

# Corporate Governance Report

This Corporate Governance Report relating to the year ended on March 31, 2021, has been issued in compliance with the SEBI Listing Regulations, 2015.

## 1 COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

IIFL Wealth Management Limited ("the **Company**") follows the highest standards of governance and disclosure. The Company firmly believes that adherence to business ethics and sincere commitment to corporate governance will help the Company achieve its vision of being the most respected Wealth Management Company in the financial services space in India. Since inception, the promoters have demonstrated exemplary track record of governance and utmost integrity. The Company is in compliance with the requirements of the SEBI Listing Regulations, 2015.

Our Board has Independent Directors, highly respected for their professional integrity as well as rich financial experience and expertise.

## 2 BOARD OF DIRECTORS

### (a) Composition of the Board of Directors

The Board of Directors ("Board") of the Company has an optimum combination of executive and non-executive directors (including one woman director). The Board provides leadership, strategic guidance and discharges its fiduciary duties of safeguarding the interest of the Company and its stakeholders.

None of the Directors of the Company are related to each other. The composition of the Board is as follows:

Category	Name of the Directors
Independent Directors	Mr. Nilesh Vikamsey – Chairman
	Ms. Geeta Mathur
	Dr. Subbaraman Narayan
	Mr. Pankaj Vaish

Category	Name of the Directors
Managing Director & Promoter	Mr. Karan Bhagat
Non-Executive Directors & Promoter(s)	Mr. Nirmal Jain
	Mr. Venkataraman Rajamani
	Mr. Yatin Shah
Non-Executive Directors (Nominee Directors)	Mr. Sandeep Naik
	Mr. Shantanu Rastogi
Non-Executive Director	Mr. Gopalakrishnan Soundarajan

### (b) Brief profiles of the Directors are as follows:

#### • **MR. NILESH VIKAMSEY** - Independent Director

Mr. Nilesh Vikamsey is a senior partner at Khimji Kunverji & Co LLP – an 84-year-old Chartered Accountants firm which is a member firm of HLB International. He is presently a member of the Advisory Committee on Mutual Funds of Securities and Exchange Board of India (SEBI), Risk Management Committee of Central Depository Services (India) Limited (CDSL) and International Auditing and Assurance Standards Board's (IAASB) Reference Group for Audits of Less Complex Entities. Mr. Vikamsey is Committee member of organisations like Indo American Chamber of Commerce, Bombay Chartered Accountants' Society (BCAS), The Chamber of Tax Consultants (CTC). He is a trustee in 'Sayagi U Ba Khin' Memorial Trust (Vipassana International Academy, Igatpuri) & few educational trusts in Mumbai. He is on the Board of many listed and unlisted companies. He was the President of ICAI in the past and also was Committee member of committees of Ministry of Corporate Affairs (MCA), Comptroller and Auditor General of India (CAG) He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group. He was the Past Chairman of Federal Bank Limited and member of IRDA. He was the Chairman of SEBI's Qualified Audit Report Committee and member of Corporate Governance

Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is a Speaker/Chairman, at various seminars, meetings, lectures held by various Committees, Regional Councils, Branches & Study Circles of ICAI, Bankers Training College of the RBI, Comptroller & Auditor General of India (C&AG) and various other organizations.

- **MR. KARAN BHAGAT** – Managing Director

Mr. Karan Bhagat is the Promoter and Managing Director of our Company. He holds a bachelor's degree in commerce from St. Xavier's College, Kolkata and a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has approximately two decades of experience in the financial services sector and is responsible for all the strategic initiatives undertaken by our Company. He has previously worked with Kotak Mahindra Wealth Management Ltd. where he served as Senior Vice President. He featured in Fortune India's '40 under 40' list in 2016 and 2017 and The Economic Times '40 under 40' list in 2017. He also received the URS Asia One Global Indian of the Year award in 2018.

