

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L67100MH1995PLC093797

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCI0745G

(ii) (a) Name of the company

IIFL FINANCE LIMITED

(b) Registered office address

IIFL House, Sun Infotech Park, Road No. 16V,
Plot No.B-23, Thane Industrial Area, Wagle Estate
Thane
Maharashtra
400604

(c) *e-mail ID of the company

csteam@iifl.com

(d) *Telephone number with STD code

02267881000

(e) Website

www.iifl.com

(iii) Date of Incorporation

18/10/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/06/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SAMASTA MICROFINANCE LIM	U65191KA1995PLC057884	Subsidiary	98.89
2	IIFL HOME FINANCE LIMITED	U65993MH2006PLC166475	Subsidiary	100

3	CLARA DEVELOPERS PRIVATE L	U70100DL2011PTC213406	Subsidiary	100
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	380,250,000	378,340,922	378,340,922	378,340,922
Total amount of equity shares (in Rupees)	760,500,000	756,681,844	756,681,844	756,681,844

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	380,250,000	378,340,922	378,340,922	378,340,922
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	760,500,000	756,681,844	756,681,844	756,681,844

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium

Equity shares				
At the beginning of the year	319,203,092	638,406,184	638,406,184	
Increase during the year	59,137,830	118,275,660	118,275,660	19,485,229.58
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	483,274	966,548	966,548	19,485,229.58
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Allotment of equity shares to the residual shareholders	58,654,556	117,309,112	117,309,112	0
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL				
At the end of the year	378,340,922	756,681,844	756,681,844	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NIL				

Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NIL	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<input style="width: 100px; height: 20px;" type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px; height: 25px;" type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input style="width: 150px; height: 25px;" type="text"/>
Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	9,776,543	Rs.1000;Rs.1,00,000;Rs.10,	72,238,881,209
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			68,815,907,391
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			500,000,000
Deposit			0
Total			141,554,788,600

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	46,004,967,828	40,909,370,425	14,675,457,044	72,238,881,209
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

26,083,012,005

(ii) Net worth of the Company

35,413,888,644

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	89,524,586	23.66	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others PAC	4,818,904	1.27	0	
	Total	94,343,490	24.93	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,815,848	8.41	0	
	(ii) Non-resident Indian (NRI)	26,544,562	7.02	0	
	(iii) Foreign national (other than NRI)	242,557	0.06	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	207	0	0	
5.	Financial institutions	89,074	0.02	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,839	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	147,316,207	38.94	0	
10.	Others AIF,FPI,NBFCs,Trusts,IEPF,CI	77,977,138	20.61	0	
	Total	283,997,432	75.06	0	0

Total number of shareholders (other than promoters)

38,408

**Total number of shareholders (Promoters+Public/
Other than promoters)**

38,416

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	40,209	38,408
Debenture holders	15,729	25,018

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	2	0	2	0	15.4	0
B. Non-Promoter	0	6	0	6	0	0.07
(i) Non-Independent	0	1	0	2	0	0
(ii) Independent	0	5	0	4	0	0.07
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	6	15.4	0.07

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIRMAL BHANWARLAI	00010535	Whole-time director	47,265,154	
VENKATARAMAN RAJ	00011919	Managing Director	10,984,432	
ARUN KUMAR PURWA	00026383	Director	95,000	
NILESH SHIVJI VIKAM	00031213	Director	165,000	
CHANDRAN RATNASW	00109215	Director	0	
GEETA MATHUR	02139552	Director	0	
NAGARAJAN SRINIVA	01480303	Director	0	
VIJAY KUMAR CHOPR	02103940	Director	0	
SUMIT BALI	AFKPB1996F	CEO	4,900	30/06/2020
RAJESH RAJAK	AGXPR5472L	CFO	0	
GAJENDRA SINGH TH	ADEPT3605R	Company Secretar	4,050	31/07/2020

(ii) Particulars of change in director(s) and Key managerial personnel during the year 9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PRABODH AGRAWAL	ACJPA2488B	CFO	01/02/2020	Cessation
SUMIT BALI	AFKPB1996F	CEO	12/03/2020	Appointment
RAJESH RAJAK	AGXPR5472L	CFO	12/03/2020	Appointment
NAGARAJAN SRINIVASA	01480303	Additional director	21/05/2019	Appointment
VIJAY KUMAR CHOPRA	02103940	Additional director	21/05/2019	Appointment
NAGARAJAN SRINIVASA	01480303	Director	21/05/2019	Appointment
VIJAY KUMAR CHOPRA	02103940	Director	21/05/2019	Appointment
KRANTI SINHA	00001643	Director	21/05/2019	Cessation
S NARAYAN	00094081	Director	21/05/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2019	40,690	74	36.22

