January 14, 2025

The Manager,	The Manager,
Listing Department,	Listing Department,
BSE Limited,	The National Stock Exchange of India Ltd.,
Phiroze Jeejeebhoy Towers,	Exchange Plaza, 5th Floor, Plot C/1, G Block,
Dalal Street,	Bandra - Kurla Complex, Bandra (E),
Mumbai 400 001.	Mumbai 400 051.
BSE Scrip Code: 532636	NSE Symbol: IIFL

Subject: Submission of Reconciliation of Share Capital Audit Certificate under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended December 31, 2024.

Dear Sir/Madam,

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, please find enclosed herewith the Reconciliation of Share Capital Audit Certificate for the quarter ended December 31, 2024.

Kindly take the same on record and oblige.

Thanking you,

For **IIFL Finance Limited**

Samrat Sanyal Digitally signed by Samrat Sanyal Date: 2025.01.14 18:33:16 +05'30'

Samrat Sanyal
Company Secretary & Compliance Officer
ACS – 13863
Email ID: csteam@iifl.com
Place: Mumbai

Encl: as above

NILESH SHAH & ASSOCIATES

Company Secretaries

UDIN: F008063F003665101

To,
The Board of Directors,
IIFL Finance Limited
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23, MIDC,
Thane Industrial Area, Wagle Estate,
Thane – 400604.

Dear Sir(s)/Madam,

Sub: Reconciliation of Share Capital Audit Certificate in terms of Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018.

I have examined the Register of Members, Beneficiary details furnished by the depositories and other records / documents maintained by **IIFL Finance Limited** (hereinafter referred to as "the Company") and **"MUFG Intime India Private Limited" (Formerly known as Link Intime India Pvt. Ltd)**, the Registrar and Transfer Agent of the Company, for issuing this Certificate in accordance with Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify that:

1	For Quarter Ended		**31.12.2024**	
2	ISIN		INE530B01024	
3	Face Value		Equity Shares of Rs. 2/- each.	
4	Name of the Company		**IIFL Finance Limited**	
5	Registered Office Address		IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B 23, Thane Industrial Area, Wagle Estate, Thane – 400 604.	
6	Correspondence Address		802, 8th Floor, Hub Town Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai 400069	
7	Telephone & Fax Nos.		Tel. No.: 6788 1000, Fax No.: 6788 1010	
8	Email Address		csteam@iifl.com	
9	Names of the Stock Exchanges where the Company's securities are listed		BSE Limited (BSE) National Stock Exchange of India Ltd (NSE)	
			Number of Shares	**% of Total Issued Capital**
10	Issued Capital		42,44,79,416	
11	Listed Capital (Exchange-wise) (as per company records)	BSE	42,44,79,416	
		NSE	42,44,79,416	
12	Held in dematerialized form in CDSL		3,62,21,565	8.53
13	Held in dematerialized form in NSDL		38,80,17,821	91.41
14	Physical		2,40,030	0.06
15	Total No. of shares (12+13+14)		**42,44,79,416**	**100.00**
16	Reasons for difference if any, between (10&11), (10&15), (11&15)		N.A	
17	Certifying the details of changes in share capital during the quarter under consideration as per Table Below:			

13/1/25

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 8964 COMPANY SECRETARY

NILESH SHAH & ASSOCIATES

Company Secretaries

Particulars ***	No. of Shares	Applied/ Not Applied For Listing	Listed on Stock Exchanges (Names)	Whether Intimated to CDSL	Whether Intimated to NSDL	In-prin. Approval Pending for SE (Names)
ESOP Allotment dated 11.10.2024	2,13,103	Listed with BSE & NSE w.e.f. 18.10.2024	NSE BSE	Yes	Yes	No
ESOP Allotment dated 10.12.2024	24,096	Listed with BSE & NSE w.e.f. 18.12.2024	NSE BSE	Yes	Yes	No

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify).

18	Register of Members is updated (Yes/No), If not, updated up to which date	Yes
19	Reference of previous quarter with regard to excess dematerialized shares, if any.	N.A.
20	Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?	N.A.
21	Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21/30 days with the reasons for delay	

Total No. of Demat request	No. of Request	No. of shares	Reasons for delay
Confirmed after 21 Days (From the date of receipt of DRF by RTA)	---	---	---
Pending for more than 21 days (From the date of receipt of DRF by RTA)	---	---	---

22	Name, Telephone & Fax No. of the Compliance Officer of the Company	**Mr. Samrat Sanyal** Tel. No.: 6788 1000 Fax No.: 6788 1010
23	Name, Address, Tel. & Fax No., Registration no. of the Auditor	**Nilesh Shah & Associates** 211(Back Side) 2nd Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 3582
24	Appointment of common agency for share registry work If yes (name & address)	**"MUFG Intime India Private Limited"** **(Formerly known as Link Intime India Pvt. Ltd)** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikroli (West), Mumbai – 400083.
25	Any other details that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.) NIL	

