



CORPORATE GOVERNANCE REPORT

PHILOSOPHY ON CORPORATE GOVERNANCE

Being a professionally run enterprise with no single promoter or promoter group, effective board oversight and sound Corporate Governance practices are fundamental to the quest of IDFC Limited (“IDFC” or “the Company”) in delivering long-term value to all its stakeholders. Good Corporate Governance is intrinsic to the management of IDFC.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust. Therefore, it always seeks to ensure that its performance goals are met with integrity. By adopting such a framework as it does, IDFC is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on appropriate and timely disclosures and transparency in its business dealings.

Corporate Governance is a continuous process at IDFC. Systems, policies and frameworks are regularly upgraded to meet the challenges of a dynamic external business environment.

BOARD OF DIRECTORS

The Board of Directors oversee the management functions to ensure that they are effective and enhance value for all the stakeholders. The Board’s mandate inter alia is to have an oversight of the Company’s strategic direction, to review corporate performance, assess the adequacy of risk management and mitigation measures, to authorize and monitor strategic investments/ divestments, to ensure regulatory compliance as well as high standards of governance and safeguard interests of all stakeholders.

COMPOSITION OF THE BOARD

The Board has an appropriate combination of Executive and Non-Executive Directors (“NEDs”), including Independent Directors (“IDs”). As on March 31, 2023, IDFC’s Board consisted of 5 Directors, comprising of (i) Four IDs, including an Independent Non-Executive Chairman; (ii) A Managing Director (“MD”). The composition of the Board represents an optimal mix of professionalism, knowledge and experience across various fields viz. banking, global finance, accounting and economics which enable the Board to discharge its responsibilities and provide effective leadership to the business.

None of the Directors of your Company are inter-se related to each other. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI LODR Regulations”), read with Section 149(4) of the Companies Act, 2013 (“Act”) with the Company having Independent Non-Executive Chairman and more than one third of the Board comprising of IDs till September 30, 2022. The term of Mr. Sunil Kakar (DIN: 03055561) as the Managing Director & CEO of the Company ended at the close of business hours on September 30, 2022. Pursuant to Regulation 17(1)(c) of SEBI LODR Regulations 2015, the Board of Directors of IDFC shall comprise of not less than six Directors. Due to completion of the term of Mr. Sunil Kakar, the number of Directors on the Board of the Company reduced from 6 to 5. The Company is in transition mode and the merger process with IDFC FIRST Bank is already initiated and completed within next 9-12 months. The Company has minimal business operations and will cease to

exist post merger with IDFC FIRST Bank. In this regard, we have submitted our representation to BSE and NSE vide our letter dated February 13, 2023, February 27, 2023 and February 28, 2023 and email dated April 06, 2023 seeking waiver from the requirement of having 6 directors.

To comply with the requirement of Regulation 17, of SEBI LODR, the Board of Directors at its meeting held on July 17, 2023, approved an appointment of Mr. Bipin Gemani (DIN: 07816126) as the Whole Time Director and Chief Financial Officer w.e.f. July 17, 2023 till September 30, 2024 subject to the approval of Shareholders of the Company. As on date, IDFC’s Board consisted of 6 Directors and is in conformity with Regulations 17 of SEBI LODR.

Table 1 gives details of the composition of the Board of Directors for FY23 including their Directorships and Memberships/ Chairpersonships of committees in other companies, along with details of the attendance at Board meetings and the Annual General Meeting (“AGM”), respectively.

The number of Directorships, Committee Memberships / Chairpersonships of all Directors is within respective limits prescribed under the Act and SEBI LODR Regulations. The details of the skills / experience / expertise of the Directors are being given at the end of this report.

BOARD MEETINGS

The Board meets at least once a quarter to review the quarterly results and other items on the agenda and also on the occasion of the AGM. Additional meetings are held whenever necessary. The agenda and the

NAME & CATEGORY OF THE DIRECTOR	NO OF BOARD MEETINGS HELD DURING TENURE AND ATTENDED IN FY23	WHETHER ATTENDED LAST AGM ON SEPT. 27, 2022	DIRECTORSHIP OF PUBLIC COMPANIES (INCLUDING IDFC) ¹	MEMBERSHIP, INCLUDING CHAIRMANSHIP OF COMMITTEES (INCLUDING IDFC) ²	DIRECTORSHIP IN THE LISTED COMPANY
Independent Directors					
Mr. Anil Singhvi	12/12	YES	6	7	1. IDFC Limited 2. Shree Digvijay Cement Company Limited 3. Subex Limited
Dr. Jaimini Bhagwati	12/12	YES	3	1	1. IDFC Limited 2. IDFC FIRST Bank Limited 3. Apollo Tyres Ltd
Mr. Ajay Sondhi	12/12	YES	3	4	1. IDFC Limited 2. IDFC FIRST Bank Limited
Ms. Ritu Anand ³	5/5	N.A.	N.A.	N.A.	N.A.
Ms. Anita Belani	12/12	YES	6	6	1. IDFC Limited 2. Foseco India Limited 3. Redington Limited [formerly Redington (India) Limited]
Managing Director & Chief Executive Officer					
Mr. Sunil Kakar ⁴	6/7	YES	N.A.	N.A.	N.A.
Mr. Mahendra N Shah ⁵	7/7	YES	2	0	1. IDFC Limited

1. Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

2. Includes only Audit Committee and Stakeholders' Relationship Committee.

3. Ceased to be Independent Director at the close of business hours on August 15, 2022.

4. Ceased to be the Managing Director & CEO at the close of business hours on September 30, 2022.

5. Appointed as additional Director in category of Managing Director - Designate w.e.f. August 24, 2022

explanatory notes are circulated in advance to the Directors. Members of the Board are also free to recommend inclusion of any matter in the agenda for discussion. Since the Board of IDFC includes Directors from various parts of the world, it may not be possible for each of them to be physically present at all the meetings. Hence, the Company makes use of video conferencing facility and other audio-visual means, whenever necessary, to enable larger participation of Directors in the meetings. Members of the Senior Management are invited to attend the Board Meetings to make presentations and provide additional inputs to the items under discussion. The Minutes of Board Meetings of subsidiary companies of IDFC are periodically tabled at the Company's Board Meetings. A statement of all significant transactions and arrangements entered into by the subsidiary companies is also placed before the Board. All the recommendations made by the Audit Committee during the year were accepted by the Board. During FY23, the Board met 12 (Twelve)

times and the intervening period between two Board Meetings was well within the limit prescribed. The requisite quorum was present during all the meetings of the Board of Directors. The Board Meetings were held on April 06, 2022; May 06, 2022; May 20, 2022; June 22, 2022; August 09, 2022; August 24, 2022; September 22, 2022; November 11, 2022; February 01, 2023; February 06, 2023; February 27, 2023 and March 18, 2023. Leave of absence was granted to the concerned Directors who had expressed their inability to attend the respective meetings.