- **MR. YATIN SHAH** – Non-Executive Director

Mr. Yatin Shah is the Promoter and Non-Executive Director on the Board of our Company. He holds a bachelor's degree in commerce from the University of Mumbai and a Master's degree in science (finance) from Cass Business School, London. He has significant experience in the financial services sector. He has previously worked with Khandwala Securities Limited and Kotak Mahindra Bank Limited. He has been awarded as the Best Relationship Manager by Kotak Mahindra Bank and secured the Best Financial Manager award for the best registered deal by Asian Institute of Management, Manila.

- **MR. NIRMAL JAIN** – Non-Executive Director

Mr. Nirmal Jain is a Promoter and Non-Executive Director on the Board. He holds a PGDM (Post Graduate Diploma in Management) from the Indian Institute of Management (IIM), Ahmedabad and is also a rank holder Chartered Accountant and a Cost Accountant. He started his career in 1989 with Hindustan Unilever Limited. He founded IIFL Group in 1995 when it started as an independent equity research company in India. Over the last 26 years, he has led IIFL Group's expansion, while remaining focused on financial services. IIFL Group, through its four listed entities, has a leading presence in India's wealth & asset management, consumer lending, securities trading & discount broking space. With an impeccable track record of governance and growth,

IIFL Group has attracted marquee investors and won accolades internationally.

- **MR. VENKATARAMAN RAJAMANI** - Non-Executive Director

Mr. Venkataraman Rajamani is a Promoter and Non-Executive Director on the Board. He holds a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Bachelors in Electronics and Electrical Communications Engineering from IIT Kharagpur. He joined the Company's Board in 1999. He has been contributing immensely in the establishment of various businesses and spearheading key initiatives of the Group over the past 22 years. He has previously held senior managerial positions at ICICI Limited, including ICICI Securities Limited, and their investment banking joint venture with J P Morgan of US and Barclays – BZW. He has also worked as an Assistant Vice President with GE Capital Services India Limited in their private equity division. He has a varied experience of more than 30 years in the financial services sector.

- **MS. GEETA MATHUR** - Independent Director

Ms. Geeta Mathur is a Chartered Accountant having worked as a banker both on the asset side and risk side and with large corporate treasuries and investor relations. She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors and SIEL Limited, among others. She has developed, reorganised, streamlined and led large national teams. She then worked in various capacities in large organisations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor Relations. She transitioned herself from the corporate sector to the development sector as CFO of Helpage India. Besides successfully implementing Oracle ERP and setting up processes for budgeting and MIS, she was consistently awarded by the Institute of Chartered Accountants and South Asian Federation of Accountants for best presentation and transparency in accounts. Currently she is serving as an independent director on the Board of various large organisations across manufacturing and services sector, such as Mother's Sumi Systems Limited, Info Edge (India) Limited, NIIT Limited, Tata Communication Transformation Services Limited. She co-chairs the India chapter of Women Corporate Directors Foundation, a global membership organisation and community of women corporate directors with a mission to foster a powerful, trusted community of influential women

corporate directors. She is a graduate in Commerce from the Shriram College of Commerce, Delhi University and did her articleship with the Price Waterhouse while pursuing her Chartered Accountancy.

- **DR. SUBBARAMAN NARAYAN** - Independent Director

Mr. Subbaraman Narayan is an Independent Director on the Board. He holds a Bachelor's degree and a Master's degree in Physics from Madras University. He has 40 years of experience in the fields of economics, economic policy and administration. He has been a senior research fellow at the Institute of South Asian Studies, National University of Singapore since 2005. He has previously held the positions of finance and economic affairs secretary; economic advisor to the Prime Minister of India; secretary in the Department of Revenue, Ministry of Finance, Government of India; secretary, Ministry of Petroleum and Natural Gas, Government of India; and secretary, Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.

