



May 29, 2019

To,

The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai 400 001  
Tel no.: 22721233 Fax No.: 22723719  
BSE Scrip Code: 532636

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: IIFL

Dear Sir/ Madam,

**Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2019**

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated May 14, 2019 for the Financial Year 2018-19 issued by our secretarial auditor M/s. Nilesh Shah & Associates, Company Secretaries.

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 – IIFL Centre, Kamala City, SenapatiBapat Marg, Lower Parel, Mumbai – 400013 Tel: (91-22) 4249 9000 .Fax: (91-22) 40609049  
Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 25806650. 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, 2019

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Board of Directors,  
**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 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, 2019** 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");



A handwritten signature of Nilesh Shah, written in black ink.

# 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, 2009 (to the extent applicable) / 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 (Depository and Participant) Regulations, 1996 / 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 and;
- (i) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013.

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, 2019**:

- (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;



# NILESH SHAH & ASSOCIATES

Company Secretaries

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

- (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: May 14, 2019

Place:- Mumbai

Signature:-

Name:- Nilesh Shah (Partner)

For:- **Nilesh Shah & Associates**

FCS : 4554

C.P. : 2631

