IL&FS | Financial Services

January 20, 2023

The Secretary,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Re: Company Code: 10191

Name of the Company: IL&FS Financial Services Limited

Re: Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Quarterly compliance report on Corporate Governance for quarter ended December 31, 2022

Dear Sir / Madam,

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), please find the quarterly compliance report on corporate governance for quarter ended December 31, 2022 enclosed as Annexure I.

This is for your information and records

Thanking You,

Sincerely,

For IL&FS Financial Services Limited

Neelam Desai
Company Secretary

Annexure I

Report on Corporate Governance

Name of Listed Entity – **IL&FS Financial Services Limited**
Quarter ending – **December 31, 2022**

(I) Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN & DIN No	Category (Chairperson /Executive/ Non Executive/ independent / Nominee)	Initial Date of Appoint-ment	Date of Reappoint-ment	Date of Cessa-tion	Tenure (in month)	Date of Birth	No. of directorship in listed entities including this listed entity* [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of Membership 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	Chandra Shekhar Rajan	00126063	Non-Executive – Non Independent Director	26/10/2018	NA	NA	50	03-12-1955	2	1	5	0

Title (Mr/ Ms)	Name of the Director	PAN & DIN No	Category (Chairperson /Executive/ Non Executive/ independent / Nominee)	Initial Date of Appoint-ment	Date of Reappoint-ment	Date of Cessa-tion	Tenure (in month)	Date of Birth	No. of directorship in listed entities including this listed entity* [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of Membership 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	Nand Kishore	08267502	Non-Executive – Non Independent Director	26/10/2018	NA	NA	50	08-07-1958	5	0	7	3
Mr	Shekhar Prabhudesai	08766338	Non-Executive – Non Independent Director	06/01/2021	NA	NA	23	13-03-1970	1	0	3	0
Mr	Dilip Bhatia	01825694	Non-Executive – Non Independent Director	06/01/2021	NA	NA	23	13-02-1968	3	0	6	1
Mr	Gurumoorthy Mahalingam	09660723	Non-Executive – Non Independent Director	25/11/2022	NA	NA	1	16-11-1956	2	2	2	1

Whether Regular chairperson appointed – The Board of directors of Infrastructure Leasing & Financial Services Limited ("**IL&FS**), holding company of IL&FS Financial Services ("**IFIN**") was reconstituted pursuant to the order dated October 01, 2018 of National Company Law Tribunal, Mumbai Bench ("**NCLT**") under an application by the Union of India filed under Section 241 and 242 of Companies Act, 2013 Further, vide the order passed by the NCLT on October 9, 2018, the newly constituted Board of IL&FS was empowered to replace the directors of subsidiary companies of IL&FS, including IFIN. In furtherance of this requirement, the reconstituted board of IL&FS has reconstituted the board of IFIN, by appointing nominee Directors. Accordingly, the board of IFIN do not have a regular chairperson, but a chairperson is appointed by the members of the board at each meeting.
Whether Chairperson is related to managing director or CEO - No

$ PAN details of Directors will be provided while submitting the report in XBRL on account of confidentiality

(II) Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson /Executive /Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr Nand Kishore	Chairperson	06.01.2021	NA
		Mr C S Rajan	Member	06.01.2021	NA
		Mr Dilip Bhatia	Member	06.01.2021	NA
Nomination and Remuneration Committee	**	Mr Nand Kishore	Member	06.01.2021	NA
		Mr C S Rajan	Member	06.01.2021	NA
		Mr Shekhar Prabhudesai	Member	06.01.2021	NA
Stakeholders' Relationship Committee	**	Mr C S Rajan	Member	22.11.2021	NA
		Mr Nand Kishore	Member	22.11.2021	NA
		Mr Shekhar Prabhudesai	Member	22.11.2021	NA
Risk Management Committee	**	Mr C S Rajan	Member	22.11.2021	NA
		Mr Nand Kishore	Member	22.11.2021	NA
		Mr Dilip Bhatia	Member	22.11.2021	NA
		Mr Kaushik Modak	Member	22.11.2021	NA
		Ms Jayashree Ramaswamy	Member	22.11.2021	NA

