

May 29, 2020

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. Tel no.: 22721233 Fax No.: 22723719/ 22723121/ 22722037 BSE Scrip Code: 542773	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. Tel No.: 2659 8235 Fax No.: 26598237/ 26598238 NSE Symbol: IIFLSEC
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Dear Sir/Madam,

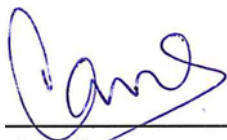
Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2020

In compliance with Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated May 15, 2020 for the Financial Year 2019-20 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 Securities Limited



Roshan Dave
Company Secretary
Email: secretarial@iifl.com



Encl: as above

IIFL Securities Limited (Formerly "India Infoline Limited")

Corporate Identity Number: **L99999MH1996PLC132983**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604
Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: secretarial@iifl.com • Website: www.indiainfoline.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
IIFL Securities Limited
(Formerly known as India Infoline Limited)
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23,
Thane Industrial Area,
Wagle Estate, Thane - 400 604

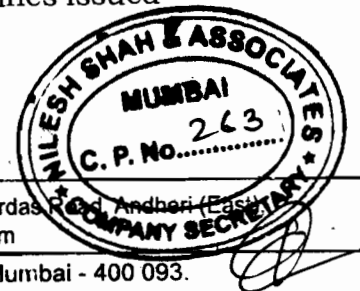
Dear Sir / Madam,

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 Securities 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 period 20th September, 2019 i.e. the date on which the Equity Shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited to **31st March, 2020** 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



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thereunder by the Securities and Exchange Board of India ("SEBI");

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) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) 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;
- (g) The Securities and Exchange Board of India (Depository & Participant) Regulations, 2018;
- (h) The Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992;
- (i) The Securities and Exchange Board of India (Research Analyst) Regulations, 2014;
- (j) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013;
- (k) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993;
- (l) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- (m) The Securities and Exchange Board of India (Know Your Client) Regulations, 2011;
- (n) The Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992;
- (o) Pension Fund Regulatory and Development Authority (Point of Presence) Regulations, 2015.

and based on the above examination, we hereby report that, during the period from 20th September, 2019 i.e. the date on which the Equity



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (E),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

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Shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited to **31st March, 2020**:

- (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	As per the provisions of Para 5 of Part III (A) of Annexure I (amended vide SEBI circular dated Jan 03, 2018) of the SEBI circular dated March 10, 2017, a company has to ensure that trading in securities is commenced within 60 days of receiving NCLT order. The same is also noted by SEBI vide its letter no CFD/DILI/OW /23643/2019 dated September 11, 2019.	Delay in completion of formalities for commencement of trading i.e. within 60 days of receiving NCLT order approving Composite Scheme of Arrangement.	Due to delay in regulatory approvals from SEBI and Exchanges. After all approvals the trading commenced on September 20, 2019 successfully at NSE and BSE.

- (b) The listed entity 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;



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- (d) The Company was not required to take corrective action as there were no adverse observations made in the previous report.

Note: Due to COVID-19 outbreak and Lockdown situation, in respect of part of the Audit, especially for verification of compliance for the Last two Quarter of the financial year i.e. October 2019 to March, 2020, we have relied on the information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying their office and the documents shared to us were found to be adequate, to enable us to issue the report.

Date: 15.05.2020

Place: Mumbai

UDIN: F004554B000247929

Signature:-

Name: Nilesh Shah

For Nilesh Shah & Associates
Company Secretaries

FCS : 4554

C.P. : 2631