- **MR. PANKAJ VAISH** - Independent Director

Mr. Pankaj Vaish is an Independent Director on the Board. He is an MBA from Carlson School of Management, University of Minnesota, Minneapolis, USA and a B. Tech. in Mechanical Engineering from IIT-BHU (Indian Institute of Technology, Banaras Hindu University). He was a Gold Medalist at IIT-BHU, and he has been awarded the Distinguished Alumni award by IIT-BHU Alumni Association. He is having more than 35 years of experience. He spent more than 28 years with Accenture, where he built businesses from scratch and scaled them to global proportions, having held several regional and global roles. He has wide ranging experience in Technology Led Transformation, Consulting, BPO, Offshoring and Outsourcing. He is actively engaged in the financial services and technology industries and is associated with companies across segments of these industries. He is a board director, a consultant and an advisor. In addition, as part of his participation in India's startup ecosystem, he is supporting various technology product companies in sharpening their market focus and scaling their businesses. He is a Professor of Practice of Management at the Amrut Mody School of Management (AMSOM), Ahmedabad University (AU). He is supporting AU in its transformation to become a globally relevant institution. He is involved with Executive Education, industry collaboration and the development and delivery of a new course to help MBA students prepare for a career via hands on experiential learning.

- **MR. SHANTANU RASTOGI** – Non-Executive Nominee Director

Mr. Shantanu Rastogi is a Non-Executive Director on the Board. He is currently the Managing Director at General Atlantic, where he is responsible for investments in the financial services, healthcare, and retail and consumer sectors in India and Asia-Pacific. He holds a Bachelor's degree in Engineering from the Indian Institute of Technology, Mumbai and a Master's degree in Business Administration from the Wharton School, the University of Pennsylvania. He has approximately 15 years of experience in the fields of private equity and finance. He has previously worked as a business consultant with McKinsey & Company.

- **MR. SANDEEP NAIK** – Non-Executive Nominee Director

Mr. Sandeep Achyut Naik is a Nominee Director on the Board. He is currently the Managing Director and head of the India and Asia-Pacific business of General Atlantic. He holds a bachelor's degree in technology (specialising in instrumentation engineering) from the University of Mumbai, a master's degree in science (specialising in biomedical engineering) from the Virginia Commonwealth University School of Medicine, and a master's degree in business administration (specialising in finance) from the Wharton School, the University of Pennsylvania. Prior to joining General Atlantic Singapore Fund Pte Limited in 2012, he served as partner and co-head of India for Apax Partners India Advisers Private Limited. He was also co-founder of InfraScan Inc. He was selected as a young global leader by the World Economic Forum and has previously served on the global agenda council of the 'new order of economic thinking'.

- **Mr. Gopalakrishnan Soundarajan** - Non-Executive Director

Mr. Gopalakrishnan Soundarajan is the Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee.

Gopalakrishnan Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States.

### c) Board Meetings and Directorship/ Committee membership(s) of Directors

During the year 2020-21 seven (7) Board Meetings were held on the following dates; June 11, 2020, August 13, 2020; August 14, 2020; August 19, 2020; October 28, 2020; November 25, 2020 and February 2, 2021.

As mandated by SEBI Listing Regulations, 2015, none of the Directors on the Board of the Company is Member of more than ten (10) specified Committees and none is a Chairperson of more than five (5) specified Committees across all the Indian Public Limited companies in which they are Directors. The Company has received necessary disclosures from all the Directors regarding Committee positions held by them in other Companies.

The table below gives the details of the names of the members of the Board, their status, attendance at the Board Meetings and at last AGM, Directorships, Committee Memberships and Chairmanships in Indian Companies as on March 31, 2021. It excludes Directorships of Private Limited Companies, Foreign Companies and Section 8 Companies.

