Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : IIFL Finance Limited (Scrip Code: IIFL,532636)
2. Quarter ending on : September 30, 2022

I. Composition of Board of Directors

itle Mr. / Ms.)	Name of the Director	PAN$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Arun Kumar Purwar	Pan: ADXPP9783F DIN: 00026383	Chairman & Independent Director-Non Executive Director	10/03/2008	01/04/2019		102 months**	14/05/1946	3	3	3	2
Mr.	Nirmal Bhanwarlal Jain	Pan: ABRPJ9235G DIN: 00010535	Managing Director & Executive Director	18/10/1995	01/04/2022	-	N.A.	11/12/1966	2	0	0	0

Mr.	R Venkataraman	Pan: ADHPR6633G DIN:00011919	Joint Managing Director & Executive Director	05/07/1999	23/04/2020	-	N.A.	27/07/1967	3	0	3@@	1
Mr.	Nilesh Vikamsey	Pan: AABPV3680Q DIN: 00031213	Independent Director-Non Executive Director	11/02/2005	01/04/2019	-	102 months**	16/08/1964	7	6	8	4
Mr.	Chandran Ratnaswami	Pan: AURPR5569C DIN: 00109215	Non-Executive Director	15/05/2012	10/08/2012	-	N.A.	11/05/1949	4	0	4	0
Ms.	Geeta Mathur	Pan: AAKPM7380D DIN:02139552	Independent Director-Non Executive Director	18/09/2014	18/09/2019	-	96 Months***	21/11/1966	7	7	9	5
Mr.	Vijay Kumar Chopra	Pan: AAAPC0599A DIN: 02103940	Independent Director - Non Executive Director	21/05/2019	21/05/2019	-	40 Months****	06/03/1946	1	1	2	0
Mr.	Vibhore Sharma	Pan: AOCPS0797L DIN: 03314559	Independent Director-Non Executive Director	01/07/2021	01/07/2021	31/08/2022##	N.A.	24/06/1974	0	0	0	0
Mr.	Ramakrishnan Subramanian	Pan: AASPS7034G DIN: 02192747	Independent Director-Non Executive Director	06/09/2021	06/09/2021	-	13 months @	28/05/1968	1	1	1	0

Whether Regular chairperson appointed –**Yes**

Whether Chairperson is related to managing director or CEO-**No**

$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#As per Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange. Accordingly listed entities do not include companies having debt securities listed on recognized stock exchange.

**The tenure of Mr. Arun Kumar Purwar and Mr. Nilesh Vikamsey is 102 months which is calculated from the date of their appointment i.e. April 01, 2014, till the quarter ended September 30, 2022.

***The tenure of Ms. Geeta Mathur is 96 Months 13 days which is calculated from the date of appointment i.e., September 18, 2014, till the quarter ended September 30, 2022.

**** The tenure of Mr. Vijay Kumar Chopra is 40 Months 10 days which is calculated from the date of appointment i.e., May 21, 2019, till the quarter ended September 30, 2022.

##Mr. Vibhore Sharma ceased to be the Independent Director – Non-Executive Director of the Company w.e.f. August 31, 2022.

@The tenure of Mr. Ramakrishnan Subramanian is 12 months 25 days which is calculated from the date of appointment i.e., September 06, 2021, till the quarter ended September 30, 2022.

