

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : IIFL Finance Limited (Scrip Code: IIFL,532636)

2. Quarter ending on : December 31, 2022

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Arun Kumar Purwar	Pan: ADXPP9783F DIN: 00026383	Chairman & Independent Director-Non Executive Director	10/03/2008	01/04/2019	-	105 months**	14/05/1946	3	3	3	2
Mr.	Nirmal Bhanwarlal Jain	Pan: ABRPJ9235G DIN: 00010535	Managing Director & Executive Director	18/10/1995	01/04/2022	-	N.A.	11/12/1966	2	0	0	0

Mr.	R Venkataraman	Pan: ADHPR6633G DIN:00011919	Joint Managing Director & Executive Director	05/07/1999	23/04/2020	-	N.A.	27/07/1967	3	0	3@@	1
Mr.	Nilesh Vikamsey	Pan: AABPV3680Q DIN: 00031213	Independent Director-Non Executive Director	11/02/2005	01/04/2019	-	105 months* *	16/08/1964	7	6	9	4
Mr.	Chandran Ratnaswami	Pan: AURPR5569C DIN: 00109215	Non-Executive Director	15/05/2012	10/08/2012	-	N.A.	11/05/1949	4	0	4	0
Ms.	Geeta Mathur	Pan: AAKPM7380D DIN:02139552	Independent Director-Non Executive Director	18/09/2014	18/09/2019	-	99 Months* **	21/11/1966	7	7	9	5
Mr.	Vijay Kumar Chopra	Pan: AAAPC0599A DIN: 02103940	Independent Director - Non Executive Director	21/05/2019	21/05/2019	-	43 Months* ***	06/03/1946	1	1	2	0
Mr.	Ramakrishnan Subramanian	Pan: AASPS7034G DIN: 02192747	Independent Director-Non Executive Director	06/09/2021	06/09/2021	-	16month s@	28/05/1968	1	1	1	0

Whether Regular chairperson appointed –**Yes**

Whether Chairperson is related to managing director or CEO-**No**

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#As per Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange. Accordingly listed entities do not include companies having debt securities listed on recognized stock exchange.

**The tenure of Mr. Arun Kumar Purwar and Mr. Nilesh Vikamsey is 105 months which is calculated from the date of their appointment i.e. April 01, 2014, till the quarter ended December 31, 2022.

***The tenure of Ms. Geeta Mathur is 99 Months 14 days which is calculated from the date of appointment i.e., September 18, 2014, till the quarter ended December 31, 2022.

**** The tenure of Mr. Vijay Kumar Chopra is 43 Months 11 days which is calculated from the date of appointment i.e., May 21, 2019, till the quarter ended December 31, 2022.

@The tenure of Mr. Ramakrishnan Subramanian is 15 months 26 days which is calculated from the date of appointment i.e., September 06, 2021, till the quarter ended December 31, 2022.

@@ The number of Membership of Mr. R Venkataraman includes one Public Company which is a High Value debt listed entity.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Nilesh Vikamsey	Independent Director –Non Executive Director-Chairperson	11-02-2005*	-
		Ms. Geeta Mathur	Independent Director–Non Executive Director	05-05-2016	-
		Mr. Arun Kumar Purwar	Independent Director-Non Executive Director	28-04-2022	-
		Mr. Ramakarishnan Subramanian	Independent Director-Non Executive Director	28-04-2022	-
Nomination & Remuneration Committee	Yes	Mr. Vijay Kumar Chopra	Independent Director –Non Executive Director Chairperson	21-05-2019	-
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	11-02-2005	-
		Mr. Arun Kumar Purwar	Independent Director-Non Executive Director	19-11-2010	-
Risk Management Committee	Yes	Ms. Geeta Mathur	Independent Director-Non Executive Director – Chairperson	28-05-2020**	-
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	21-10-2014	-
		Mr. Ramakrishnan Subramanian	Independent Director–Non Executive Director	28-04-2022	-
		Mr. R Venkataraman	Executive Director	19-06-2020	-
		Mr. Sanjeev Srivastava	Chief Risk Officer	03-11-2020	-
Stakeholders Relationship Committee	Yes	Mr. Arun Kumar Purwar	Independent Director-Non Executive Director-Chairperson	06-12-2017	-
		Mr. R Venkataraman	Executive Director	27-01-2005	-
		Mr. Vijay Kumar Chopra	Independent Director –Non Executive Director	06-05-2021	-
Corporate Social Responsibility Committee	Yes	Mr. Vijay Kumar Chopra	Independent Director-Non Executive Director - Chairperson	28-04-2022#	-
		Mr. R Venkataraman	Executive Director	29-03-2014	-
		Mr. Nilesh Vikamsey	Independent Director-Non Executive Director	29-03-2014	-
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

* Mr. Nilesh Vikamsey was appointed as the Chairperson of the Audit Committee w.e.f. April 28, 2022.

** Ms. Geeta Mathur was appointed as the Chairperson of Risk Management Committee w.e.f. April 28, 2022.

Mr. Vijay Kumar Chopra was appointed as the Chairperson of the Corporate Social Responsibility Committee w.e.f. September 27, 2022.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
July 27, 2022	October 26, 2022	Yes	8	5	28 days
September 27, 2022	-	-	-	-	-
* to be filled in only for the current quarter meetings Note: (1) Number of Director present includes Independent Director					

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u> October 26, 2022	Yes the required quorum was present in the meeting	4	4	<u>Audit Committee</u> July 27, 2022	28 days
-	-	-	-	September 27, 2022	-
<u>Nomination & Remuneration Committee</u> October 26, 2022	Yes the required quorum was present in the meeting	3	3	<u>Nomination & Remuneration Committee</u> September 27, 2022	28 days
<u>Stakeholders Relationship Committee</u> -	-	-	-	<u>Stakeholders Relationship Committee</u> -	-
<u>Risk Management Committee</u> November 16, 2022	Yes the required quorum was present in the meeting	5	3	<u>Risk Management Committee</u> September 12, 2022	64 days

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

Note: (1) Number of Director present includes Independent Director

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained to material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

Sr. No.	Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders relationship Committee d) Risk management committee	Yes
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4.	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

For IIFL Finance Limited

Sneha Patwardhan
Company Secretary
January 13, 2023