INFORMATION PROVIDED TO THE BOARD

The Board agenda is prepared by the Company Secretary of the Company in consultation with the Chairman and MD of the Company. Meetings are governed by a structured agenda. The Board agenda and notes thereof are backed by comprehensive background information to enable the Board to take informed decisions and are sent to the Directors well in advance

pursuant to the provisions of the Secretarial Standard - I and other applicable provisions of the Act and Rules made thereunder to enable them to peruse and comprehend the matters to be dealt with or seek further information / clarifications on the matter listed therein. The Board also passes resolutions by circulation on need basis, which are noted and confirmed in the subsequent Board Meeting. The Board is presented with the information on financial results of the Company and its subsidiaries, various important matters of corporate restructuring undertaken by the Board, operations and business, annual operating plans, budgets, presentations of the subsidiary companies, minutes of the Audit and other Committees of the Board, appointment / cessation and remuneration of Senior Management and Key Managerial Personnel ("KMP"), various policies adopted at IDFC and Group level, details of joint ventures or collaboration, if any, information on subsidiaries / associates, sale of investment and assets which are

NAME OF THE MEMBER	AUDIT COMMITTEE	NOMINATION & REMUNERATION COMMITTEE	RISK MANAGEMENT COMMITTEE	STAKEHOLDERS' RELATIONSHIP COMMITTEE	IT STRATEGY COMMITTEE ⁵	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	ALLOTMENT AND SHARE TRANSFER COMMITTEE
Mr. Anil Singhvi	C 5/5	5/5	2/2	C 1/1	-	1/1	-
Dr. Jaimini Bhagwati	1/1 ¹	1/1 ¹	2/2	1/1	-	C 1/1	C 5/5
Mr. Sunil Kakar ³	-	-	-	-	1/1	-	2/2
Mr. Ajay Sondhi	5/5	4/5	-	1/1	1/1	1/1	-
Ms. Ritu Anand ²	2/2	1/1 ¹	1/1	1/1	C 1/1	-	-
Ms. Anita Belani	5/5	C 5/5 ⁷	C 1/1 ⁴	-	-	-	-
Mr. Mahendra N Shah ⁶	-	-	-	-	-	-	5/5

1. Ceased to be Member w.e.f. June 22, 2022

2. Ceased to be Independent Director at the close of business hours on August 15, 2022

3. Ceased to be the Managing Director & CEO at the close of business hours on September 30, 2022

4. Appointed as a Chairperson w.e.f. August 24, 2022

5. Discontinued and merged with Risk Management Committee w.e.f. June 22, 2022

6. Appointed as additional Director in category of Managing Director - Designate w.e.f. August 24, 2022

7. Appointed as a Chairperson w.e.f. May 20, 2022

material in nature and not in ordinary course of business, foreign exposure, compliances of all the laws applicable to IDFC and non-compliance, if any and steps taken to rectify instances of non-compliances and other matters which are required to be placed before the Board.

With a view to leverage technology and reduce paper consumption, the Company has adopted electronic form for transmitting Board / Committee Agenda papers to Directors.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and help in delegating particular matters that require greater and more focused attention. The Board Committees are set up as per the provisions of the Act and / or SEBI LODR Regulations or as per the requirement of the Company. However, every Committee is under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of these Committees are placed before the Board for its review.

The Committees ensure that any feedback or observations made by them during the course of meetings form part of the Action Taken Report for their review at the next meeting. All Committees comprises of requisite number of IDs as prescribed by the Act or SEBI LODR Regulation or any other regulatory authority. The Board Committees also request special invitees to join the meetings of the Committees, wherever appropriate. The Company Secretary officiates as the Secretary to all the Committee Meetings. The composition of various committees of the Board is in line with the applicable regulations and is hosted on the website of the Company: www.idfclimited.com.

The Board has established the following statutory and non-statutory Committees.

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Risk Management and IT Strategy Committee
- D. Stakeholders' Relationship Committee
- E. Corporate Social Responsibility Committee
- F. Independent Directors Committee
- G. Allotment and Share Transfer Committee

Composition and Attendance of Directors at Committee Meeting(s) for FY23 are given in **Table 2**. Attendance is presented

as number of meeting(s) attended (including meetings attended through electronic mode) out of the number of meeting(s) held during FY23.

A. AUDIT COMMITTEE

The Audit Committee comprises of three Members, consisting of all IDs. The Committee was re-constituted on August 24, 2022 on cessation of Ms. Ritu Anand as an Independent Director of the Company w.e.f. August 15, 2022. The Committee is chaired by Mr. Anil Singhvi and has Mr. Ajay Sondhi and Ms. Anita Belani as its Members with any two Members forming the quorum.

The Committee met five times during FY23. The time gap between two consecutive meetings was less than one hundred and twenty days. The dates of the Meetings were May 20, 2022; August 09, 2022; August 24, 2022; November 11, 2022 and February 01, 2023.

The Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are generally invited to the Audit Committee Meetings. The Company Secretary of IDFC is the Secretary to the Audit Committee. The Minutes of the Audit Committee Meetings are circulated to the Members of the Board regularly and are taken note of. All Members of the Audit Committee are financially literate and have accounting and related financial management expertise.

The role of the Audit Committee includes the following:

- a. Oversight of the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information.
- b. Recommending to the Board, the appointment, remuneration and terms of appointment if required, of the Statutory Auditors & the Internal Auditors, the fixation of audit fees and Interim/Final Dividend.
- c. Reviewing, with the Management, the annual financial statements and Auditors' Report before submission to the Board for approval, with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- d. Review performance and financials of subsidiary companies, including Investments made by them.
- e. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- f. Reviewing the adequacy of internal audit carried out in the Company and wherever required, to review the scope, coverage and frequency of the internal audit and amend the same as per requirements.
- g. The Audit Committee is also appraised on information with regard to related party transactions by being presented and having its views taken on. A statement in summary form of transactions with related parties in the ordinary course of business and carried out at arm's length basis.
- h. Scrutiny of inter-corporate loans and investments.
- i. Valuation of undertakings or assets of the company, wherever it is necessary.
- j. Details of materially significant individual transactions with related parties which are not in the normal course of business.
- k. Details of materially significant individual transactions with related parties or others, which are not on an arm's length basis along with Management's justification for the same, if any.

- l. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- m. Evaluation of internal financial controls and risk management systems.
- n. Monitoring the end use of funds raised through public offers and related matters.
- o. Any other terms of reference as may be included from time to time in the Act, SEBI LODR Regulations, including any amendments / reenactments thereof from time to time.

B. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee ("NRC") was re-constituted on June 22, 2022. Dr. Jaimini Bhagawati and Ms. Ritu Anand ceased to be a member of the committee w.e.f. June 22, 2022. Ms. Anita Belani was inducted as the Chairperson of the NRC w.e.f. May 20, 2022 in place of Mr. Ajay Sondhi. The NRC consists of 3 members namely, Ms. Anita Belani as the Chairperson, Mr. Anil Singhvi and Mr. Ajay Sondhi as its Members, all of whom are IDs. The quorum of the meeting is any two Members. The Committee met five times during the year on May 20, 2022; August 24, 2022; September 29, 2022; November 07, 2022 and March 17, 2023.

The role of NRC includes the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors and Key Managerial Personnel.
- b. Scrutinizing the nominations of the Directors with reference to their qualifications and experience, for identifying 'Fit and Proper' persons, assessing competency of the persons and reviewing compensation.
- c. Formulation of criteria for evaluation of performance of every Director and the Board as a whole.
- d. Devising a policy on Board diversity.
- e. Identifying persons who are qualified to become Directors and who may be appointed in senior management

- f. in accordance with the criteria laid down and recommend to the Board their appointment and removal & shall carry out evaluation of every Director's performance.
- f. Administering the Employee Stock Option Plan of the Company and determining eligibility of employees for stock options.
- g. Compensation to KMPs and extension of their term.
- h. Any other terms of reference as may be included from time to time in the Act, SEBI LODR Regulations, including any amendments / reenactments thereof from time to time.

REMUNERATION POLICY

IDFC pays remuneration to the Executive Director ("ED") by way of salary, perquisites including retirement benefits (fixed component) and a variable component based on the recommendation of the NRC and approval of the Board and the Shareholders of the Company. The Company has a Board approved Remuneration policy in place which is hosted on the website of the Company www.idfclimited.com. The Board has approved a corporate restructuring plan and the role of ED and senior management is to execute the same in a time bound manner. Remuneration is decided keeping this in mind.

