

CONSENT LETTER

Date: 2 April 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

Dear Sirs / Madam,

Sub: Consent to act as Registrar and Share Transfer Agent of the company for the proposed rights issue of equity shares (“Rights Issue”) by IIFL Finance Limited (“Company”).

We hereby give our consent to act as the “Registrar and Share Transfer Agent” for the proposed Rights Issue of the Company and give our consent to the use of our name, logo and address in the Letter of Offer and other issue related documents (collectively, the “**Offer Documents**”) to be delivered to and filed with the Securities and Exchange Board of India (“**SEBI**”) and the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and in any other documents and materials in relation to the Rights Issue.

This letter does not impose any obligation on the Company to include in any Offer Documents, all or any part of the information with respect to which consent for disclosure is being granted pursuant to this letter. Our contact details are as mentioned hereunder:

Name	Link Intime India Private Limited
Address	C 101, 1st floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India
Tel	022 - 4918 6200
Fax	022 - 4918 6060
Website	www.linkintime.co.in
E-mail	iifl.rights2024@linkintime.co.in
Contact Person	Ms. Shanti Gopalkrishnan
SEBI Registration No.	INR000004058

We also authorize the Company to deliver a copy of this consent letter to SEBI, Stock Exchanges, RoC and any other regulatory authorities, as may be required, pursuant to the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018, as amended from time to time.

We confirm that we will immediately communicate any changes in writing in the above information to the company, until the equity shares commence trading on the Stock Exchanges pursuant to the Rights Issue. In the absence of any such communication from us, the company and lead managers and the legal advisors if any, each to the company and lead managers, shall assume that there is no change to the above information until the equity shares commence trading on the Stock Exchanges pursuant to the Rights Issue.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Rights Issue related material, and may be relied upon by the Company, Lead Managers and the legal advisors, if any appointed by the Company and the Lead Managers, in relation to the Rights Issue

Yours Faithfully,

For and on behalf of


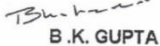
LINK INTIME INDIA PRIVATE LIMITED

The image shows a handwritten signature in blue ink on the left and a circular purple stamp on the right. The stamp contains the text "LINK INTIME INDIA PVT. LTD." around the perimeter and "MUMBAI" in the center.

Authorized Signatory

Name: Dnyanesh Gharote
Designation: Vice President
Place: Mumbai

Encl:- SEBI Registration Certificate

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	प्रथम ख FORM B	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विनियम 8) 001372 (Regulation 8) Regulation 8A रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION		
I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to <div style="text-align: center; margin-top: 10px;"> LINK INTIME INDIA PVT. LTD. C-13, KANTILAL MAGANLAL INDUSTRIAL ESTATE PANNALAL SILK MILLS COMPUND L.B.S. MARG, BHANDUP (WEST) MUMBAI 400 078 </div>		
को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है। as registrars to an issue and share transfer agent in Category I/registrars to an issue/share transfer agent in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein. II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड INR000004058 II. Registration Code for the registrar to an issue and share transfer agent is INR000004058 This certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र तक विधिमन्य है। III. Unless renewed, the certificate of registration is valid from		
स्थान Place MUMBAI		आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India  B. K. GUPTA प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory
तारीख Date JULY 15, 2014 जो लागू न हो उसे काट दें *Delete whichever is not applicable		