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2019	8	7	87.5
2	30/04/2019	8	6	75
3	13/05/2019	8	7	87.5
4	14/05/2019	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	14/08/2019	8	7	87.5
6	23/10/2019	8	7	87.5
7	27/01/2020	8	7	87.5
8	12/03/2020	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	13/05/2019	4	4	100
2	AUDIT COMM	14/05/2019	4	4	100
3	AUDIT COMM	14/08/2019	4	4	100
4	AUDIT COMM	23/10/2019	4	4	100
5	AUDIT COMM	27/01/2020	4	4	100
6	AUDIT COMM	12/03/2020	4	4	100
7	NOMINATION	14/05/2019	3	3	100
8	NOMINATION	14/08/2019	3	3	100
9	NOMINATION	12/03/2020	3	3	100
10	STAKEHOLDE	08/05/2019	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	NIRMAL BHAI	8	8	100	6	6	100	Yes
2	VENKATARAM	8	8	100	9	9	100	Yes

3	ARUN KUMAR	8	8	100	8	8	100	Yes
4	NILESH SHIV	8	8	100	13	13	100	Yes
5	CHANDRAN F	8	3	37.5	0	0	0	No
6	GEETA MATH	8	7	87.5	6	6	100	Yes
7	NAGARAJAN	4	3	75	0	0	0	Yes
8	VIJAY KUMAR	4	4	100	6	6	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Nirmal Jain	Whole-time Dire	84,892,000	0	0	2,081,032	86,973,032
2	Mr. R. Venkatarama	Managing Direct	5,457,727	0	0	43,693	5,501,420
	Total		90,349,727	0	0	2,124,725	92,474,452

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Prabodh Agraw	Chief Financial C	12,285,951	0	0	527,922	12,813,873
2	Mr. Gajendra Thaku	Company Secre	7,161,375	0	0	1,061,120	8,222,495
3	Mr. Sumit Bali	Chief Executive	38,765,968	0	0	1,752,781	40,518,749
4	Mr. Rajesh Rajak	Chief Financial C	2,125,442	0	0	18,308	2,143,750
	Total		60,338,736	0	0	3,360,131	63,698,867

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Arun Kumar Pur	Independent Dir	0	1,000,000	0	390,000	1,390,000
2	Mr. Nilesh Vikamse	Independent Dir	0	1,000,000	0	1,200,000	2,200,000
3	Mr. Kranti Sinha	Independent Dir	0	0	0	195,000	195,000
4	Dr. S Narayan	Independent Dir	0	0	0	120,000	120,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Ms. Geeta Mathur	Independent Dir	0	1,000,000	0	1,005,000	2,005,000
6	Mr Vijay Kumar Ch	Independent Dir	0	1,000,000	0	1,230,000	2,230,000
	Total		0	4,000,000	0	4,140,000	8,140,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Nilesh G Shah

Whether associate or fellow

Associate Fellow

Certificate of practice number

2631

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAJAMANI
VENKATAR
AMAN
Digitally signed by
RAJAMANI
VENKATARAMAN
Date: 2020.08.27
20:34:51 +05'30'

DIN of the director

To be digitally signed by

JAYESH
RAGHUNAND
AN SHARMA
Digitally signed by
JAYESH
RAGHUNANDAN
SHARMA
Date: 2020.08.27
20:36:04 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

-
-
-
-

List of attachments

- List of Committee Meeting.pdf
- IIFL Finance_MGT 8_2020.pdf
- Letter to ROC.pdf**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the necessary registers, records and books and papers of **IIFL Finance Limited** (formerly IIFL Holdings Limited) ("the Company") as required to be maintained under the provisions of Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31st March, 2020**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we hereby certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:

Sr. No.	Particulars	Compliance Information Observation, Reservation Qualification/ Remarks (If any)
1	Its status under the Act;	The Status of the Company is a Listed Public Company Limited by Shares.
2	Maintenance of registers/records and making entries therein within the time prescribed therefore;	The Company has kept and maintained necessary statutory registers and records as required under the Provisions of the Act and Rules made there under and as explained by the officer of the Company, the Company has made necessary entries therein within the time prescribed under the Act.
3	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	The Company has filed required forms and returns as prescribed under the provisions of Act and Rules made there under with the Registrar of Companies, Regional Director, Central Government, the Tribunal, or other prescribed authorities as applicable, with additional filing fees in case of delay. The Company is unable to file Form AOC-4 NBFC (Ind AS) due to non-availability of taxonomy for NBFC Ind-AS by the Ministry of Corporate Affairs (MCA) for the financial year ended 31.03.2019.



