Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Form language
(●) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) | L67100MH1995PLC093797

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) | 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) | 31/03/2026

(c) *Type of Annual filing (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	IIFL FINANCE LIMITED	IIFL FINANCE LIMITED
Registered office address	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wag,le Estate,NA,Thane,Thane,Maharashtra,India,400604	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wag,le Estate,NA,Thane,Thane,Maharashtra,India,400604
Latitude details	19.1958	19.1958
Longitude details	72.9561	72.9561

(a) *Photograph of the registered office of the Company showing external building and name prominently visible | Photograph of the registered office of the Company.pdf

(b) *Permanent Account Number (PAN) of the company | AA******5G

(c) *e-mail ID of the company | *****m@iifl.com

(d) *Telephone number with STD code | 91********00

(e) Website

www.iifl.com

iv *Date of Incorporation (DD/MM/YYYY)

18/10/1995

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

◉ Yes ◯ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

◉ Yes ◯ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held

◉ Yes ◯ No

(b) If yes, date of AGM (DD/MM/YYYY)

24/07/2026

(c) Due date of AGM (DD/MM/YYYY)

30/09/2026

(d) Whether any extension for AGM granted

◯ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U65993MH2006PLC166475		IIFL HOME FINANCE LIMITED	Subsidiary	79.59
2	U65191KA1995PLC057884		IIFL SAMASTA FINANCE LIMITED	Subsidiary	99.56
3	U74999MH2021PLC368361		IIHFL SALES LIMITED	Subsidiary	79.59
4	U72900MH2022PTC382767		IIFL FINTECH PRIVATE LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	2355250000.00	425289575.00	425289575.00	425289575.00
Total amount of equity shares (in rupees)	4710500000.00	850579150.00	850579150.00	850579150.00

Number of classes: 1

Class of shares: Equity Share	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	2355250000	425289575	425289575	425289575
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	4710500000	850579150	850579150	850579150

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	500000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	5000000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares: Preference share	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	500000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in	5000000000.00	0.00	0	0

rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	240005	424276565	424516570.00	849033140	849033140	
Increase during the year	0.00	773010.00	773010.00	1546020.00	1546020.00	137867446.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	773005	773005.00	1546010	1546010	137867446
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialization of Physical Shares	0	5	5.00	10	10	
Decrease during the year	5.00	0.00	5.00	10.00	10.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify Dematerialization of Physical Shares	5	0	5.00	10	10	
At the end of the year	240000.00	425049575.00	425289575.00	850579150.00	850579150.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE530B01024

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes: 4

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	32445078	1000	32445078000.00
Non-convertible debentures	314000	100000	31400000000.00
Non-convertible debentures	6800	1000000	6800000000.00
Non-convertible debentures	2085	10000000	20850000000.00
Total	32767963.00	11101000.00	91495078000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	14850000000	6000000000	0	20850000000.00
Non-convertible debentures	6800000000	0	0	6800000000.00
Non-convertible debentures	27250000000	18150000000	14000000000	31400000000.00
Non-convertible debentures	18974365000	15216391000	1745678000	32445078000.00

Total	67874365000.00	39366391000.00	15745678000.00	91495078000.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	67874365000.00	39366391000.00	15745678000.00	91495078000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	67874365000.00	39366391000.00	15745678000.00	91495078000.00

v Securities (other than shares and debentures) 1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
MTN Bonds	425000	86688	36842275000	86688	36842275000
Total	425000		36842275000		36842275000

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 74479400664

ii * Net worth of the Company 75607122029

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	79486997	18.69	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others PAC + Trust	26187670	6.16	0	0.00
	Total	105674667.00	24.85	0.00	0

Total number of shareholders (promoters) 8

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	66634124	15.67	0	0.00
	(ii) Non-resident Indian (NRI)	25160702	5.92	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	11018	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	1630227	0.38	0	0.00
4	Banks	307	0.00	0	0.00
5	Financial institutions	1080	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	17939689	4.22	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	75547958	17.76	0	0.00
10	Others Others	132689803	31.20	0	0.00
	Total	319614908.00	75.15	0.00	0

