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| Company Remarks | The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against 'IL&FS' and its group companies in any Court. |
| Whether Regular chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|-----------------------------|----------|--------------------|---------------------|-------------------|
| 1 | Subrata Kumar Atindra Mitra | ID | Chairperson | 15-Jan-2020 | |
| 2 | Jagadip Narayan Singh | ID | Member | 15-Jan-2020 | |
| 3 | Dilip Lalchand Bhatia | NED | Member | 15-Jan-2020 | |

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|---------------------------------------|---|
| Company Remarks | .The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against 'IL&FS' and its group companies in any Court. |
| Whether Regular chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|-----------------------------|----------|--------------------|---------------------|-------------------|
| 1 | Manish Kumar Agarwal | NED | Chairperson | 15-Jan-2020 | |
| 2 | Subrata Kumar Atindra Mitra | ID | Member | 15-Jan-2020 | |
| 3 | Dilip Lalchand Bhatia | NED | Member | 24-Dec-2018 | |

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|---------------------------------------|-----|
| Company Remarks | |
| Whether Regular chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
|---------|---------------------------|----------|--------------------|---------------------|-------------------|

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| Company Remarks | |
| Whether Regular chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|-----------------------------|----------|--------------------|---------------------|-------------------|
| 1 | Jagadip Narayan Singh | ID | Chairperson | 15-Jan-2020 | |
| 2 | Subrata Kumar Atindra Mitra | ID | Member | 15-Jan-2020 | |
| 3 | Chandra Shekhar Rajan | C & NED | Member | 25-Oct-2018 | |

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|---------------------------------------|-----|
| Company Remarks | |
| Whether Regular chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | No. of Independent Directors attending the meeting |
|---|--|---|--|--|
| 25-Jan-2022 | Yes | | 4 | 1 |
| 14-Feb-2022 | Yes | | 4 | 1 |

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| Company Remarks | The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against 'IL&FS' and its group companies in any Court. |
| Maximum gap between any two consecutive (in number of days) | 66 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|-------------------------------------|---|--|--|--|---|---|
| Nomination & Remuneration Committee | 25-Jan-2022 | Yes | | | | |

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|-------------------------------------|-------------|-----|--|---|---|--|
| Nomination & Remuneration Committee | 29-May-2022 | Yes | | 3 | 2 | |
| Audit Committee | 14-Feb-2022 | Yes | | | | |
| Audit Committee | 29-May-2022 | Yes | | 3 | 2 | |
| Stakeholders Relationship Committee | 30-Mar-2022 | Yes | | 3 | 1 | |

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| Company Remarks | The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against 'IL&FS' and its group companies in any Court. There was one NRC Committee meeting held on 29th June-2021. The gap is more than 90 days in the FY: 2021-22 |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 103 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|--------------------------------------|---------------|
| 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 | |

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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
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VI. **Affirmations**

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**

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

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Name : **Rajib Kumar Routray**
Designation : **Company Secretary & Compliance Officer**