The NEDs are paid remuneration by way of commission and sitting fees. Commission is paid as per the limits approved by the Shareholders of the Company at the 24th AGM held on September 22, 2021 within ceiling of 1% of the net profit of the Company. The Commission is distributed on the basis of attendance and contribution made at the Board and Committee Meetings as well as Chairpersonship of the Committees, as well as time spent on operational matters other than meetings.

As on March 31, 2023, following NEDs hold equity shares in the Company:

1. Mr. Anil Singhvi: 2,00,000

Table 3 gives details of remuneration paid to the Directors during FY23. The

NAME OF THE DIRECTOR	DIN	SITTING FEES	SALARY*	CONTRIBUTION TO PROVIDENT AND OTHER FUNDS	COMMISSION PAID FOR FY 22	PAID DURING FY23 TOTAL
Mr. Mahendra N Shah ³	00124629	-	1,01,91,703**	31,38,426	-	1,33,30,129
Ms. Ritu Anand ¹	05154174	7,00,000	-	-	15,10,547	22,10,547
Mr. Ajay Sondhi	01657614	17,75,000	-	-	14,13,972	31,88,972
Dr. Jaimini Bhagwati	07274047	17,25,000	-	-	13,13,698	30,38,698
Mr. Sunil Kakar ²	03055561	-	2,75,81,359	20,39,280	-	2,96,20,639
Mr. Anil Singhvi	00239589	18,75,000	-	-	14,47,671	33,22,671
Ms. Anita Belani	01532511	17,50,000	-	-	6,37,260	23,87,260

1. Ceased to be Independent Director at the close of business hours on August 15, 2022

2. Ceased to be the Managing Director & CEO at the close of business hours on September 30, 2022

3. Appointed as additional Director in category of Managing Director - Designate w.e.f. August 24, 2022

* Excludes ESOP perquisites

** Excludes perquisite of Rs. 2,44,30,000/- on ESOP granted while he was not a Director.

Company did not advance loans to any of its Directors during FY23. None of the Directors is entitled to severance fee and none of the NEDs held any stock options as at March 31, 2023. As per the current term of employment, the notice period of Mr. Mahendra N Shah, MD is 3 months. None of the employees of the Company is related to any of the Directors of the Company.

C. RISK MANAGEMENT & IT STRATEGY COMMITTEE

The Board of Directors of IDFC at its meeting held on June 22, 2022, merged Risk Management Committee and IT Strategy Committee with immediate effect. The Committee was re-constituted on August 24, 2022 on cessation of Ms. Ritu Anand as Independent Director of the Company w.e.f. August 15, 2022. Ms. Anita Belani was inducted as Chairperson of the committee w.e.f. August 24, 2022. The committee consists of 3 members namely Ms. Anita Belani as Chairperson and Mr. Anil Singhvi, Dr. Jaimini Bhagwati as its members with any two Members forming the quorum. The Risk Committee met two times during the year on May 06, 2022 and November 11, 2022.

IDFC has in place mechanism to inform the Board about its risk assessment and risk mitigation procedures with periodical reviews to ensure that the Management controls risk through a Board-approved properly defined framework. This is done through its Board-level Risk

Management & It Strategy Committee and it monitors and reviews risk management of the Company on a regular basis.

The committee reviews and monitors mainly three types of risks across the organisation: credit risk, market risk and operational risk and takes note of the Legal & Regulatory updates for all the Non-Bank Entities. The Chairperson of the Committee reports the findings / observations of the Committee to the Board.

D. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee ("SRC") was re-constituted on June 22, 2022. The SRC consists of three Directors- Mr. Anil Singhvi as the Chairman, Dr. Jaimini Bhagwati and Mr. Ajay Sondhi as its members with any two Members forming the quorum. The Committee met one time during the year on May 20, 2022. The Committee is empowered to handle Shareholders' and other investors' complaints and grievances. The SRC considers and resolves the grievances of the equity Shareholders of the Company, including complaints related to transfer of equity shares, nonreceipt of annual report, non-receipt of declared dividends, etc. Additionally, it is responsible to perform any other function as stipulated by the Act, Reserve Bank of India, SEBI, Stock Exchanges and any other regulatory authority or under any applicable laws, as amended from time to time.

Additionally, Allotment and Share Transfer Committee ("ASTC") was reconstituted on October 17, 2022, on cessation of Mr. Sunil Kakar as the MD & CEO of the Company w.e.f. September 30, 2022. Ms. Shivangi Mistry was inducted as the Member of the committee w.e.f. October 17, 2022 in place of Mr. Sunil Kakar. ASTC comprising of Dr. Jaimini Bhagwati as the Chairman, Mr. Mahendra N Shah and Ms. Shivangi Mistry as members who look into share allotment, transfer, transmission, name deletion, transposition, re-materialisation and related applications received from Shareholders, with a view to accelerate the transfer procedures. The quorum for any meeting of this Committee is two Members. The Committee met five times during the year on May 31, 2022, September 20, 2022, October 21, 2022, November 30, 2022 and January 04, 2023.

Ms. Shivangi Mistry, the Company Secretary is designated as the Compliance Officer in terms of the SEBI LODR Regulations whose designated e-mail address for investor complaints is shivangi.mistry@idfclimited.com. All complaints received during the year have been redressed to the satisfaction of the Shareholders and one complaint was pending as on March 31, 2023 was resolved on April 03, 2023.

Details of queries and grievances received and attended by the Company during FY23 are given in **Table 4**.

SR. NO.	NATURE OF COMPLAINT	PENDING AS ON APRIL 1, 2022	RECEIVED DURING THE YEAR	ANSWERED DURING THE YEAR	PENDING AS ON MARCH 31, 2023
1.	Non-receipt of Dividend warrants	NIL	NIL	NIL	NIL
2.	Non-receipt of Annual Report	NIL	NIL	NIL	NIL
3.	Complaints received from:				
	- SEBI	NIL	1	1	NIL
	- Stock Exchange	NIL	10	9	1*
4.	Non-receipt of Refund	NIL	NIL	NIL	NIL
5.	Non-receipt of Electronic Credit(s)	NIL	NIL	NIL	NIL
6.	Non-receipt of Securities	NIL	NIL	NIL	NIL

* Resolved on April 03, 2023

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (“CSR”) was re-constituted on October 17, 2022. On cessation of Mr. Sunil Kakar as the MD & CEO of the Company w.e.f. September 30, 2022, Mr. Anil Singhvi was inducted as the Member of the CSR Committee w.e.f. October 17, 2022. The CSR Committee consists of three Directors, Dr. Jaimini Bhagwati as the Chairman, Mr. Ajay Sondhi and Mr. Anil Singhvi as its Members. The quorum of the meeting is two Members. During the year one meeting was held on February 27, 2023.

The purpose of the Committee is to formulate and monitor the CSR policy of the Company which shall indicate the activities to be undertaken by the Company as specified in Schedule VII and recommend the amount of expenditure to be incurred on these activities. A copy of the said CSR policy is placed on the website of the Company: www.idfclimited.com. Details of the CSR contribution made by IDFC during the year are given as **Annexure 4** to the Board’s Report.

F. STRATEGY AND INVESTMENT COMMITTEE

The Board of Directors at its meeting held on June 22, 2022 decided to discontinue the said committee with immediate effect.

Terms of Reference of the Strategy & Investment Committee

- To oversee divestment of nonstrategic assets and investments.
- Examine in details the options available for unlocking value for IDFC shareholders and timelines.

- Other strategic directions for engaging in dialogues with Regulators and Stakeholders.
- To make recommendation to the Board about strategic decisions taken at the meeting.
- To examine and recommend compensation/incentive framework for Senior Management Team which executes project “Unlock Value”.
- The Committee hold meetings at such intervals as may be necessary to discuss strategy or related matters and for monitoring timelines.