@@ The number of Membership of Mr. R Venkataraman includes one Public Company which is a High Value debt listed entity.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)[&]	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Nilesh Vikamsey	Independent Director –Non Executive Director-Chairperson	11-02-2005*	-
		Ms. Geeta Mathur	Independent Director–Non Executive Director	05-05-2016	-
		Mr. Arun Kumar Purwar	Independent Director-Non Executive Director	28-04-2022	-
		Mr. Ramakarishnan Subramanian	Independent Director-Non Executive Director	28-04-2022	-
Nomination & Remuneration Committee	Yes	Mr. Vijay Kumar Chopra	Independent Director –Non Executive Director Chairperson	21-05-2019	-
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	11-02-2005	-
		Mr. Arun Kumar Purwar	Independent Director-Non Executive Director	19-11-2010	-
Risk Management Committee	Yes	Ms. Geeta Mathur	Independent Director-Non Executive Director – Chairperson	28-05-2020**	--
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	21-10-2014	-
		Mr. Ramakrishnan Subramanian	Independent Director–Non Executive Director	28-04-2022	-
		Mr. R Venkataraman	Executive Director	19-06-2020	-
		Mr. Sanjeev Srivastava	Chief Risk Officer	03-11-2020	-
Stakeholders Relationship Committee	Yes	Mr. Arun Kumar Purwar	Independent Director-Non Executive Director-Chairperson	06-12-2017	-
		Mr. R Venkataraman	Executive Director	27-01-2005	-
		Mr. Vijay Kumar Chopra	Independent Director –Non Executive Director	06-05-2021	-
Corporate Social Responsibility Committee	Yes	Mr. Vibhore Sharma	Independent Director-Non Executive Director – Chairperson	28-04-2022	31-08-2022***
		Mr. Vijay Kumar Chopra#	Independent Director-Non Executive Director - Chairperson	28-04-2022	-
		Mr. R Venkataraman	Executive Director	29-03-2014	-
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	29-03-2014	-
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

* Mr. Nilesh Vikamsey was appointed as the Chairperson of the Audit Committee w.e.f. April 28, 2022.

** Ms. Geeta Mathur was appointed as the Chairperson of Risk Management Committee w.e.f. April 28, 2022.

*** Mr. Vibhore Sharma ceased to be the Chairperson of the Corporate Social Responsibility Committee w.e.f August 31, 2022 and accordingly the Board of Directors of the Company at their meeting held on September 27, 2022 reconstituted the said Committee.

\# Mr. Vijay Kumar Chopra was appointed as the Chairperson of the Corporate Social Responsibility Committee w.e.f. September 27, 2022.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
April 28, 2022	July 27, 2022	Yes	9	6	33 days
May 02, 2022	September 27, 2022	Yes	7	5	61 days
May 11, 2022	-	-	-	-	-
June 09, 2022	-	-	-	-	-
June 23, 2022	-	-	-	-	-

* to be filled in only for the current quarter meetings
Note: (1) Number of Director present includes Independent Director

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee July 27, 2022	Yes the required quorum was present in the meeting	4	4	**Audit Committee** April 27, 2022$	33 days
September 27, 2022	Yes the required quorum was present in the meeting	4	4	June 23, 2022	61 days
Nomination & Remuneration Committee September 27, 2022	Yes the required quorum was present in the meeting	3	3	**Nomination & Remuneration Committee** April 27, 2022	109 days
-	-	-	-	June 09, 2022	-
Stakeholders Relationship Committee -	-	-	-	**Stakeholders Relationship Committee** April 27, 2022	-
Risk Management Committee September 12, 2022	Yes the required quorum was present in the meeting	5	3	**Risk Management Committee** April 27, 2022	137 days

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings
Note: (1) Number of Director present includes Independent Director
$The Certain matters of the Audit Committee Meeting held on April 27, 2022 were adjourned for discussion on April 28, 2022.

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained to material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

Sr. No.	Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders relationship Committee d) Risk management committee	Yes
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4.	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

VII. Half Yearly Affirmations

Annexure III-Half Yearly Affirmations		
Broad heading	**Regulation Number**	**Compliance status (Yes/No/NA)**
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For IIFL Finance Limited

IIFL FINANCE LIMITED

Sneha Patwadhan
Company Secretary
October 20, 2022

VIII.Half year ending September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) **Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	**Aggregate amount advanced during six months**	**Balance outstanding at the end of six Months**
Promoter or any other entity controlled by them	INR 10,15,00,00,000	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	INR 18,61,250
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	**Type (guarantee, comfort letter etc.)**	**Aggregate amount of issuance during six months**	**Balance outstanding at the end of six months (taking into account any invocation)**
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	**Type of security (cash, shares etc.)**	**Aggregate value of security provided during six months**	**Balance outstanding at the end of six months**
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0

Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For **IIFL Finance Limited**

Rajesh Rajak
Chief Financial Officer
October 20, 2022

IIFL FINANCE LIMITED

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company
b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
c) by a banking company or an insurance company; and
d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..