****** The Board of directors of Infrastructure Leasing & Financial Services Limited ("**IL&FS**), holding company of IL&FS Financial Services ("**IFIN**") was reconstituted pursuant to the order dated October 01, 2018 of National Company Law Tribunal, Mumbai Bench ("**NCLT**") under an application by the Union of India filed under Section 241 and 242 of Companies Act, 2013.

Further, vide the order passed by the NCLT on October 9, 2018, the newly constituted Board of IL&FS was empowered to replace the directors of subsidiary companies of IL&FS, including IFIN. [In furtherance of this requirement, the reconstituted board of IL&FS has reconstituted the board of IFIN, as well as committees thereof by appointing nominee Directors. Accordingly, these committees of IFIN do not have a regular chairperson, but a chairperson is appointed by the members of the committee at each meeting.

(III) Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
July 21, 2022	October 18, 2022	Yes	4	NA	60 days
August 18, 2022	December 1, 2022	Yes	5	NA	43 days
-	December 20, 2022	Yes	5	NA	18 days

(IV) Meetings of Committee

Date(s) of Meeting (if any) of the Committee in the relevant quarter	**Whether requirement of Quorum met (details)***	**Number of Directors present**	**Number of independent directors present***	**Date(s) of meeting of the committee in the previous quarter**	**Number of Directors present**
October 11, 2022	Yes	3	NA	July 21, 2022	3

(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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

(VI) Affirmations		
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	The Board of directors of Infrastructure Leasing & Financial Services Limited ("**IL&FS**), holding company of IL&FS Financial Services ("**IFIN**") was reconstituted pursuant to the order dated October 01, 2018 of National Company Law Tribunal, Mumbai Bench ("**NCLT**") under an application by the Union of India filed under Section 241 and 242 of Companies Act, 2013 Further, vide the order passed by the NCLT on October 9, 2018, the newly constituted Board of IL&FS was empowered to replace the directors of subsidiary companies of IL&FS, including IL&FS Financial Services Limited (IFIN)
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable)	The Board of directors of Infrastructure Leasing & Financial Services Limited ("**IL&FS**), holding company of IL&FS Financial Services ("**IFIN**") was reconstituted pursuant to the order dated October 01, 2018 of National Company Law Tribunal, Mumbai Bench ("**NCLT**") under an application by the Union of India filed under Section 241 and 242 of Companies Act, 2013 Further, vide the order passed by the NCLT on October 9, 2018, the newly constituted Board of IL&FS was empowered to replace the directors of subsidiary companies of IL&FS, including IL&FS Financial Services Limited (IFIN)
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.	Given the current situation of the Company, the same has been complied to the extent possible
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	To be placed at the next Board Meeting

NOTE: The Union of India acting through the Ministry of Corporate Affairs, had initiated proceedings against Infrastructure Leasing & Financial Services Limited ("IL&FS") and its group companies under Section 241(2)(k) of the Companies Act, 2013, on the grounds inter alia that the erstwhile board of IL&FS had prima facie mismanaged the affairs of IL&FS. Pursuant to the said proceedings, the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") suspended the erstwhile board of directors of IL&FS including IL&FS Financial Services Limited (IFIN) and appointed new directors as recommended by the Union of India on the Board of IL&FS (the "New Board") vide its orders dated October 1, 2018. Further, vide the order passed by the NCLT on October 9, 2018, the newly constituted board of IL&FS was empowered to replace the directors of subsidiary companies of IL&FS, including IFIN. Further, the requirement of appointing Independent Directors has been dispensed by NCLT order dated April 26, 2019 for IL&FS and the group companies

For IL&FS Financial Services Limited

Neelam Desai
Company Secretary