G. IT STRATEGY COMMITTEE

As per the provisions of RBI master direction RBI/DNBS/2016-17/53 DNBS. PPD.No.04/66.15.001/2016-17 dated June 8, 2017 pertaining to “Information Technology Framework for NBFC sector, during the year the Board of Directors of IDFC at its meeting held on June 22, 2022, merged Risk Management Committee and IT Strategy Committee with immediate effect.

Terms of reference of IT Strategy

Committee includes:

- Approving IT strategy and policy documents for an effective strategic planning. IT strategy will be based on the NBFC Business strategy.
- Communicating and monitoring information technology strategy internally and externally so that all employees, partners, suppliers, and contractors understand the Companywide strategic plan and how it carries out the company’s overall goals.
- Ascertaining that management has implemented processes and

- practices that ensure that the IT delivers value to the business.
- Ensuring IT investments are in line with business requirements, accepted IT Security standards within agreed budgets.
- Review of IT team strength, IT outsourced activities and guide in resource mobilizing for executing strategies.
- Ensuring proper controls exist towards IT risks giving a balance of risks and benefits.
- Driving technology decision-making that creates medium- and long-term improvement.
- Reviewing key strategic priorities and translating them into a comprehensive strategic plan for technology initiatives.
- Monitoring the execution of the IT policy, ISMS policy, BCP policy, DR policy, IT Outsourcing policy.
- IT Budgets review and approval
- IT projects review and approve delivery schedules.

H. Corporate Restructuring Committee

The Board of Directors at its meeting held on June 22, 2022 decided to discontinue the said committee with immediate effect and all the decision pertaining to proposed merger will be taken by entire Board of IDFC Limited.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The IDs of the Company met on March 17, 2023 without the presence of the Non-Independent Directors and senior management team of the Company.

FINANCIAL YEAR	LOCATION OF THE MEETING	DATE	TIME	SPECIAL RESOLUTIONS PASSED WITH REQUISITE MAJORITY
FY20	Through Video Conferencing recorded at 906/907, 9 th Floor, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai - 400021	September 25, 2020	11.00 a.m.	i. Re-appointment of Mr. Sunil Kakar as the Managing Director & CEO
FY21	Through Video Conferencing recorded at 906/907, 9 th Floor, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai - 400021	September 22, 2021	11:00 a.m.	NONE
FY22	Through Video Conferencing recorded at 906/907, 9 th Floor, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai - 400021	September 27, 2022	11:00 a.m.	i. Appointment of Mr. Mahendra N Shah as the Managing Director

All IDs attended the Meeting and discussed the matters as required under the relevant provisions of the Act and the SEBI LODR Regulations.

In addition to the said formal Meeting, interactions outside the Board Meetings also take place between the Chairman and IDs.

INDEPENDENT DIRECTORS COMMITTEE

The Independent Directors Committee was constituted on March 18, 2023. The Independent Directors Committee consist of 4 members, namely Mr. Anil Singhvi as the Chairman, Mr. Ajay Sondhi, Ms. Anita Belani and Dr. Jaimini Bhagwati as its members.

BOARD EVALUATION

The Act and SEBI LODR Regulations contain broad provisions on Board Evaluation i.e. evaluation of the performance of:

- (i) the Board as a whole,
- (ii) individual Directors (including ID and Chairman) and
- (iii) various Committees of the Board.

The provisions also specify responsibilities of Directors / Committees for conducting such evaluation.

SEBI, vide its circular dated January 5, 2017 had provided a guidance note covering all major aspects of evaluation

which would serve as a guide for listed entities and may be adopted by them if considered appropriate.

Accordingly, detailed questionnaires were prepared and circulated to the Board for Annual evaluation. The outcome / responses of the evaluation process was discussed verbally with the Directors present at the meeting.

FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

The Board Members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations were made at the Board Meetings, on business and performance updates of the Company and its subsidiaries, global business environment, business strategy and associated risks, roles, rights and responsibilities of IDs. Details of the same are given on the website of the Company: www.idfclimited.com.

FEES PAID TO STATUTORY AUDITORS

The details of fees for all services availed by the Company and its subsidiary companies, on a consolidated basis from the statutory auditor are as follows:

Remuneration paid to Statutory Auditors for FY 22-23 (Consolidated)

Particulars	FY 22-23
Audit fees	34,00,000
Limited Review fees X 3 quarters	9,36,000
Tax audit fees	2,00,000
Certification fees	2,70,000
Out of pocket	50,583
Total Remuneration paid	48,56,583

CODE OF CONDUCT

Code of Conduct for all Directors and designated Senior Management Personnel ("SMP") ["Code"] is in place and the said Code is available on the website of the Company: www.idfclimited.com. All Board Members and designated SMPs have affirmed their compliance with the Code. A declaration to this effect duly signed by the MD is enclosed at the end of this chapter. Further, all IDs have confirmed that they meet the criteria of Independence mentioned under Regulation 16(1)(b) of SEBI LODR Regulations, read with Sections 149(6) and 149(7) of the Act.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for Prevention of Insider

Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code lays down guidelines and procedures to be followed and disclosures to be made, while dealing with shares of the Company, as well as the consequences of violation. The Code has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's securities. The said Code of Conduct for Prohibition of Insider Trading is also available on the website of the Company: www.idfclimited.com.

APPOINTMENT / RE-APPOINTMENT / RESIGNATION OF DIRECTORS

Following changes took place in the position of the Directors

- Ms. Ritu Anand (DIN: 05154174) completed her term of 3 (three) consecutive years at the close of business hours on August 15, 2022. Hence, ceased to be an Independent Director of the Company.
- Mr. Sunil Kakar (DIN: 03055561) completed his term as the Managing Director & CEO on close of business hours on September 30, 2022.
- Appointment of Mr. Mahendra N Shah (DIN: 00124629) as the Managing Director - Designate w.e.f. August 24, 2022 till September 30, 2022 and as the Managing Director w.e.f. October 01, 2022 to September 30, 2023.
- Re-appointment of Mr. Ajay Sondhi (DIN: 01657614), as an Independent Director of the Company w.e.f. November 08, 2022 till conclusion of the 26th AGM of the Company to be held for FY 23.

The Board places on record its sincere appreciation for the service rendered by

Mr. Sunil Kakar and Ms. Ritu Anand during their tenure in the Company.

GENERAL BODY MEETINGS ANNUAL AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

Table 5 gives details of AGMs held during last three years. No Extra-Ordinary General Meeting was held during the last three financial years.

Means of communication with Shareholders

As per Regulation 46 of SEBI LODR Regulations, IDFC maintains a website: www.idfclimited.com containing basic information about the Company, such as details of its business, financial results, shareholding pattern, compliance with corporate governance, contact information of the designated official who is responsible for assisting and handling investor grievances. It also displays all official press releases and presentation to institutional investors or analysts made by the Company. This information is regularly updated on the website of the Company.

The financial and other information filed by the Company from time to time is also available on the website of the Stock Exchanges i.e. NSE and BSE. NSE and BSE have introduced their respective electronic platforms namely NSE Electronic Application Processing System ("NEAPS") and BSE Listing Centre Online Portal for submission of various filings by listed companies. IDFC ensures that the requisite compliances are filed through these systems. The Company also informs to the Stock Exchanges the schedule of Investor Conferences where representatives of IDFC attend. The quarterly, half-yearly and annual results of IDFC are published in leading newspapers like the Financial

Express & Makkal Kural and are also displayed on the website of the Company: www.idfclimited.com.