Total number of shareholders (other than promoters) 127345

Total number of shareholders (Promoters + Public/Other than promoters) 127353.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	23391
2	Individual - Male	51864
3	Individual - Transgender	0
4	Other than individuals	52098
	Total	127353.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	173829	127345
Debenture holders	43743	61834

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	15.46	0
B Non-Promoter	0	6	0	6	0.00	0.00
i Non-Independent	0	2	0	1	0	0
ii Independent	0	4	0	5	0	0
C Nominee Directors representing	0	1	0	1	0.00	0.00
i. Banks and FIs	0	1	0	1	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others	0	0	0	0	0	0
Total	2	7	2	7	15.46	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BIBHU PRASAD KANUNGO	07820090	Director	0	
NIRMAL BHANWARLAL JAIN	00010535	Managing Director	53440570	
VENKATARAMAN RAJAMANI	00011919	Managing Director	12301441	
RAMAKRISHNAN SUBRAMANIAN	02192747	Director	0	
TRITALA SUBRAMANIAN RAMAKRISHNAN	09515616	Nominee Director	0	
KAPISH JAIN	ACTPJ7747C	CFO	0	26/06/2026
NIHAR NIRANJAN JAMBUSARIA	01808733	Director	0	
NIRMA ANIL BHANDARI	02212973	Director	0	
GOPALAKRISHNAN SOUNDARAJAN	05242795	Director	0	
SAMRAT SANYAL	AQYPS3730P	Company Secretary	0	
BIJOU KURIEN	01802995	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
BIBHU PRASAD KANUNGO	07820090	Additional Director	16/06/2025	Appointment
BIBHU PRASAD KANUNGO	07820090	Director	18/07/2025	Change in designation
ARUN KUMAR PURWAR	00026383	Director	18/07/2025	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held | 2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/07/2025	146472	64	15.59
Extra Ordinary General Meeting	20/03/2026	133407	62	15.91

B BOARD MEETINGS

*Number of meetings held | 8

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2025	9	8	88.89
2	19/06/2025	10	9	90
3	30/07/2025	9	9	100
4	30/10/2025	9	8	88.89
5	26/11/2025	9	7	77.78
6	19/12/2025	9	9	100
7	22/01/2026	9	9	100
8	25/02/2026	9	9	100

C COMMITTEE MEETINGS

Number of meetings held | 33

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Asset Liability Management Committee	06/06/2025	6	6	100
2	Asset Liability Management Committee	15/09/2025	6	5	83.33
3	Asset Liability Management Committee	19/12/2025	6	6	100
4	Asset Liability Management Committee	17/03/2026	6	6	100
5	Audit Committee	07/05/2025	4	4	100
6	Audit Committee	29/07/2025	4	4	100
7	Audit Committee	29/10/2025	4	4	100
8	Audit Committee	21/01/2026	4	4	100
9	Audit Committee	09/02/2026	4	4	100
10	Customer Service Committee	05/05/2025	3	3	100
11	Customer Service Committee	29/07/2025	3	3	100
12	Customer Service Committee	29/10/2025	3	3	100
13	Customer Service Committee	16/01/2026	3	3	100
14	Corporate Social Responsibility Committee	24/04/2025	3	2	66.67
15	Corporate Social Responsibility Committee	23/03/2026	3	3	100
16	IT Strategy Committee	27/06/2025	5	5	100
17	IT Strategy Committee	26/09/2025	5	5	100
18	IT Strategy Committee	18/12/2025	5	5	100
19	IT Strategy Committee	20/03/2026	5	3	60
20	Nomination and Remuneration Committee	08/05/2025	3	3	100

