## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : IIFL Finance Limited (Scrip Code: IIFL,532636)
2. Quarter ending on : June 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 | | 99 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 | - | NA | 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 | - | NA | 27/07/1967 | 3 | 0 | 4 | 2@@ |
| Mr. | Nilesh Vikamsey | Pan: AABPV3680Q Din: 00031213 | Independent Director-Non Executive Director | 11/02/2005 | 01/04/2019 | - | 99 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 | 3 | 0 |
| Ms. | Geeta Mathur | Pan: AAKPM7380D Din:02139552 | Independent Director-Non Executive Director | 18/09/2014 | 18/09/2019 | - | 93 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 | - | 37 Months**** | 06/03/1946 | 2 | 2 | 3 | 1 |
| Mr. | Vibhore Sharma | Pan: AOCPS0797L Din: 03314559 | Independent Director-Non Executive Director | 01/07/2021 | 01/07/2021 | - | 12 months ## | 24/06/1974 | 1 | 1 | 0 | 0 |
| Mr. | Ramakrishnan Subramanian | Pan: AASPS7034G Din: 02192747 | Independent Director-Non Executive Director | 06/09/2021 | 06/09/2021 | - | 10 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 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 99 months which is calculated from the date of their appointment i.e. April 01, 2014, till the quarter ended June 30, 2022.

***The tenure of Ms. Geeta Mathur is 93 Months 13 days which is calculated from the date of appointment i.e., September 18, 2014, till the quarter ended June 30, 2022.

**** The tenure of Mr. Vijay Kumar Chopra is 34 Months 10 days which is calculated from the date of appointment i.e., May 21, 2019, till the quarter ended June 30, 2022.

##The tenure of Mr. Vibhore Sharma is 12 months which is calculated from the date of appointment i.e., July 01, 2021, till the quarter ended June 30, 2022.

@The tenure of Mr. Ramakrishnan Subramanian is 9 months 25 days which is calculated from the date of appointment i.e., September 06, 2021, till the quarter ended June 30, 2022.

@@ The number of Membership and Chairmanship 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. Vijay Kumar Chopra | Independent Director –Non Executive Director-Chairperson$ | 21-05-2019 | 28-04-2022 |
| | | 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 | Mr. Arun Kumar Purwar | Independent Director-Non Executive Director – Chairperson$ | 21-10-2014* | 28-04-2022 |
| | | 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. Nirmal Jain | Executive Director- Chairperson$ | 29-03-2014 | 28-04-2022 |
| | | Mr. Vibhore Sharma | 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 | - |
| | | Mr. Vijay Kumar Chopra | Independent Director-Non Executive Director | 28-04-2022 | |

& 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. Arun Kumar Purwar was appointed as Chairperson of Risk Management Committee on May 28, 2020.
**Ms. Geeta Mathur was appointed as Chairperson of Risk Management Committee on April 28, 2022.
*** Mr. Nilesh Vikamsey was appointed as Chairperson of Audit Committee on April 28, 2022.
$ Resigned as chairman and member of the Committee w.e.f. April 28, 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) |
|---|---|---|---|---|---|
| January 27, 2022 | April 28, 2022 | Yes | 9 | 6 | 35 days |
| March 23, 2022 | May 02, 2022 | Yes | 9 | 6 | 3 days |
| | May 11, 2022 | Yes | 7 | 5 | 8 days |
| | June 09, 2022 | Yes | 9 | 6 | 28 days |
| | June 23, 2022 | Yes | 7 | 5 | 13 days |

* 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** April 27, 2022$ | Yes the required quorum was present in the meeting | 3 | 3 | **Audit Committee** January 25, 2022 | 34 days |
| June 23, 2022 | Yes the required quorum was present in the meeting | 3 | 3 | January 27, 2022 | 56 days |
| - | - | - | - | March 23, 2022 | - |
| **Nomination & Remuneration Committee** April 27, 2022 | Yes the required quorum was present in the meeting | 3 | 3 | **Nomination & Remuneration Committee** March 23, 2022 | 34 days |
| June 09, 2022 | Yes the required quorum was present in the meeting | 3 | 3 | - | 42 days |
| **Stakeholders Relationship Committee** April 27, 2022 | Yes the required quorum was present in the meeting - | 3 | 2 | **Stakeholders Relationship Committee** - | - |
| **Risk Management Committee** April 27, 2022 | Yes the required quorum was present in the meeting - | 5 | 4 | **Risk Management Committee** - | - |

* 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<br><br>a) Audit Committee<br>b) Nomination & Remuneration Committee<br>c) Stakeholders relationship Committee<br>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 |

**For IIFL Finance Limited**

**Sneha Patwadhan**
**Company Secretary**
**July 20, 2022**

IIFL FINANCE LIMITED