DISCLOSURES

RELATED PARTY DISCLOSURES

During FY23, all transactions entered into with Related Parties, as defined under the Act and SEBI LODR Regulations, were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant related party transactions that could have any potential conflict of interest of the Company at large. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS) has been made in the notes to the Financial Statements. All Related Party Transactions are placed before the Audit Committee for its review and approval on a quarterly basis. Further, an omnibus approval of the Audit Committee is obtained for the Related Party Transactions which are repetitive in nature and the management appraises the Audit Committee of such transactions every quarter. Further, the details of Related Party Transactions are included in the Notes to the Financial Statements which forms part of this Annual Report. The Board of Directors have formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions pursuant to the provisions of the Act and SEBI LODR Regulations.

The same are displayed on the website of the Company: www.idfclimited.com.

SUBSIDIARY COMPANIES

Regulation 16(1)(c) of SEBI LODR Regulations defines a material non-listed Indian subsidiary as an unlisted subsidiary, incorporated in India, whose Income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated

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IDFC'S STOCK EXCHANGE CODE FOR EQUITY SHARES

NAME & ADDRESS OF THE STOCK EXCHANGE	STOCK SYMBOL / SCRIP CODE
National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla-Complex, Bandra (East), Mumbai 400 051	IDFC
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	532659
ISIN	INE043D01016



VIRTUAL ANNUAL GENERAL MEETING

DATE & TIME

**THURSDAY AUGUST 17, 2023
AT 3:00 PM**

Income or net worth, respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year. By this definition, as of March 31, 2023, the Company has One material subsidiary-IDFC Financial Holding Company Limited (Unlisted). Further, as per Regulation 24(1) IDFC has nominated its IDs on the Board of IDFC Financial Holding Company Limited. A Policy for determining 'material' subsidiaries is placed on the website of the Company: www.idfclimited.com. The Audit Committee of IDFC reviews the financial statements of the subsidiary company and the investments made by its subsidiary. The minutes of the Board Meetings of the subsidiary company are placed before the Board of IDFC at regular intervals. A statement of all significant transactions and arrangements entered into by the subsidiary company, if any, is periodically placed before the Board of IDFC. The audited Annual Financial Statements of the subsidiary companies are provided to the Audit Committee and Board of IDFC.

CONFIRMATION OF COMPLIANCE

IDFC has complied with all the requirements of regulatory authorities. No penalties or strictures were imposed on the Company by Stock Exchanges or SEBI or any other statutory / regulatory authority(ies) on any matter related to capital market during the last three years.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Schedule V of SEBI LODR Regulations, the Auditors' Certificate on Corporate Governance is annexed and forms part of the Annual Report.

COMMODITY PRICE RISKS OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company did not enter into any Commodity transactions. Further, the Company did not have any foreign currency exposure.

POSTAL BALLOT

During the year, following Resolutions were passed by the Company through Postal Ballot.

1. Special Resolution- To approve divestment/ sale/ disposal of the IDFC Asset Management Company Limited (material subsidiary of IDFC Limited) and IDFC AMC Trustee Company Limited.
2. Special Resolution - Re-appointment of Mr. Ajay Sondhi (DIN: 01657614) as an Independent Director of the Company.

PROCEDURE FOR POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company had issued Postal Ballot Notice on June 07, 2022 and January 05, 2023 to the Members. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company had provided remote e-voting facility to all the Members of the Company.

The Company engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically. The Board of Directors

had appointed Bhandari & Associates, Practicing Company Secretaries, as the Scrutinizer, to act as the Scrutiniser for Postal Ballot process.

The Scrutiniser, after the completion of scrutiny, submitted his reports to the Company Secretary, who was duly authorised by the Chairman to accept, acknowledge and countersign the Scrutiniser's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

The consolidated results of the voting by Postal Ballots and e-voting were announced on July 08, 2022 and February 08, 2023. The results were also displayed on the website of the Company at www.idfclimited.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/> and also communicated to BSE Limited (BSE), National Stock Exchange of India Limited (NSE). The Company may seek to pass Special Resolution(s) in FY24 through Postal Ballot, as and when required, subject to applicable Act and Rules.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

Pursuant to provisions of Section 177(9) of the Act and Regulation 22 of SEBI LODR Regulations, the Company has established the Vigil Mechanism, by adopting Whistle Blower Policy, for the Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code

CHART A IDFC V/S NIFTY IN PERCENTAGE

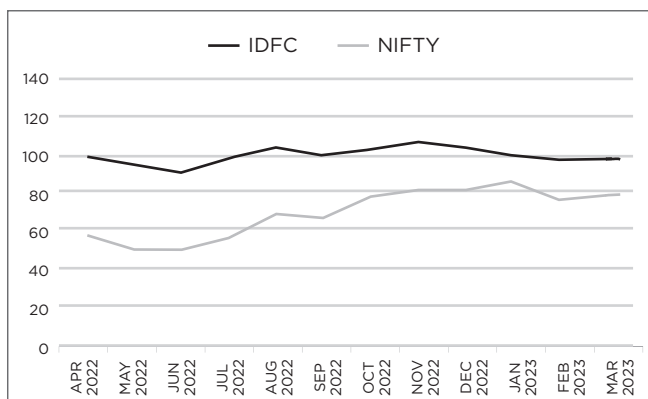
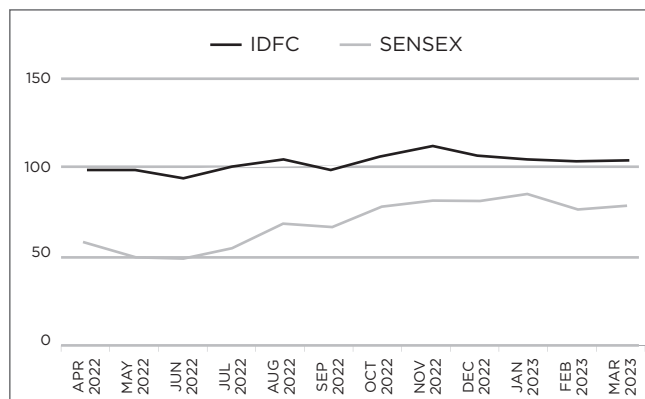


CHART B IDFC V/S SENSEX IN PERCENTAGE



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HIGH, LOW AND VOLUMES OF IDFC'S EQUITY SHARES

MONTH	BSE			NSE		
	HIGH PRICE	LOW PRICE	TURNOVER (IN LACS)	HIGH PRICE	LOW PRICE	TURNOVER (IN LACS)
Apr-22	70.15	56.70	10,392.71	70.20	56.55	2,297.91
May-22	57.55	55.65	6,762.82	57.60	45.50	1,228.00
Jun-22	51.50	42.25	5,157.41	51.45	42.20	954.00
Jul-22	55.95	48.65	3,618.66	55.90	48.65	827.00
Aug-22	69.90	55.00	7,238.36	69.95	55.00	1,785.00
Sep-22	71.75	62.55	7,074.62	71.70	62.55	1,480.00
Oct-22	80.00	64.85	15,486.92	80.00	64.80	2,099.00
Nov-22	83.70	75.25	8,761.21	83.75	75.30	1,555.00
Dec-22	86.70	73.50	8,173.00	86.45	73.55	1,568.00
Jan-23	88.30	78.15	7,955.20	88.30	78.10	1,576.00
Feb-23	92.40	72.90	19,836.40	92.40	72.85	3,184.00
Mar-23	81.95	75.50	6,778.64	81.60	75.50	1,254.00

of Conduct. It also provides adequate safeguards against the victimisation of employees who avail this mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases. The Audit Committee reviews the functioning of Whistle Blower Mechanism. The Whistle Blower policy and establishment of Vigil Mechanism have been appropriately communicated within the Company and no personnel has been denied access to the Audit Committee. The said policy has been posted on the website of the Company: www.idfclimited.com.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its businesses, including adherence to the Company's policies, the safeguard of its assets, the prevention of frauds and errors, the accuracy and completeness of the accounting policies and the timely preparation of reliable financial disclosures.