21	Nomination and Remuneration Committee	19/06/2025	3	3	100
22	Nomination and Remuneration Committee	30/07/2025	3	3	100
23	Nomination and Remuneration Committee	30/10/2025	3	3	100
24	Nomination and Remuneration Committee	19/12/2025	3	3	100
25	Risk Management Committee	27/06/2025	5	4	80
26	Risk Management Committee	24/09/2025	6	5	83.33
27	Risk Management Committee	30/10/2025	6	6	100
28	Risk Management Committee	15/12/2025	6	6	100
29	Special Committee of the Board for Monitoring and Followup of Fraud Cases	29/04/2025	3	3	100
30	Special Committee of the Board for Monitoring and Followup of Fraud Cases	28/07/2025	3	3	100
31	Special Committee of the Board for Monitoring and Followup of Fraud Cases	23/10/2025	3	3	100
32	Special Committee of the Board for Monitoring and Followup of Fraud Cases	14/01/2026	3	3	100
33	Stakeholders Relationship Committee	29/10/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	**Name of the Director**	**Board Meetings**	**Committee Meetings**	**Whether attended AGM held on**

		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/07/2026 (Y/N/NA)
1	BIBHU PRASAD KANUNGO	7	7	100	14	14	100	Yes
2	RAMAKRISHNAN SUBRAMANIAN	8	8	100	17	17	100	Yes
3	TRITALA SUBRAMANIAN RAMAKRISHNAN	8	7	87	0	0	0	Yes
4	NIRMAL BHANWARLAL JAIN	8	8	100	4	4	100	Yes
5	VENKATARAMAN RAJAMANI	8	8	100	15	12	80	Yes
6	NIHAR NIRANJAN JAMBUSARIA	8	8	100	24	24	100	Yes
7	NIRMA ANIL BHANDARI	8	7	87	13	10	76	Yes
8	GOPALAKRISHNAN SOUNDARAJAN	8	6	75	0	0	0	No
9	BIJOU KURIEN	8	7	87	20	20	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NIRMAL BHANWARLAL JAIN	Managing Director	146880000	0	0	25200	146905200.00
	Total		146880000.00	0.00	0.00	25200.00	146905200.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KAPISH JAIN	CFO	21589466	0	0	2041378	23630844.00

2	SAMRAT SANYAL	Company Secretary	7101841	0	0	348803	7450644.00
	Total		28691307.00	0.00	0.00	2390181.00	31081488.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ARUN KUMAR PURWAR	Director	0	6000000	0	430000	6430000.00
2	BIBHU PRASAD KANUNGO	Director	0	6000000	0	1850000	7850000.00
3	RAMAKRISHNAN SUBRAMANIAN	Director	0	2000000	0	2430000	4430000.00
4	TRITALA SUBRAMANIAN RAMAKRISHNAN	Director	0	0	0	700000	700000.00
5	NIHAR NIRANJAN JAMBUSARIA	Director	0	2000000	0	2420000	4420000.00
6	BIJOU KURIEN	Director	0	2000000	0	1870000	3870000.00
7	NIRMA BHANDARI	Director	0	2000000	0	1930000	3930000.00
	Total		0.00	20000000.00	0.00	11630000.00	31630000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

☐ Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
IIFL Finance Limited	District Consumer Disputes Redressal Forum	30/04/2025	Consumer Complaint	45,000 legal cost + gold cost (excluding Rs. 37,081)	N.A.
IIFL Finance Limited	District Consumer Disputes Redressal Forum	28/04/2025	Consumer Complaint	2,00,000 assured sum + 20,000 towards compensation + 5,000 legal cost	N.A.
IIFL Finance Limited	District Consumer Disputes Redressal Commission, Jaipur III	07/10/2025	Consumer Complaint	Approx 68,000	N.A.
IIFL Finance Limited	District Consumer Disputes Redressal Commission, Sangli	06/10/2025	Consumer Complaint	Approx 1,56,030	NA
IIFL Finance Limited	GST Department - Delhi	02/01/2026	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 73 of Delhi Goods and Services Tax Act, 2017 imposing a penalty of Rs. 15,04,508/- (Rupees Fifteen Lakhs Four Thousand Five Hundred and Eight Only) for alleged non- payment of tax over Exempt Supplies for the Financial Year April 2021- March 2022	The company has filed an appeal before the appellate authority, and the matter is pending for adjudication
IIFL Finance Limited	GST Department - Bihar	29/11/2025	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 74 of Bihar Goods and Services Tax Act, 2017 imposing a penalty of Rs. 5,24,50,924/-. Appeal has been filed with Appellate Authority on 21/01/2026	The company has filed an appeal before the appellate authority, and the matter is pending for adjudication