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Mumbai - 400 069. Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

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4	Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;	<p>The meetings of Board of Directors, Committee of Directors and the General Meetings were duly called, convened and held on the dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded and signed in the Minute Book maintained for the purpose.</p> <p>The Company has duly complied with the provisions of the Act in respect of passing of Resolution by circulation during the year under review.</p> <p>The Company has not passed any resolution by Postal Ballot Process during the financial year under review.</p>
5	Closure of Register of Members / Security holders, as the case may be;	The Company duly complied with the Provisions of Act in respect of closure of Register of Member during the year ended 31 st March, 2020.
6	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;	The Company has not granted any advances/loans to its directors and/or persons or firms or companies in violation of section 185 of the Act.
7	Contracts/arrangements with related parties as specified in section 188 of the Act;	As explained by the management, all related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with interest of the company at large.
8	Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/ securities and issue of security	The Company has delivered all certificates of shares on lodgement of request for transfer / transmission and for any other purpose from members of the Company within the prescribed time during the financial year under review.



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	certificate in all instances;	<p>During the year, the Company have allotted Equity Shares under ESOP and pursuant to Composite Scheme of Arrangement in compliance with the provisions of the Act and Rules made thereunder.</p> <p>There are no instances of buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities during the financial year under review and hence no comment is invited in this respect.</p>
9	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;	The Company has no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year and hence no comment is invited in respect of the same.
10	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;	<p>The Company has complied with the provisions of the Act and Rules made there under in respect of declaration and payment of interim dividend.</p> <p>As explained by the management and confirmed by the Auditors, there has been no delay in transferring the amount to the Investor Education and Protection Fund by the Company.</p>
11	Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;	The Company has complied with the provisions of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof.
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of Directors, key Managerial Personnel and remuneration paid to them;	The Board of Directors of the Company is duly constituted. The appointment and re-appointment of Directors / Additional Directors / Whole Time Director / Managing Director / Independent Directors was duly made in compliance with the provisions of the Act.



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		<p>The Company has complied with the provisions relating to disclosure of Director's interest.</p> <p>The changes in Key Managerial Personnel was duly made in compliance with the provisions of the Act.</p> <p>The Company has Managing Director, Whole Time Director, Company Secretary, Chief Financial Officer and Chief Executive Officer (Key Managerial Personnel) in compliance with the provisions of Section 203 of the Act and Rules made there under.</p> <p>The Company has complied with the provisions of payment of Directors Remuneration in compliance with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013.</p>
13	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;	<p>The Company has complied with the provisions of Section 139 of the Act relating to appointment of Auditors.</p> <p>There was no casual vacancy in the office of Auditor during the year and hence no comment is invited in respect of the same.</p>
14	Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;	<p>The Company has obtained approval of Hon'ble National Company Law Tribunal, Mumbai Bench on 07.03.2019 for Composite Scheme of Arrangement u/s 230 to 232 of the Companies Act, 2013 amongst the Company, India Infoline Media & Research Services Limited, IIFL Securities Limited, IIFL Wealth Management Limited, India Infoline Finance Limited and IIFL Distribution Services Limited and their respective shareholders and filed with Register of Companies on 11.04.2019.</p> <p>The Company has obtained the approval of Register of Companies for change of name of the Company.</p>



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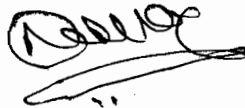
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		The Company was not required to take any other approval from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.
15	Acceptance/ renewal/ repayment of deposits;	As informed by the management and confirmed by the Auditors, the Company has not accepted / renewed / repaid any deposits as contemplated under Section 73 to 76 of the Act and hence no comment is invited.
16	Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;	The Company has borrowed funds from Banks, Public Financial Institutions in compliance with the provisions of the Act. There was no incidence of creation, modification or satisfaction of charges on the assets of the Company during the financial year under review.
17	Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;	The Company has not made any loans and investments or provided guarantees or provided securities to other bodies corporate or persons in violation of provisions of Section 186 of the Act.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	The Company has altered the provisions of Memorandum of Association and Articles of Association of the Company in compliance with the provisions of the Act.

For Nilesh Shah & Associates
Practicing Company Secretaries



Nilesh G. Shah
Partner
C. P. No. 2631



Place: Mumbai
Date: 27.08.2020
UDIN: F004554B000623911