COMPLIANCE

The Company has adhered to all the mandatory requirements of Corporate Governance norms prescribed under Regulations 17 to 27 and clause (b) to

(i) of sub-regulation (2) of Regulation 46 of SEBI LODR Regulations to the extent applicable to the Company. The term of Mr. Sunil Kakar (DIN: 03055561) as the Managing Director & CEO of the Company ended at closure of business hours on September 30, 2022. Pursuant to Regulation 17(1)(c) of SEBI LODR Regulations the Board of Directors of IDFC shall comprise of not less than six Directors. Due to term completion of Mr. Sunil Kakar, the number of Directors on the Board of the Company reduced from 6 to 5. The Company is in transition mode and the merger process with IDFC FIRST Bank is already initiated and completed within next 9-12 months. The Company has

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IDFC'S DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023

SR. NO.	CATEGORY (SHARES)	NO. OF HOLDERS	% TO HOLDERS	NO. OF SHARES	% TO EQUITY
1.	1 - 5000	4,63,804	98.09	14,04,53,528	8.78
2.	5001 - 10000	4,271	0.90	3,18,51,753	1.99
3.	10001 - 20000	2,116	0.45	3,08,10,309	1.93
4.	20001 - 30000	722	0.15	1,81,96,934	1.14
5.	30001 - 40000	377	0.08	1,32,48,018	0.83
6.	40001 - 50000	269	0.06	1,23,78,515	0.77
7.	50001 - 100000	518	0.11	3,80,44,680	2.38
8.	100001 and above	754	0.16	1,31,50,00,699	82.18
	TOTAL	4,72,831	100.00	1,59,99,84,436	100.00

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IDFC'S EQUITY SHAREHOLDING PATTERN AS ON MARCH 31, 2023

SR. NO.	DESCRIPTION	NO. OF HOLDERS	TOTAL SHARES	% EQUITY
1.	MUTUAL FUNDS	70	26,14,71,773	16.34
2.	ALTERNATIVE INVESTMENT FUND	9	1,29,26,134	0.81
3.	BANKS	8	73,83,911	0.46
4.	INSURANCE COMPANIES	4	98,65,410	0.62
5.	QUALIFIED INSTITUTIONAL BUYER	17	3,60,41,155	2.25
6.	NBFC	8	1,32,455	0.01
7.	INDIAN FINANCIAL INSTITUTIONS	1	100	0.00
8.	FOREIGN PORTFOLIO - CORP	124	20,73,21,990	12.96
9.	FOREIGN INSTITUTIONAL INVESTORS	2	3,48,893	0.02
10.	FOREIGN PORTFOLIO - CORP	13	11,89,47,680	7.43
11.	FOREIGN PORTFOLIO INVESTORS	1	135,000	0.01
12.	PRESIDENT OF INDIA	1	26,14,00,000	16.34
13.	BODIES CORPORATES	4	17,52,042	0.11
14.	DIRECTORS	1	12,00,100	0.08
15.	KEY MANAGEMENT PERSONNEL	2	19,05,196	0.12
16.	I E P F	1	375,482	0.02
17.	RESIDENT INDIVIDUALS	4,56,098	52,62,61,441	32.88
18.	EMPLOYEES	26	593,953	0.04
19.	NON RESIDENT INDIAN NON REPATRIABLE	2,768	1,77,16,116	1.11
20.	NON RESIDENT INDIANS	2,870	1,46,89,335	0.92
21.	RESIDENT INDIVIDUALS	2	13,615	0.00
22.	BODIES CORPORATES	1,984	9,71,22,797	6.07
23.	CLEARING MEMBERS	61	198,380	0.01
24.	TRUSTS	15	268,088	0.02
25.	H U F	8,741	2,19,13,390	1.37
	TOTAL	4,72,831	1,59,99,84,436	100.00

SR. NO.	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	HOLDING	% TO EQT	MINOR CODE
1.	IN302437	20095610	PRESIDENT OF INDIA	261,400,000	16.34	POI
2.	IN300142	10754198	THELEME MASTER FUND LIMITED	72,794,726	4.55	FPC
3.	IN301549	16191396	ASHISH DHAWAN	56,000,000	3.50	PUB
4.	IN300054	10068099	HDFC SMALL CAP FUND	50,571,544	3.16	MUT
5.	IN303307	10002026	ELLIPSIS PARTNERS LLC	37,100,000	2.32	FPC
6.	IN300126	11273858	BAOBAB GLOBAL FUND LTD	37,054,989	2.32	FPC
7.	IN300476	40314385	AKASH BHANSHALI	3,435,0921	2.15	PUB
8.	IN300167	10142910	HDFC LIFE INSURANCE COMPANY LIMITED	30,000,000	1.88	QIB
9.	IN303438	10016654	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	18,365,904	1.15	FPC
10.	IN300126	11270340	TATA MUTUAL FUND - TATA SMALL CAP FUND	17,936,132	1.12	MUT
TOTAL				615,574,216	38.59	

minimal business operations and will cease to exist post merger with IDFC FIRST Bank. In this regard, we have submitted our representation to BSE and NSE vide our letter dated February 13, 2023, February 27, 2023 and February 28, 2023 and email dated April 06, 2023 seeking waiver from the requirement of having 6 directors.

To comply with the requirement of Regulation 17, of SEBI LODR, the Board of Directors at its meeting held on July 17, 2023, approved an appointment of Mr. Bipin Gemani (DIN: 07816126) as the Whole Time Director and Chief Financial Officer w.e.f. July 17, 2023 till September 30, 2024 subject to the approval of Shareholders of the Company. As on date, IDFC's Board consisted of 6 Directors and is in conformity with Regulations 17 of SEBI LODR.

ADOPTION OF NON MANDATORY REQUIREMENTS

SEPARATE POSTS OF CHAIRPERSON AND MD

The Company has complied with the requirement of having separate persons for the posts of Chairperson and MD. Mr. Anil Singhvi is the Independent Non-Executive Chairman and Mr. Mahendra N Shah is the Managing Director.

AUDIT QUALIFICATION

During the year under review, there were no audit qualifications in the Company's

Standalone & Consolidated financial statements. IDFC continues to adopt best practices to ensure regime of unqualified financial statements.

REPORTING OF INTERNAL AUDITORS

The Internal Auditors present their reports directly to the Audit Committee of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2)(e) of SEBI LODR Regulations, the Annual Report has a separate chapter titled Management Discussion & Analysis.

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards as specified under Section 133 of the Act. The financial statements have been prepared on the accrual basis under the historical cost convention.

ANTI-MONEY LAUNDERING AND KNOW YOUR CUSTOMER POLICY

In keeping with specific requirements for a Non-Banking Financial Company, the Company has formulated an Anti-Money Laundering and Know Your Customer Policy.

GENERAL SHAREHOLDER INFORMATION

FINANCIAL CALENDAR

Financial Year - April 1, 2022 to March 31, 2023

For the year ended March 31, 2023, results were announced on

- August 09, 2022 for the first quarter.
- November 11, 2022 for the second quarter and half year.
- February 01, 2023 for the third quarter and nine months.
- May 04, 2023 for the fourth quarter and annual.

For the year ending March 31, 2024, results will be announced latest by:

- Second week of August, 2023 for the first quarter.
- Second week of November, 2023 for the second quarter and half year.
- Second week of February, 2024 for the third quarter and nine months.
- Last week of May, 2024 for the fourth quarter and annual.