IIFL Finance Limited	District Consumer Disputes Redressal Commission, Sambhalpur	27/10/2025	Consumer Complaint	97,945	N.A.
IIFL Finance Limited	District Consumer Disputes Redressal Commission, Jaisalmer (Rajasthan)	10/12/2025	Consumer Complaint	15,000	N.A.
IIFL Finance Limited	GST Department - Bihar	29/11/2025	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 74 of Bihar Goods and Services Tax Act, 2017 imposing a penalty of Rs. 7,91,59,643/- Appeal has been filed with Appellate Authority on 22/01/2026	The company has filed an appeal before the appellate authority, and the matter is pending for adjudication
IIFL Finance Limited	GST Department - Gujarat	23/12/2025	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 73 of Gujarat Goods and Services Tax Act, 2017 imposing a penalty of Rs. 10,55,555/- Appeal has been filed with Appellate Authority on 20/03/2026	The company has filed an appeal before the appellate authority, and the matter is pending for adjudication
IIFL Finance Limited	GST Department - Odisha	31/10/2025	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 73 of Odisha Goods and Services Tax Act, 2017 imposing a penalty of Rs. 10,000/- Appeal has been filed with Appellate Authority on 29/01/2026	The company has filed an appeal before the appellate authority, and the matter is pending for adjudication

IIFL Finance Limited	GST Department - Andhra Pradesh	27/12/2025	CGST Act, 2017, SGST Act, 2017, IGST Act, 2017	The order is passed under relevant provisions of Central Goods and Services Tax Act, 2017 and Section 73 of Andhra Pradesh Goods and Services Tax Act, 2017 imposing a penalty of Rs. 862/-. Considering the materiality, the company paid this liability on 02/04/2026	NA

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	**Name of the court/ concerned Authority**	**Date of Order (DD/MM/YYYY)**	**Name of the Act and section under which offence committed**	**Particulars of offence**	**Amount of compounding (in rupees)**

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 189187

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder.xlsm
Details of Debentureholder.xlsm

(b) Optional Attachment(s), if any: IIFL Finance-MGT 8 - 2026.pdf
Clarification Letter.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of IIFL FINANCE LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

MAHESH MOTILAL DARJI Digitally signed by MAHESH MOTILAL DARJI Date: 2026.09.10 19:04:38 +05'30'

Name	Mahesh Darji
Date (DD/MM/YYYY)	27/08/2026
Place	Mumbai

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number	7*0*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person	13863
*(b) Name of the Designated Person	SAMRAT SANYAL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 10 dated* (DD/MM/YYYY) 24/10/2009 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Rajamani Venkataraman Digitally signed by Rajamani Venkataraman Date: 2026.09.10 16:05:59 +05'30'

*Designation *(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*	Director
*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator	0*0*1*1*

***To be digitally signed by**

SAMRAT SANYAL Digitally signed by SAMRAT SANYAL Date: 2026.09.10 16:06:50 +05'30'

(●) Company Secretary ( ) Company secretary in practice

*Whether associate or fellow:

(●) Associate ( ) Fellow

Membership number	1*8*3
Certificate of practice number	

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC5613661
eForm filing date (DD/MM/YYYY)	10/09/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company