Name of the Director (DIN)	Position / Category of Director-ship	No of shares held by NEDs	Number of board meetings attended during the year	Attendance at last AGM	Director ships in Indian Public Companies (including IIFL Wealth Management Limited)	Membership of Committees ^	
						Member	Chairperson @
Mr. Nirmal Jain (DIN: 00010535)	Non-Executive Director	62,28,856	6	Yes	3	1	-
Mr. Venkataraman Rajamani (DIN: 00011919)	Non-Executive Director	13,49,204	7	Yes	6	3	1
Mr. Nilesh Vikamsey (DIN: 00031213)	Chairperson and Independent Director	23,571	7	Yes	9	9	3
Ms. Geeta Mathur (DIN: 02139552)	Independent Director	NIL	7	Yes	10	10	5
Dr. Subbaraman Narayan (DIN: 00094081)	Independent Director	NIL	6	Yes	6	5	3
Mr. Pankaj Vaish (DIN 00367424)	Independent Director	NIL	7	Yes	3	2	0
Mr. Karan Bhagat (DIN: 03247753)	Managing Director	2,45,911	7	Yes	4	-	-
Mr. Yatin Shah (DIN: 03231090)	Non-Executive Director	33,56,490	7	Yes	7	1	-
Mr. Shantanu Rastogi (DIN: 06732021)	Nominee Director	NIL	7	Yes	3	2	-
Mr. Sandeep Naik (DIN: 02057989)	Nominee Director	NIL	7	Yes	3	-	-
Mr. Gopalakrishnan Soundarajan (DIN 05242795)	Non-Executive Director	NIL	7	Yes	4	1	-

Note:

1. ^The committees considered for the above purpose are those prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee and Stakeholders Relationship Committee.
2. @ Chairmanship includes committee membership.

As mandated by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a person shall not be a director in more than seven listed entities with effect from April 1, 2020.

The table below gives the details of the names of the Directors, their status including the names of the listed entities where the person is a director and the Category of Directorship as on March 31, 2021.

Name of the Director and DIN	Directorship in listed entities including IIFL Wealth Management Limited	Category of Directorship
Mr. Nirmal Jain (DIN: 00010535)	IIFL Finance Limited	Whole-time Director
	IIFL Wealth Management Limited	Non-Executive Director
Mr. Venkataraman Rajamani (DIN: 00011919)	IIFL Finance Limited	Managing Director
	IIFL Wealth Management Limited	Non-Executive, non - Independent Director
	IIFL Securities Limited	Managing Director
Mr. Nilesh Vikamsey (DIN: 00031213)	IIFL Finance Limited	Independent Director
	Thomas Cook (India) Limited	Independent Director
	Gati Limited	Independent Director
	Navneet Education Limited	Independent Director
	PNB Housing Finance Limited	Independent Director
	IIFL Wealth Management Limited	Independent Director
Ms. Geeta Mathur (DIN: 02139552)	JTEKT India Limited	Independent Director
	Motherson Sumi Systems Limited	Independent Director
	NIIT Limited	Independent Director
	IIFL Finance Limited	Independent Director
	Info Edge (india) Limited	Independent Director
	IIFL Wealth Management Limited	Independent Director
	OnMobile Global Limited	Independent Director
Dr. Subbaraman Narayan (DIN : 00094081)	Dabur India Limited	Independent Director
	Seshasayee Paper and Boards Limited	Independent Director
	Artemis Global Life Sciences Limited	Independent Director
	Artemis Medicare Services Limited	Independent Director
	IIFL Wealth Management Limited	Independent Director
Mr. Karan Bhagat (DIN: 03247753)	IIFL Wealth Management Limited	Managing Director
	Nazara Technologies Limited	Non-Executive Non-Independent Director (till 04.05.2021)
Mr. Yatin Shah (DIN: 03231090)	IIFL Wealth Management Limited	Non-Executive Director
Mr. Shantanu Rastogi (DIN: 06732021)	IIFL Wealth Management Limited	Non-Executive Director
Mr. Sandeep Naik (DIN: 02057989)	IIFL Wealth Management Limited	Non-Executive Director
Mr. Gopalakrishnan Soundarajan (DIN: 05242795)	IIFL Wealth Management Limited	Non-Executive Director
	Quess Corp Limited	Non-Executive Director, Non-Independent
Mr. Pankaj Vaish (DIN: 00367424)	IIFL Wealth Management Limited	Independent Director

The Board has identified the following skills/ expertise/ competence for the effective functioning of the Company which is currently available with the Board:	Names of directors who have such skills / expertise / competence
<b>Skills and Attribute:</b> Strategic Advisor, Monetary Policy, Leadership, Corporate Governance, Risk and Compliance, Financial Expertise, Stakeholder Relationship	Please review the below table

In the table below, the key skills, expertise and competence of the Directors in context of the Company's business for effective functioning and as available with the Board have been highlighted.

