

MAULI AGARWAL

A-1/217, Paschim Vihar, New Delhi-110063.
Tel no.: +91 86553 86275, Email ID: mauli.agarwal@iifl.com

Date: April 17, 2024

To,

**The Board of Directors,
IIFL Finance Limited**
IIFL House, Sun Infotech Park,
Road No.16V, Plot No. B-23,
Thane Industrial Area, Wagle Estate,
Thane – 400 604

And

Ambit Private Limited (“Ambit”)
Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013,
Maharashtra, India

Motilal Oswal Investment Advisors Limited (“Motilal”)
Motilal Oswal Tower, Rahimtullah,
Sayani Road Opposite Parel ST Depot,
Prabhadevi,
Mumbai – 400 025,
Maharashtra, India

(Ambit and Motilal together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by IIFL Finance Limited (the “Company”, and such issue, the “Issue”)

I, Mauli Agarwal, a *Key Managerial Personnel*, being a permanent employee of the Company, confirm and certify the following information with respect to me to be true and accurate and consent to be named as the Company Secretary of the Company and the inclusion of such information in the letter of offer proposed to be filed by the Company in respect of the Issue (“Letter of Offer”) or any other documents issued by the Company pertaining to the Issue:

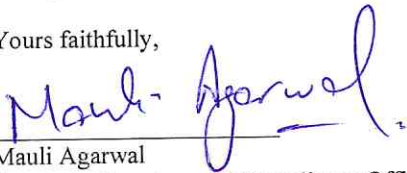
Name and Designation
Name: Mauli Agarwal
Designation: Company Secretary and Compliance Officer

I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company.

This certificate can be relied upon by the legal counsels and the Lead Managers appointed in relation to the Issue.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Letter of Offer.

Yours faithfully,


Mauli Agarwal
Company Secretary and Compliance Officer

cc:

J Sagar & Associates
One Lodha Place, 27th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400013,
Maharashtra, India