



April 21, 2023

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051.
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Dear Sir(s)/Madam(s),

Sub: Submission of Certificate under Regulation 40(9) and Regulation 61(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023.

Please find enclosed herewith Certificates under Regulation 40(9) and Regulation 61(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For IIFL Finance Limited

**Sneha Patwardhan
Company Secretary
Place: Mumbai**

Encl: as above

NILESH G. SHAH

B.Com., LLB (G), F.C.S.

Company Secretaries

Ref _____

UDIN: F004554E000121495

CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE YEAR ENDED 31.03.2023

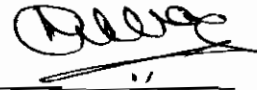
I have examined all Share Transfer Deeds, Memorandum of Transfers Registers, files and other documents relating to **IIFL FINANCE LIMITED** (Formerly known as IIFL HOLDINGS LIMITED) maintained by M/s. Link Intime India Private Limited pertaining to transfer of equity shares of the Company for the period from 1st April, 2022 to 31st March, 2023 for the purpose of issuing a Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to IIFL Finance Limited (Formerly known as IIFL HOLDINGS LIMITED) and based on the information provided by the Company and the Registrar, I hereby certify that the Company has not received any request relating to the Transfer, Transmission, Transposition, Name Deletion, Sub-division, Consolidation, Duplicate issue of shares, Replacement / Exchange of Certificate, Endorsement for calls/allotment Money during the year ended on 31st March, 2023.

Date: 17.04.2023

Place: Mumbai

Peer Review No: 745/2020

Signature: _____



NILESH G. SHAH.

Company Secretary

C. P. No: 2631



NILESH G. SHAH B.Com., U.B. (C), F.C.S.

Company Secretaries

Ref.: _____

UDIN: F004554E000144793

**CERTIFICATE UNDER REGULATION 61(4) READ WITH 40(9) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

FOR THE YEAR ENDED 31.03.2023

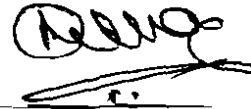
Based on the Information / details provided to us by **IIFL FINANCE LIMITED** (Formerly known as IIFL HOLDINGS LIMITED) (herein after will be referred to as "the Company") and by M/s. Link Intime India Private Limited, the Registrar and Transfer Agent of the Company for the purpose of issuing a Certificate under Regulation 61(4) read with Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April, 2022 to 31st March, 2023 since there are no Physical holdings of Non-Convertible Debentures of the company, we hereby certify that since all the Debentures issued by the Company are in Demat form, the Company has not received any request for transfer / transmission / transposition / name deletion / sub-division / consolidation, exchange, renewal or endorsement of calls/allotment monies during the year ended on 31st March, 2023.

Date: 19.04.2023

Place: Mumbai

Peer Review No: 745/2020

Signature: _____



**NILESH G. SHAH.
Company Secretary
C. P. No: 2631**