For Nilesh Shah & Associates
Company Secretaries

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 8964 COMPANY SECRETARY

13/1/25

Place: Mumbai

Date: 13.01.2025

Peer Review No.: 698/2020

(Hetal Shah)
Partner
C. P. No.: 8964

NILESH SHAH & ASSOCIATES

Company Secretaries

UDIN: F008063F003666025

Certificate for Dematerialisation of Shares of M/s. IIFL FINANCE LIMITED

I have examined all relevant Books, Registers, Forms, Documents and papers in the office of registrar and transfer agents of the Company **M/s MUFG Intime India Private Limited** (Formerly known as M/s. Link Intime India Private Limited), in respect of dematerialisation of valid application of the shares favoring CDSL in respect of **M/s. IIFL Finance Limited,** between 01st October, 2024 to 31st December, 2024, wherever applicable.

The above documents are examined for the purpose of issuing Certificate as requested by the Company in connection with the relevant provisions of the Regulation 74 (5) of the SEBI (Depositories & Participants) Regulation, 2018 [erstwhile Regulation 54 (5) of the SEBI (Depositories & Participants) Regulation, 1996] and to meet the requirements as imposed by relevant Depositories and in this connection and to the best of the information and explanation produced before me and based on the test checking carried out, I understand that the Company has followed the procedure mentioned in the SEBI guidelines for dematerialisation of shares and:

1. The Register of members of the Company was accordingly amended and the shares were transferred in favour of the transferee, wherever applicable.

2. The Company has adequate procedures and has satisfied itself that the transferee (or their authorised representative) and the entity requesting the dematerialisation are one and the same before confirming the dematerialisation request and the Company has further amended its register of members to indicate the transfer from the transferee to CDSL, wherever applicable.

3. The share certificates in respect of the shares sent for dematerialisation have been duly defaced, mutilated and cancelled and the name of CDSL has been duly substituted as the registered owner, wherever applicable.

4. The Company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of CDSL.

The above certificate has been given based on the information produced before me by **M/s MUFG Intime India Private Limited** (Formerly known as M/s. Link Intime India Private Limited), Registrar and Transfer Agent of the Company.

For Nilesh Shah & Associates
Company Secretaries

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 8964 COMPANY SECRETARY

13/1/25

(Hetal Shah)
Partner
C. P. No.: 8964

Place: Mumbai

Date: 13.01.2025

Peer Review No.: 698/2020

NILESH SHAH & ASSOCIATES

Company Secretaries

UDIN: F008063F003666071

Certificate for Dematerialisation of Shares
of M/s. IIFL FINANCE LIMITED

I have examined all relevant Books, Registers, Forms, Documents and papers in the office of registrar and transfer agents of the Company **M/s MUFG Intime India Private Limited** (Formerly known as M/s. Link Intime India Private Limited) in respect of dematerialisation of valid application of the shares favoring NSDL in respect of **M/s. IIFL Finance Limited** between 01st October, 2024 to 31st December, 2024, wherever applicable.

The above documents are examined for the purpose of issuing Certificate as requested by the Company in connection with the relevant provisions of the Regulation 74 (5) of the SEBI (Depositories & Participants) Regulation, 2018 [erstwhile Regulation 54 (5) of the SEBI (Depositories & Participants) Regulation, 1996] and to meet the requirements as imposed by relevant Depositories and in this connection and to the best of the information and explanation produced before me and based on the test checking carried out, I understand that the Company has followed the procedure mentioned in the SEBI guidelines for dematerialisation of shares and:

1. The Register of members of the Company was accordingly amended and the shares were transferred in favour of the transferee, wherever applicable.
2. The Company has adequate procedures and has satisfied itself that the transferee (or their authorised representative) and the entity requesting the dematerialisation are one and the same before confirming the dematerialisation request and the Company has further amended its register of members to indicate the transfer from the transferee to NSDL, wherever applicable.
3. The share certificates in respect of the shares sent for dematerialisation have been duly defaced, mutilated and cancelled and the name of NSDL has been duly substituted as the registered owner, wherever applicable.
4. The Company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of NSDL.

The above certificate has been given based on the information produced before me by **M/s MUFG Intime India Private Limited** (Formerly known as M/s. Link Intime India Private Limited) Registrar and Transfer Agent of the Company.

For Nilesh Shah & Associates
Company Secretaries

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 8964 COMPANY SECRETARY

13/1/25

(Hetal Shah)
Partner
C. P. No.: 8964

Place: Mumbai

Date: 13.01.2025

Peer Review No.: 698/2020