

**Corporate Governance Report**

- (1) Name of Listed Entity : IL&FS Investment Managers Limited
- (2) BSE Scrip Code : 511208
- (3) NSE Symbol : IVC
- (4) ISIN : INE050B01023
- (5) Quarter ending : December 31, 2015

**(I) Composition of Board of Directors :**

Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation on	Tenure*	No. of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	No. 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)
Mr	S M Datta	AAGPD6963M	00032812	Chairman & Non-Executive Independent	07-Aug-2014	4years & 8 months	6	9	2
Mr	Ravi Parthasarathy	AAKPP8872B	00002392	Non-Executive	25-Sep-1996	-	4	0	0
Mr	Bansi Mehta	AADPM4552A	00035019	Independent	07-Aug-2014	4years & 8 months	7	9	3



Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation on	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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)
Mr	Jitender Balakrishnan	AEIPB9233Q	00028320	Independent	07-Aug-2014	4years & 8 months	6	6	1
Mr	Siddharth Mehta	AQBPM9747R	02665407	Independent	11-Aug-2015	3years & 8 months	1	0	0
Mr	Vibhav Kapoor	AALPK7034M	00027271	Non-Executive	19-Mar-2004	-	3	5	1
Mr	Shahzaad Dalal	AEKPD9537P	00011375	Non-Executive	26-Jun-1998	-	4	2	0
Mr	Ramesh Bawa	AAFPB7145J	00040523	Executive	05-May-2015	-	2	3	1
Ms	Dr Archana Hingorani	ABLPH8227Q	00028037	Executive	21-April-2011	-	3	2	0s
Mr	Milind Patel	AABPP7609R	00058358	Non-Executive	05-May-2015	-	2	2	0

\* Filled only for Independent Director



**(II) Composition of Committees :**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)
Audit Committee	Mr Bansi Mehta	Chairman, Non- Executive, Independent
	Mr SM Datta	Member, Non- Executive, Independent
	Mr Vibhav Kapoor	Member, Non- Executive
	Mr Jitender Balakrishnan	Member, Non- Executive, Independent
Nomination & Remuneration Committee	Mr Bansi Mehta	Chairman, Non- Executive, Independent
	Mr S M Datta	Member, Non- Executive, Independent
	Mr Ravi Parthasarathy	Member, Non- Executive
Risk Management Committee	Not Applicable	
Stakeholders Relationship Committee	Mr Vibhav Kapoor	Chairman, Non- Executive
	Mr S M Datta	Member, Non- Executive, Independent

**(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)
August 11, 2015	November 10, 2015	91 days



(IV) Meeting of Committees :

Audit 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 meetings in number of days*
-	-	August 10, 2015	17 days
November 10, 2015	Yes	August 27, 2015	75 days

Nomination & Remuneration 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
November 10, 2015	Yes	August 11, 2015

Stakeholders Relationship 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
October 12, 2015	Yes	September 3, 2015
October 26, 2015	Yes	-
November 4, 2015	Yes	-
December 11, 2015	Yes	-

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**(V) Related Party Transactions :**

Subject	Compliance status (Yes/No/Not Applicable) (Refer Note Below)
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 the 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 :  
Yes
  - (a) Audit Committee
  - (b) Nomination & Remuneration Committee
  - (c) Stakeholders Relationship Committee
  - (d) Risk Management Committee (applicable to the top 100 listed entities)



- (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) This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/advice of Board of Directors may be mentioned here : Yes



**Sanjay Mitra**  
**Company Secretary & Compliance Officer**