

June 02, 2021

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 532636</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFL</b>
---	---

**Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2021**

Dear Sir/ Madam,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report for the Financial Year 2020-21 issued by M/s. Nilesh Shah & Associates, Company Secretaries in Practice.

Kindly take the same on record and oblige.

Thanking you,  
Yours Faithfully,

**For IIFL Finance Limited  
(Formerly known as IIFL Holdings Limited)**

  
**Sneha Patwardhan**  
Company Secretary  
Encl: As above



**IIFL Finance Limited (formerly known as IIFL Holdings Limited)**  
**CIN No.: L67100MH1995PLC093797**

Corporate Office – 802, 8<sup>th</sup> Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069  
Tel: (91-22) 6788 1000 .Fax: (91-22) 6788 1010

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654 E-mail: csteam@iifl.com Website: www.iifl.com

# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref. \_\_\_\_\_

**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021  
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Board of Directors,  
**IIFL Finance Limited**  
(formerly IIFL Holdings Limited)  
IIFL House, Sun Infotech Park,  
Road No. 16V, Plot No. B-23,  
Thane Industrial Area,  
Wagle Estate, Thane - 400 604

Dear Sir / Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **IIFL Finance Limited** (formerly IIFL Holdings Limited) (hereinafter called "**the Company**");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended **31<sup>st</sup> March, 2021** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref. \_\_\_\_\_

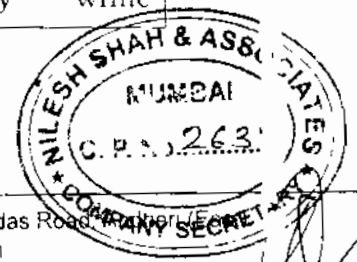
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (g) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the financial year ended **31<sup>st</sup> March, 2021**:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<u>Regulation 50(3) of SEBI LODR Regulation:</u>  The listed entity shall intimate to the stock exchange(s), at least two working days in advance,	Intimation u/r 50(3) for a meeting convened to consider agenda for issue of Non-Convertible	There was a marginal delay of one working day since the Company considered Saturday while



# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref: \_\_\_\_\_

excluding the date of the intimation and date of the meeting, regarding the meeting of its board of directors, at which the recommendation or declaration of issue of non convertible debt securities or any other matter affecting the rights or interests of holders of non convertible debt securities or non convertible redeemable preference shares is proposed to be considered.	Debenture was delayed.	making intimation under regulation 50(3) of SEBI LODR Regulations for holding of a Meeting wherein the agenda for issue of Non-Convertible Debenture was considered.
---	------------------------	--

- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) No actions were taken against the Company/ its promoters/ directors/ material subsidiaries, if any either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;
- (d) The Company was not required to take corrective action as there were no adverse observations made in previous reports.

Date: 06.05.2021

Place:- Mumbai

UDIN: F004554C000251647

Signature:-

Name:- Nilesh Shah (Partner)

For:- **Nilesh Shah & Associates**

**FCS : 4554**

**C.P. : 2631**

Peer Review No. **698/2020**

