



June 29, 2020

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

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

**Gajendra Thakur  
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, 2020  
[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, 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 thereunder by the Securities and Exchange Board of India ("SEBI");



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),  
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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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 (Merchant Bankers) Regulations, 1992 (license transferred on May 13, 2019 consequent upon Composite Scheme of Arrangement) and;
- (i) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013 (license transferred on May 13, 2019 consequent upon Composite Scheme of Arrangement).

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, 2020**:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (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



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Company Secretaries

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

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: 07.06.2020

Place:- Mumbai

UDIN: F004554B000323906

Signature:-

Name:- Nilesh Shah (Partner)

For:- **Nilesh Shah & Associates**

FCS : 4554

C.P. : 2631

