Mr Nand Kishore exceeds the maximun limit of chairmanship of Audit and Stakeholders Relationship Committees by one additional committee chairmanship. Further as on the date of submission of this report, Mr Nand Kishore has resigned from one company and effectivly his membership and chairmanship of committees is within the statutory limit of 10 membership and 5 chairmanship</p> |

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

| Annexure 1 Text Block | |
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| Textual Information(1) | <p>The vacancy in the Nomination and Remuneration Committee (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 vacancy of an Independent Director 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 IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS 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 | | | | | No | | |
| 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 | Member | 21-09-1998 | | |
| 2 | 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 | | | | | | | |
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| Annexure 1 | | | | | | | |
| III. Meeting of Board of Directors | | | | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | Textual Information(1) |
| 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 | | 28-07-2020 | | | Yes | 4 | 2 |
| 2 | | 08-09-2020 | 41 | | Yes | 4 | 2 |

| Text Block | |
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| Textual Information(1) | The Company availed the exemption granted by SEBI to hold the Board meeting for adoption of accounts for year ended March 31, 2020 until July 31, 2020 on account of nationwide lockdown due to Covid 19 pandemic. The Board meeting was held on July 28, 2020. Accordingly, no Board meeting was held in the quarter ended June 30, 2020 |

| Annexure 1 | | | | | | | | |
|--|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | | 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) | Number of Directors present* | |
| 1 | Audit Committee | 28-07-2020 | | | | Yes | 3 | 2 |
| 2 | Audit Committee | 08-09-2020 | | | | Yes | 3 | 2 |
| 3 | Corporate Social Responsibility Committee | 28-07-2020 | | | | Yes | 3 | 2 |
| 4 | Stakeholders Relationship Committee | 28-07-2020 | | | | Yes | 4 | 2 |

| Annexure 1 | | | |
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| 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 applicble as the accounts of ILandFS Investment Advisors LLC are consolidated with that of the Comany 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 | |
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| Textual Information(1) | <p>After the resignation of Mr Sunil Mehta, Independent Director and Chairman of the Nomination & Remuneration Committee (N&RC), given the circumstances, the Company is finding it difficult to appoint an Independent Director to Chair the N&RC and as a result the N&RC is not adequately constituted. Hence, currently this Committee does not have a Chairman</p> <p>The Board currently has equal number of independent and non-independent directors. Given the challenges in appointment of independent directors, any addition of non-independent directors to meet the minimum requirement of six directors, might impact the balance of the composition of the Board</p> <p>Honble National Company Law Tribunal (NCLT) order dated April 26, 2019 granting exemption from the requirement of appointment of Independent Director and Women Director remains in force and there are no further updates in this regard</p> <p>In light of the above and also in view of the NCLT order request if a waiver could be granted with the abovementioned requirements of the N&RC and the Composition of the Board</p> |

| Annexure III | | | | |
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| III. Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | NA | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | NA | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | NA | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | NA | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | NA | |
| | Any other information to be provided | | Textual Information(1) | |

| Text Block | |
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| Textual Information(1) | <p>Considering the difficulties being faced by Companies on account of the Covid 19 pandemic and the consequent lockdown, the Registrar of Companies, Maharashtra, has granted extension of three-month from the September 30 deadline to hold annual general meeting for the financial year 2019-20</p> <p>The Company has availed the said extension and will be holding its Annual General Meeting for FY 2019-20 on November 10, 2020</p> |

| Annexure III | | |
|---------------------|-------------------|--|
| 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 | 11-10-2020 |