IDFC'S LISTING AND STOCK EXCHANGE CODES

At present, the equity shares of IDFC are listed on BSE and NSE details whereof are given in **Table 6**. The annual listing fees for FY23 have been paid.

STOCK PRICES

Table 7 gives details of the stock market prices of IDFC's shares. A comparison of

the share prices of the Company at NSE and BSE with their respective indices are given in **Charts A** and **B**.

DISTRIBUTION OF SHAREHOLDING

The distribution of the shareholding of IDFC's equity shares by size and shareholding pattern by ownership along with Top 10 equity Shareholders of the Company as on March 31, 2023 are given in **Table 8**, **Table 9** and **Table 10**, respectively.

DEMATERIALIZATION OF SHARES

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories in India NSDL and CDSL. As on March 31, 2023, approximately 99.99% shares of IDFC were held in dematerialized form. The details of the same are given in **Table 11**.

OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company does not have outstanding GDRs / ADRs / Warrants or any Convertible Instruments as on date.

UNCLAIMED / UNPAID DIVIDEND

Pursuant to the provisions of Sections 124 and 125 of the Act, any dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government.

Accordingly, an amount of Rs. 4,009,441.00 being unclaimed / unpaid dividend for FY14-15 and which remained unpaid and unclaimed for a period of 7 years has been transferred by the Company to the IEPF. Pursuant to the applicable provisions of the Act and Rules made thereunder, as amended from time to time, it is clarified that after such a transfer, no claim shall lie against the Company. However, the investor can claim the unpaid dividend from the IEPF Authority.

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DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2023

CATEGORY	NO. OF SHARES	%
Physical	39,999	β*
NSDL	1,402,766,067	87.67
CDSL	197,178,370	12.33
TOTAL	1,599,984,436	100.00

* β denotes negligible value.

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STATUS OF UNCLAIMED DIVIDEND AS ON MARCH 31, 2023

PARTICULARS	UNCLAIMED DIVIDEND (RS.)	DATE OF DECLARATION OF THE DIVIDEND	LAST DATE FOR CLAIMING DIVIDEND
2015-16 ¹	-	-	-
2016-17	885,765.50	July 28, 2017	August 29, 2024
2017-18	2,400,220.50	July 31, 2018	September 1, 2025
INTRIM 2019-2020 - 1	5,102,782.50	September 21, 2019	October 23, 2026
INTERIM 2019-2020 - 2	1,807,087.75	November 14, 2019	December 18, 2026
2020-21	-	-	-
2021-22	-	-	-
INTRIM 2022-2023 - 1	714,309.00	April 06, 2022	May 07, 2029
INTERIM 2022-2023 - 2 ²	72,718,556.00	February 01, 2023	March 02, 2030

¹ Dividend was not declared for FY 2015-16, FY 2020-21 and FY 2021-22

² DD's issued, yet to be encashed

The status of Dividend remaining unclaimed is given in **Table 12**. Pursuant to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2022 (date of last AGM) on the Company's website: www.idfclimited.com and on MCA website.

TRANSFER OF SHARES TO IEPF

Pursuant to the applicable provisions of Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and subsequent modification thereof, all shares in respect of which dividend have remained unpaid or unclaimed for consecutive seven years; the corresponding shares have to be transferred to IEPF Authority. In compliance with the aforesaid provisions, the Company has transferred 71,715 equity shares of Rs. 10 each to the

designated account of the IEPF Authority. As required under the said provisions, all subsequent corporate benefits that will be accrued in relation to the above shares shall also be credited to the corresponding Bank account of IEPF Authority. The details of such shares transferred to IEPF are available on website of the Company at http://www.idfclimited.com/investor_relations/UnclaimedShares.htm.

Further, as per the terms of Section 124(6) of the Act and Rule 7 of the IEPF Rules, the Shareholders can claim the shares from IEPF Account by making an online application in Form IEPF - 5 which is available at <http://www.iepf.gov.in>

The Company had already sent communication to the Shareholders requesting them to claim the dividend, in order to avoid their shares getting transferred to IEPF. Accordingly, Shareholders who have not claimed the dividend since FY14, are requested to contact KFin Technologies Limited

PARTICULARS	NO. OF CASES/ MEMBERS	NO. OF SHARES OF Rs. 10 EACH
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of the year	5	1,397
Number of Shareholders who approached to IDFC/ Registrar for transfer of shares from suspense account during the year 2022-23	NIL	NIL
Number of Shareholders to whom shares were transferred from suspense account during the year 2022-23	NIL	NIL
Shares Transferred to IEPF Pursuant to the IEPF Rules	NIL	NIL
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2023	5	1,397

(formerly known as KFin Technologies Private Limited) and submit requisite documents, failing which the Company will be constrained to transfer the shares to IEPF Authority as per the Rules.

UNCLAIMED SHARES LYING IN THE ESCROW ACCOUNT

IDFC had credited the unclaimed shares lying in the escrow account, allotted in the Initial Public Offer of the Company during July-August, 2005, into a Demat Suspense Account opened specifically for this purpose. These shares were transferred to IEPF Authority as per the IEPF Rules. Details of shares which were lying in the 'Unclaimed Suspense Account' and were transferred to IEPF Authority are given in **Table 13**. Further as per the terms of Section 124(6) of the Act and Rule 7 of the IEPF Rules, the Shareholders can claim the shares from IEPF Account by making an online application in Form IEPF - 5 which is available at <http://www.iepf.gov.in>.

SHARE TRANSFER SYSTEM

IDFC has appointed KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (KFin) as its Registrar and Transfer Agent. All share transfer and related operations are conducted by KFin, which is registered with the SEBI as a Category 1 Registrar. The shares sent for physical transfer are effected after giving a 15 day's notice to the seller for confirmation of the sale. IDFC has a Stakeholders' Relationship Committee for monitoring redressing of Shareholders' complaints regarding securities issued by IDFC from time to time.

As required under Regulation 40(9) of SEBI LODR Regulations, a Practising Company Secretary examines the records relating to Share Transfer Deeds, Registers and other related documents on a half yearly basis and has certified compliance with the provisions of the above Regulations.

As required by SEBI, audit of Reconciliation of Share Capital is conducted by a Practising Company Secretary on a quarterly basis for the purpose, inter alia, of reconciliation of the total admitted equity share capital with the depositories and in physical form with the total issued / paid-up equity share capital of the Company. Certificates issued in this regard are forwarded to BSE and NSE on periodic basis.

INVESTOR CORRESPONDENCE SHOULD BE ADDRESSED TO REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited
(formerly known as KFin Technologies Private Limited) (Unit: IDFC Limited)
Selenium Tower B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500 032
Tel: 040-67162222 / 79611000
Fax: 040-23431551
Toll free: 1800 309 4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

THE COMPANY SECRETARY

Ms. Shivangi Mistry
IDFC Limited
906/907, 9th Floor, Embassy Centre,
Jamnalal Bajaj Road,
Nariman Point, Mumbai - 400021
Tel: +91 22 2282 1549
E-mail: shivangi.mistry@idflimited.com
Website: www.idflimited.com

REGISTERED OFFICE ADDRESS

IDFC Limited
4th Floor, Capitale Tower, 555 Anna Salai,
Thiru Vi Ka Kudiyiruppu, Teynampet
Chennai - 600018
Tel: +91 44 45644201 / 4202 / 4223