Name of Director	Mr. Nirmal Jain	Mr. Venkataraman Rajamani	Mr. Nilesh Vikamsey	Mr. Subbaraman Narayan	Mr. Pankaj Vaish	Mr. Sandeep Naik	Ms. Geeta Mathur	Mr. Yatin Shah	Mr. Gopalkrishnan Soundarajan	Mr. Karan Bhagat	Mr. Shanatanu Rus-togi
Strategic Advisor	√	√	√	√	√	√	√	√	√	√	√
Monetary Policy	√	√	√	√	√	√	√	√	√	√	√
Leadership	√	√	√	√	√	√	√	√	√	√	√
Corporate Governance	√	√	√	√	√	√	√	√	√	√	√
Risk and Compliance	√	√	√	√	√	√	√	√	√	√	√
Financial Expertise	√	√	√	√	√	√	√	√	√	√	√
Stakeholder Relationship	√	√	√	√	√	√	√	√	√	√	√

#### d) Board Level Performance Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive Directors, Non-Executive Directors including Independent Directors ("IDs") and Board as a Whole.

The criteria for performance evaluation are as under:

##### For Chairman:

The criteria for evaluation of Chairman, *inter alia*, include his ability to conduct meetings, ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance at meetings, assistance to Board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to project positive image of the Company, compliance with regulatory requirements.

##### For Managing Director:

The criteria for evaluation of Managing Director, *inter alia*, include his ability to lead the organisation, integrating quality and re-engineering, capitalise on opportunities created by economic and technological changes, assistance to Board in formulating policies

and setting standards and following them, accessibility, ability to analyze strategic situations, compliance with regulatory requirements, handling critical situations concerning the group.

##### For Non-Executive Directors (including Independent Directors):

The criteria for evaluation of Non-Executive Directors, *inter alia*, include attendance at the meetings, study of agenda and active participation, contribution to discussions on strategy, participate constructively and actively in committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from his / her experience, adherence to the code of conduct.

##### For Board as a whole:

The criteria for evaluation of the Board, *inter alia*, include composition and diversity, induction programme, team work, performance, culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by Members.

#### e) Separate meeting(s) of the Independent Directors:

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI Listing Regulations, 2015, a separate meeting of Independent Directors of the Company was held on March 23, 2021, *inter alia*, to discuss the following:

- To review the performance of Non-Independent Directors and the Board of Directors as a whole;
- To review the performance of the Chairperson of the Company;
- To assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Upon the conclusion of the meeting, the Independent Directors expressed their satisfaction over the performance of the other directors and the Board as a whole. They also expressed their satisfaction over the quality, quantity and flow of information between the management and the Board / Committees of the Board from time to time. They suggested certain good practices and the same were placed before the Board of Directors with management comments thereon.

#### f) Familiarization programme for Independent Directors:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee Meetings, on business and operations of the Company as well as the Group. Quarterly updates on relevant statutory changes are discussed at the Board meetings. The details of such familiarization programmes of the Company may be accessed on the Company's website at [www.iiflwealth.com](http://www.iiflwealth.com).

#### g) Meetings of the Board:

- Frequency: The Board meets at least once a quarter to review the quarterly results and other items of the Agenda. Whenever necessary, additional Board meetings are held. In case of business exigencies or matter of urgency, resolutions are passed by circulations, as permitted by law, which are confirmed in the next Board Meeting.
- Board Meeting Location: The meetings are generally held at the Company's Registered & Corporate Office. However, due to the ongoing

lock-down because of COVID-19 pandemic and in accordance with the statutory provisions, exemptions and relaxations as provided by Ministry of Corporate Affairs, maximum meetings in the financial year 2020-21 were held through video-conferencing.

