

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

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

We, Ambit Private Limited, do hereby consent to act as a Book Running Lead Manager to the Issue and to our name and the details mentioned herein, being inserted as a Book Running Lead Manager to the Issue in the Letter of Offer intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) and BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”), as applicable, and in any other documents and materials in relation to the Rights Issue (“Issue Materials”).

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Materials and any other documents in relation to the Issue:



**Logo:**

**Name:** Ambit Private Limited

**Address:** Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India

**Telephone Number:** +91 22 6623 3030

**E-mail:** iiflfinance.rights@ambit.co

**Website:** www.ambit.co

**Contact Person:** Nikhil Bhiwapurkar/Devanshi Shah

**Investor Grievance e-mail:** customerservicemb@ambit.co

**SEBI Registration Number:** INM000010585

**CIN:** U65923MH1997PTC109992

We confirm that the information and confirmations set out in this certificate are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

We enclose a copy of our registration certificate regarding our registration with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, and that neither we nor our associates hold any Equity Shares in the Company.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Issue (“BRLM”) until the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication from us, BRLM and the legal counsels, each to the Company and the BRLM, can assume that there is no change to the above information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

This consent letter is for information and for inclusion (in part or full) in the Letter of Offer or any other Issue-related material (“Issue Materials”), and may be relied upon by the Company, the Book Running Lead Manager

**Ambit Pvt. Ltd.**

(Formerly known as Ambit Corporate Finance Private Limited)

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, India

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and the Legal Counsel appointed by the Company and the Book Running Lead Manager in relation to the Issue. We also consent to the inclusion of this consent letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Issue, which will be available to the public for inspection and uploaded on the website of the Company from the date of the Letter of Offer until the Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Materials.

Yours faithfully,

For and on behalf of Ambit Private Limited



**Authorized signatory**  
**Name: Praveen Sangal**  
**Designation: Director**

CC:

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

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**Annexure A**

April 17, 2024

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

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a book running lead manager is true and correct:


1. Registration Number:	INM000010585
2. Date of registration / Renewal of registration:	April 16, 2000
3. Date of expiry of registration:	N.A.; Permanent Registration
4. If applied for renewal, date of application:	N.A.
5. Any communication from SEBI prohibiting Ambit Private Limited from acting as Book Running Lead Manager:	NIL

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<b>मर्चेट बैंककार</b>	प्ररूप ख FORM B	<b>MERCHANT BANKER</b>
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b> 00 28 18 (मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992 (विनियम 8) (regulation 8) <b>Regulation 8A</b> <b>रजिस्ट्रीकरण प्रमाणपत्र</b> <b>PERMANENT REGISTRATION</b> <b>CERTIFICATE OF REGISTRATION</b>		
<p>I. बोर्ड, उमके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पर्वर्ग I / <del>II</del> / <del>III</del> / <del>IV</del> में मर्चेट बैंककार के रूप में</p> <p>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</p>		
<b>AMBIT PRIVATE LIMITED</b> <b>AMBIT HOUSE</b> <b>449, SENAPATI BAPAT MARG</b> <b>LOWER PAREL</b> <b>MUMBAI 400 013</b>		
<p>को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / <del>II</del> / <del>III</del> / <del>IV</del> subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <p>*1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्राप्केटय तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवंटन धनगणि का पतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.</p> <p>*2. विनिधान सलाहकार। Investment Adviser</p> <p>*3. निर्गमनों का निमांकन। Underwriting of Issues.</p> <p>*4. पोर्तफोलियो प्रबंध सेवारत। Portfolio Management Services.</p> <p>*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएँ हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.</p> <p>*6. परामर्शी या सलाहकार। Consultant or Adviser.</p> <p>(*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</p>		
II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड II. Registration Code for the merchant banker is MB /		<b>INM000010585</b>
III. यह प्रमाणपत्र III. This Certificate shall be valid from		
This certificate of Registration shall be valid for permanent Unless suspended or cancelled by the Board		
<p>तक विधिमान्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।          and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.</p>		
		आदेश द्वारा By order
		<i>M. S. Sonparote</i> <b>MEDHA SONPAROTE</b>
स्थान Place <b>MUMBAI</b> तारीख Date <b>NOVEMBER 09, 2016</b>		<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> के लिए और उसकी ओर से For and on behalf of <b>Securities and Exchange Board of India</b>

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