



Infrastructure Leasing & Financial Services Limited

October 17, 2025

The Sr. General Manager  
Department of Corporate Services,  
BSE Limited,  
1st Floor, PJ Towers, Dalal Street  
Mumbai 400 001

**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 September 30, 2025:**

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 enclosed as Annexure I for quarter ended September 30, 2025.

This is for your information and records.

Sincerely,  
**For Infrastructure Leasing and Financial Services Limited**

**Shekhar Prabhudesai**  
**Company Secretary**

Encl: a/a



Infrastructure Leasing & Financial Services Limited

**Annexure I - Report on Corporate Governance**

1. Name of Listed Entity - **INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LIMITED**

2. Quarter ending - **SEPTEMBER 30, 2025**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure (in months)</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity* [in reference to Regulation 17A(1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Nand Kishore	08267502	Chairman and Managing Director	01/10/2018	NA	NA	84	08/07/1958	4	0	9	3
Ms.	Malini Shankar	01602529	Non - Executive Director	01/10/2018	NA	NA	84	21/12/1959	2 (@)	0	2	1
Mr.	Inderdeep Singh Dhariwal	11055067	Non - Executive Director	29/04/2025	NA	NA	5	22/07/1966	1	0	0	0
Mr.	Apurva Chandra	02531655	Non - Executive Director	23/05/2025	NA	NA	4	19/09/1964	3	0	1	0
Mr.	Giridhar Aramane	00483130	Non - Executive Director	23/05/2025	NA	NA	4	12/06/1963	1	0	1	0
Ms.	Vini Mahajan	06943948	Non - Executive Director	23/05/2025	NA	NA	4	21/10/1964	2	0	2	1
Whether Regular chairperson appointed – <b>YES</b>												



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<b>I. Composition of Board of Directors</b>
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Whether Chairperson is related to managing director or CEO – <b>Yes</b>
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\*Infrastructure Leasing & Financial Services Limited is a debt listed company

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

@Dr Malini Shankar –Resignation submitted to Secretary MCA on August 12, 2024 and September 28, 2024 for directorship in 63 Moon Technologies Limited

Note – Mr Pramod Agrawal stepped down from the Board from the close of business hours of July 8, 2025. As on date, the Company is in process of reconstituting Stakeholders Relationship Committee

**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 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, October 3, 2018, December 21, 2018, October 03, 2022, May 3, 2024, February 13, 2025 and Addendum Order dated April 04, 2025. The New Board members appointed by the NCLT are akin to Independent Directors and not Independent Directors. Further, the requirement of appointing Independent Directors has been dispensed by NCLT order dated April 26, 2019 for IL&FS and the group companies.



<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee (\$)	<b>YES</b>	Ms. Vini Mahajan	Chairperson	11-06-2025 (@)	NA
		Dr. Malini Vijay Shankar	Member	04-10-2018	NA
		Mr. Apurva Chandra	Member	11-06-2025	NA
		Mr. Giridhar Aramane	Member	11-06-2025	NA
2. Nomination & Remuneration Committee (\$)	<b>YES</b>	Dr. Malini Vijay Shankar	Chairperson	21-12-2020 (*)	NA
		Mr. Apurva Chandra	Member	11-06-2025	NA
		Mr. Giridhar Aramane	Member	11-06-2025	NA
		Ms. Vini Mahajan	Member	11-06-2025	NA
3. Risk Management Committee (\$)	<b>YES</b>	Mr. Giridhar Aramane	Chairman	02-09-2025	NA
		Dr. Malini Shankar	Member	13-11-2021	NA
		Mr. Nand Kishore	Member	13-11-2021	NA
		Mr. Apurva Chandra	Member	02-09-2025	NA
		Ms. Vini Mahajan	Member	02-09-2025	NA
4. Stakeholders Relationship Committee (\$)	<b>YES</b>	Dr. Malini Vijay Shankar	Chairperson	21-12-2020	NA

**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 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, October 3, 2018, December 21, 2018, October 03, 2022, May 3, 2024, February 13, 2025, NCLT order dated March 21, 2025 and Addendum Order dated April 04, 2025. The New Board members appointed by the NCLT are akin to Independent Directors and not Independent Directors. Further, the requirement of appointing Independent Directors has been dispensed by NCLT order dated April 26, 2019 for IL&FS and the group companies.

(@) Appointed as Member on 11-06-25 and Chairperson as on 02-09-25

(\*) Appointed as Member on 21-12-2020 and Chairperson as on 03-11-2022

(\$)*Note - Mr Pramod Agrawal stepped down from the Board from the close of business hours of July 8, 2025. As on date, the Company is in process of reconstituting Stakeholders Relationship Committee*



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<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
03-04-2025	04-07-2025	Yes	5	NA	22
11-06-2025	01-09-2025	Yes	5	NA	58
<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b>Audit Committee</b>					
01-09-2025	Yes	4	NA	09-05-2025	114
<b>Nomination &amp; Remuneration Committee</b>					
01-09-2025	Yes	4	NA	26-06-2025	66
<b>Group Risk Management Committee</b>					
-	-	-	-	-	-

\* 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 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, October 3, 2018, December 21, 2018, October 03, 2022, May 3, 2024, February 13, 2025, NCLT order dated March 21, 2025 and Addendum Order dated April 04, 2025. The New Board members appointed by the NCLT are akin to Independent Directors and not Independent Directors. Further, the requirement of appointing Independent Directors has been dispensed by NCLT order dated April 26, 2019 for IL&FS and the group companies.



<b>V. Related Party Transactions (Pl refer the note below)</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>VI. Details of Cyber Security Incidence</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No

**NOTE:** The details will be disclosed in audited financial statements. As intimated to the exchange vide letter dated July 17, 2025, presently, the Company shall not be able to meet the applicable compliance reporting requirements relating to the financial statements, till such time the process of recasting the financial statements of the Company for the FY 2014 – 2018 is reflected in the consolidated financial statements of the Company for FY'19 and FY'20 in accordance with the MCA directive. NCLT vide its orders pronounced on June 28, 2024, July 30, 2024 and August 9, 2024, has taken on record the re-opened and re-casted standalone financial statements of the Company for the five financial years from FY 2013-14 to 2017-18. The recasted Financial Statements have been filed with BSE on August 26, 2024. An application was made to NCLT for voluntary reopening of accounts for FY18-19 and FY 19-20 to reflect the effect of recasted financial statements of the Company for the FY 2013-14 to 2017-18. The application has been approved by NCLT on March 07, 2025 and the Company is presently working on finalization of reopened accounts for FY18-19 and FY 19-20.



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<b>VI. Affirmations</b>		
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	Not Applicable as the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") suspended the erstwhile board of directors of IL&FS 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, October 3, 2018, December 21, 2018, October 03, 2022 and May 3, 2024, February 13, 2025, NCLT order dated March 21, 2025 and Addendum Order dated April 04, 2025.
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)	Not Applicable as the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") suspended the erstwhile board of directors of IL&FS 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, October 3, 2018, December 21, 2018, October 03, 2022 and May 3, 2024, February 13, 2025, NCLT order dated March 21, 2025 and Addendum Order dated April 04, 2025.
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  The Company has made application to SEBI for waiver of holding the meeting of Stakeholders Relationship Committee and Risk Management Committee providing rationale for the same.
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.	Yes

**For Infrastructure Leasing & Financial Services Limited**

**Shekhar Prabhudesai**  
Company Secretary