SKILLS/EXPERIENCE/EXPERTISE OF THE BOARD OF DIRECTORS

NAME OF DIRECTOR	QUALIFICATION / SKILLS	EXPERIENCE / EXPERTISE
Mr. Anil Singhvi (64 years)	Mr. Singhvi holds degree of Chartered Accountant from ICAI.	<p>Mr. Singhvi, a Chartered Accountant, has over 40 years of experience in Corporate sector, out of which he spent 22 years with Ambuja Cements Ltd, where he rose from Manager to Managing Director & CEO. He played a defining role in making of Ambuja Cements.</p> <p>In 2012 he Co-founded IIAS (Institutional Investor Advisory Services India Ltd), proxy advisory company for Institutional Investors. This is a pioneering effort in India for improving Corporate Governance and accountability of the Corporates. IIAS covers over 800 Indian Corporates and advises Investors on the issues of corporate governance and voting.</p> <p>Apart from this, he is also Director on various companies, some of which are Subex Ltd, Shree Digvijay Cement Co. Ltd, Institutional Investor Advisory Services India Ltd.</p> <p>He is a Governing Council member of Foundation for Liberal and Management Education (FLAME University). FLAME was founded to impart Liberal Arts education for Undergraduate students. He has been involved with FLAME from its inception. FLAME is uniquely positioned as one of the only institute in India for Liberal Arts education.</p> <p>He is also closely associated as Trustee with SAMPARC- a non government organization (founded in 1990) that helps to empower the destitute children and provides them not only shelter but a complete way of life. SAMPARC shelters over 800 such children by running 8 homes in the different parts of the country.</p>
Dr. Jaimini Bhagwati (70 years)	Dr. Bhagwati received his PhD in Finance from Tufts University, USA. He did his Master's in Physics from St Stephen's College, Delhi and a Master's in Finance from the Massachusetts Institute of Technology, USA.	<p>Dr. Jaimini Bhagwati is a former IFS officer, economist and foreign policy expert. He was the High Commissioner to the UK and Ambassador to the European Union, Belgium and Luxembourg. Dr. Bhagwati has served in senior positions in the Government of India, including in foreign affairs, finance and atomic energy. In his earlier role at the World Bank, he was a specialist in international bond and derivatives markets and was the RBI chair professor at ICRIER. He is currently a Distinguished Fellow at a Delhi based think-tank called the Centre for Social and Economic Progress (CSEP).</p> <p>Dr. Bhagwati received his PhD in Finance from Tufts University, USA. He did his Master's in Physics from St Stephen's College, Delhi and a Master's in Finance from the Massachusetts Institute of Technology, USA. Penguin published his book titled "The Promise of India: How Prime Ministers Nehru to Modi shaped the nation" in August 2019 and his papers have been carried in several books, ICRIER and at the World Bank. His latest Working Paper dated January 19, 2022 at CSEP is titled "Insolvency and Bankruptcy Code (IBC) and Long-term Bulk Lending in India".</p>
Mr. Ajay Sondhi (63 Years)	Mr. Sondhi was a 2017 Fellow, Harvard Advanced Leadership Initiative. He has an MBA in Finance from JBIMS, Mumbai University, and a Bachelor of Arts in Economics (Honors) from St. Stephens College, Delhi University.	<p>Mr. Ajay Sondhi is a Financial Services and Board professional with extensive Indian and global experience. Mr. Sondhi was most recently Founder & CEO of Sentinel Advisors Pte Ltd, Singapore, a boutique business and strategy advisory firm. He has had a long career in banking, and has held several senior leadership roles in the industry in India and overseas. He was previously MD and Regional Manager for PWM at Goldman Sachs, Singapore. Mr. Sondhi started his career with Citibank India where he rose to become corporate bank and corporate finance head. He subsequently worked with Salomon Brothers Hong Kong, and then moved back to India as Group CEO for Barclays Bank and BZW. He was subsequently Country Head and CEO India for UBS AG, and then went on to become the Vice Chairman and Managing Director for Kotak Mahindra Capital Company.</p> <p>In addition to financial services, Mr. Sondhi also has a strong interest in public health and has a number of engagements in the health sciences area. He recently held an appointment as a Senior Fellow at the Harvard Global Health Institute, Boston. Mr. Sondhi is a Board Director of Maxx Medical Pte. Ltd., Singapore; a Board Director of Noora Health, a California based non-profit active in health education; and an Independent Director on the Board of IDFC Limited. He has previously been an Advisory Board member of Tufts Medical School, Boston, an Independent Director of IDFC Bank, and also of Mahanagar Gas Ltd. Mr. Sondhi is a 2017 Fellow, Harvard Advanced Leadership Initiative. He has an MBA in Finance from JBIMS, Mumbai University, and a Bachelor of Arts in Economics (Honors) from St. Stephens College, Delhi University.</p>

SKILLS/EXPERIENCE/EXPERTISE OF THE BOARD OF DIRECTORS (CONTD.)

NAME OF DIRECTOR	QUALIFICATION / SKILLS	EXPERIENCE / EXPERTISE
Ms. Anita Belani (59 years)	Ms. Anita did her M.B.A. from XLRI, Jamshedpur and B.A.(Hons) in Economics from Miranda House, University of Delhi.	Ms. Anita P Belani is a seasoned professional with over 30 years' experience as a senior business & human capital leader. She is the Co-Founder and Partner of Emotionally, a mental wellness company specializing in counseling, therapy & coaching. She is an independent director on the board of Redington India Pvt Ltd, Vivriti Capital Pvt Ltd, Eternis Fine Chemicals & Foseco India Ltd. Anita is an ICF Accredited Executive Coach and has over 15 years of coaching experience under her belt having coached several C-suite level executives across various sectors. In her previous roles she has been the Operating Partner of the growth PE fund Gaja Capital, Managing Director India for Russell Reynolds Associates and has lead consulting businesses as Country Head India for Right Management and Watson Wyatt Anita has previously worked with Sun Microsystems in San Francisco in a strategic global HR position, KPMG in the USA, Jardine Fleming and American Express TRS.
Mr. Mahendra N Shah (64 years)	He is a qualified member of the Institute of Chartered Accountants of India (ICAI), the Institute of Cost & Management Accountants of India (ICMA) and the Institute of Company Secretaries of India (ICSI).	Mr. Mahendra N. Shah was the Group Company Secretary & Group Chief Compliance Officer of IDFC Bank Limited and had been the Group Head - Governance, Compliance & Secretarial and Senior Advisor- Taxation at IDFC Limited for more than two decades. In this role, Mr. Shah was responsible for Secretarial, Governance and Compliance functions for over 26 companies/entities of IDFC Group. Currently he is the Company Secretary & Compliance Officer of IDFC Limited since May 24, 2019. Prior to joining IDFC in 2001, Mr. Shah worked with International Paper Limited for a period of six years as Director Finance and Company Secretary where he was in charge of finance function and regulatory compliances. Mr. Shah has worked as Head of Taxation in SKF Bearings India Limited where he was responsible for Direct and Indirect Taxation matters of the Company across India. He also worked for a short period with Pfizer Ltd as Finance Officer. He has been the Managing Director of IDFC Limited w.e.f. October 01, 2022. He completed his article ship training for CA with M/s. Bansi S. Mehta & Co, CA for 3 years.
Mr. Bipin Gemani (64 years)	He is a qualified member of the Institute of Chartered Accountants of India (ICAI).	Mr. Bipin Gemani was CFO of IDFC Bank Limited. He joined IDFC Limited in 1997 and was a Group Director - Finance. In this role, he was responsible for Finance & Accounts and Taxation. Prior to joining IDFC, Mr. Gemani worked with Atlas Copco (India) Limited as GM Finance for 9 years. Mr. Gemani is qualified Chartered Accountant from the Institute of Chartered Accountants of India having membership no. 35735. Mr. Gemani has overall work experience of over 40 years in field of Finance & Accounts. Mr. Gemani is working with IDFC for more than 25 years and has been actively involved in building of IDFC as a financial conglomerate, creation of IDFC Bank and finally dismantling the complex corporate structure to unlock value for IDFC shareholders.