

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 (other than OPCs and Small Companies)

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, Wag le Estate NA
Thane
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, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM to be held on September 30, 2024

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

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IIFL HOME FINANCE LIMITED	U65993MH2006PLC166475	Subsidiary	79.59
2	IIFL SAMASTA FINANCE LIMITE	U65191KA1995PLC057884	Subsidiary	99.56
3	IIFL SALES LIMITED	U74999MH2021PLC368361	Subsidiary	100
4	IIFL OPEN FINTECH PRIVATE LI	U72900MH2022PTC382767	Subsidiary	51.02

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	2,355,250,000	381,548,435	381,548,435	381,548,435
Total amount of equity shares (in Rupees)	4,710,500,000	763,096,870	763,096,870	763,096,870

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	2,355,250,000	381,548,435	381,548,435	381,548,435
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	4,710,500,000	763,096,870	763,096,870	763,096,870

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	500,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	240,031	380,190,358 ⁺	380430389	760,860,778 ⁺	760,860,778 ⁺	
Increase during the year	0	1,118,047	1118047	2,236,094	2,236,094	192,105,373
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,118,046	1118046	2,236,092	2,236,092	192,105,373 ⁺
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	1	1	2	2	
Dematerialisation of shares						
Decrease during the year	1	0	1	2	2	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	1	0	1	2	2	
Dematerialisation of shares						
At the end of the year	240,030	381,308,405	381548435	763,096,870	763,096,870	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE530B01024

(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 type="text"/>
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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"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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
------------------	----------------------	--

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"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	21,341,754	1000;100000;1000000 & 1	49,828,284,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			49,828,284,000

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	63,217,773,860	11,120,853,000	24,510,342,860	49,828,284,000
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

46,044,320,392

(ii) Net worth of the Company

54,689,343,981

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	89,978,586	23.58	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 Person Acting in Concert	4,568,904	1.2	0	
	Total	94,547,490	24.78	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	49,003,109	12.84	0	
	(ii) Non-resident Indian (NRI)	20,808,444	5.45	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	2,113,380	0.55	0	
4.	Banks	307	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	24,245,855	6.35	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,512,936	2.49	0	
10.	Others AIF, Foreign Portfolio Invest + Total	181,316,914	47.52	0	
		287,000,945	75.2	0	0

Total number of shareholders (other than promoters)

149,301

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

149,309

**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)	67,460	149,301
Debenture holders	36,486	38,891

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	15.39	0
B. Non-Promoter	0	6	0	9	0	0.07
(i) Non-Independent	0	1	0	2	0	0
(ii) Independent	0	5	0	7	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	9	15.39	0.07

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

13

(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 BHANWARLA	00010535	Managing Director	47,719,154	
VENKATARAMAN RA.	00011919	Managing Director	10,984,432	
ARUN KUMAR PURWA	00026383	Director	95,000	
NILESH SHIVJI VIKAM	00031213	Director	165,000	
CHANDRAN RATNAS	00109215	Director	0	10/05/2024
VIJAY KUMAR CHOPP	02103940	Director	0	20/05/2024
GEETA MATHUR	02139552	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMAKRISHNAN SUE	02192747	Director	0	
TRITALA SUBRAMAN	09515616	Nominee director	0	
NIHAR NIRANJAN JAM	01808733	Additional director	0	
BIJOU KURIEN	01802995	Additional director	0	
KAPISH JAIN	ACTPJ7747C	CFO	0	
MAULI AGARWAL	AUNPA8614R	Company Secretar	0	

(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)
TRITALA SUBRAMAN	09515616	Nominee director	26/10/2023	Appointment
NIHAR NIRANJAN J	01808733	Additional director	13/03/2024	Appointment
BIJOU KURIEN	01802995	Additional director	13/03/2024	Appointment
NILESH SHIVJI VIK	00031213	Director	31/03/2024	Cessation
ARUN KUMAR PUR	00026383	Director	31/03/2024	Cessation
SNEHA PATWARDH	ASFPP5468E	Company Secretary	01/07/2023	Cessation
RUPAL JAIN	AKYPJ3805G	Company Secretary	01/07/2023	Appointment
RUPAL JAIN	AKYPJ3805G	Company Secretary	13/03/2024	Cessation
MAULI AGARWAL	AUNPA8614R	Company Secretary	13/03/2024	Appointment

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 MEETI	31/07/2023	66,850	83	37.21

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	8	7	87.5
2	05/06/2023	8	7	87.5
3	30/06/2023	8	8	100
4	27/07/2023	8	7	87.5
5	18/09/2023	8	7	87.5
6	18/10/2023	8	8	100
7	17/01/2024	9	9	100
8	20/02/2024	9	9	100
9	05/03/2024	9	8	88.89
10	07/03/2024	9	7	77.78
11	13/03/2024	9	9	100
12	26/03/2024	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

33

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 Committee	25/04/2023	4	4	100
2	Audit Committee	05/06/2023	4	4	100
3	Audit Committee	26/07/2023	4	4	100
4	Audit Committee	18/09/2023	4	4	100
5	Audit Committee	18/10/2023	4	4	100
6	Audit Committee	28/11/2023	4	4	100
7	Audit Committee	17/01/2024	4	4	100

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
8	Audit Committee	20/02/2024	4	4	100
9	Audit Committee	22/02/2024	4	4	100
10	Audit Committee	05/03/2024	4	4	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	12	12	100	0	0	0	
2	VENKATARAM	12	12	100	12	7	58.33	
3	ARUN KUMAR	12	12	100	26	26	100	
4	NILESH SHIV	12	12	100	28	26	92.86	
5	CHANDRAN F	12	6	50	0	0	0	
6	VIJAY KUMAR	12	12	100	15	15	100	
7	GEETA MATH	12	12	100	18	17	94.44	
8	RAMAKRISHN	12	12	100	22	22	100	
9	TRITALA SUB	6	5	83.33	0	0	0	
10	NIHAR NIRAN	1	1	100	0	0	0	
11	BIJOU KURIE	1	1	100	0	0	0	

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIRMAL BHANWAR	MANAGING DIR	110,905,200	0	0	0	110,905,200
	Total		110,905,200	0	0	0	110,905,200

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	KAPISH JAIN	Chief Financial Officer	17,873,062.02	0	0	0	17,873,062.02
2	SNEHA PATWARDI	Company Secretary	1,466,491.79	0	0	0	1,466,491.79
3	RUPAL JAIN	Company Secretary	1,418,394.89	0	0	0	1,418,394.89
4	MAULI AGARWAL	Company Secretary	192,394.66	0	0	0	192,394.66
	Total		20,950,343.36	0	0	0	20,950,343.36

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARUN KUMAR PUF	Independent Director	0	0	0	2,850,000	2,850,000
2	NILESH SHIVJI VIK	Independent Director	0	0	0	2,820,000	2,820,000
3	VIJAY KUMAR CHC	Independent Director	0	0	0	1,690,000	1,690,000
4	GEETA MATHUR	Independent Director	0	0	0	2,580,000	2,580,000
5	RAMAKRISHNAN S	Independent Director	0	0	0	2,730,000	2,730,000
6	TRITALA SUBRAM	Nominee Director	0	0	0	400,000	400,000
7	NIHAR NIRANJAN	Independent Director	0	0	0	200,000	200,000
8	BIJOU KURIEN	Independent Director	0	0	0	200,000	200,000
	Total		0	0	0	13,470,000	13,470,000

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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:

- 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.
- 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

DIN of the director

To be digitally signed by

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

--

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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