- Notice and Agenda circulated in advance: The Company's Board / Committees are presented with detailed notes, along with the agenda papers which are circulated well in advance of the Meeting. The Company has implemented app, based e-meeting system accessible through secured iPads provided to the Directors and key officials. The agenda, presentation, notes and minutes are made available to the Board and Committee members. The Company Secretary in consultation with the Chairperson of the Board / Committees sets the Agenda for the Board / Committee Meetings. All material information are incorporated in the Agenda for facilitating meaningful and focused discussions at the Meeting. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.

Apart from Board Members and the Company Secretary, the Board and Committee Meetings are also attended by the Chief Operating Officer, Chief Financial Officer and wherever required by the Heads of various Functions.

- Other Matters: The senior management team of the Company is advised to schedule its work plans in advance, particularly with regard to matters requiring discussions/ decision with the Board/ Committee Members.
- Presentations by Management: The Board / Committee is given presentations, wherever practicable covering finance, sales, marketing, major business segments and operations of the Company, global business environment including business opportunities, business strategy, risk management practices and operating performance of the Company before taking on record the financial results of the Company.
- Access to employees: The Directors are provided free access to officers and employees of the Company. Whenever any need arises, the Board / Committee Members are at liberty to summon the personnel whose presence and expertise would help the Board to have a full understanding of the matters being considered.

#### **h) Information Placed before Board / Committees:**

Among others, information supplied to the Board / Committees includes

- Report on Internal Financial Controls;
- Quarterly Financials on standalone and consolidated basis;
- Review of Policies and periodic updation;
- Annual budgets and plans;
- Performance of the Company and its subsidiaries;
- Risk Mitigation Measures;
- Remuneration of Executive Directors & Senior Management;
- Minutes of the Meetings of the Board and all other Committees of the Board;
- Important updates in subsidiaries;
- Update on litigations, if any;
- Compliance status of any regulatory, statutory nature or listing requirements and shareholders' service.

**i) Minutes of the Meetings:** The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairperson of the Board. The Minutes are confirmed by the Members and signed by the Chairperson at the next Board / Committee Meetings. All Minute of the Committee Meetings are placed before the Board Meeting for perusal and noting of the Board Members.

**j) Post meeting follow-up mechanism:** The Company has an effective post meeting follow-up review and reporting process for the decisions taken by the Board and Committees thereof. The important decisions taken at the Board / Committee(s) Meeting(s) which calls for actions to be taken are promptly initiated and wherever required, communicated to the concerned departments/divisions. The action taken report is placed at the immediately succeeding Meeting of the Board / Committee(s) for information and review by the Board/ Committee(s).

**k) Confirmation of Independence:** The Board is of the opinion that all the Independent Directors fulfill the conditions specified in SEBI Listing Regulations, 2015 and are independent of the management.

### **3 AUDIT COMMITTEE**

i. The present Audit Committee of your Company comprises three Independent Directors Ms. Geeta Mathur, Mr. Nilesh Vikamsey and Mr. Pankaj Vaish and one Non-Executive Director is Mr. Shantanu Rastogi. Ms. Geeta Mathur, an Independent Director, is the Chairperson of the Committee. All the members of the Audit Committee are financially literate and possess thorough knowledge of the financial services industry.

The scope of the Audit Committee includes the references made under Regulation 18 read with part C of schedule II of SEBI Listing Regulations, 2015 as well as Section 177 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors. The broad terms of reference of the Audit Committee are:

- (i) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (ii) recommendation for appointment, remuneration and terms of appointment of auditors of the Listed Entity;
- (iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;



- (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions; and
  - (g) modified opinion(s) in the draft audit report.
- (v) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - (vi) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  - (vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - (viii) approval or any subsequent modification of transactions of the listed entity with related parties;
  - (ix) scrutiny of inter-corporate loans and investments;
  - (x) valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - (xi) evaluation of internal financial controls and risk management systems;
  - (xii) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (xiii) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - (xiv) discussion with internal auditors of any significant findings and follow up there on;
  - (xv) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - (xvii) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (xviii) to review the functioning of the whistleblower mechanism;
  - (xix) approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
  - (xx) to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable;
  - (xxi) reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
  - (xxii) mandatorily review the following:
    - (a) management's discussion and analysis of financial condition and results of operations;
    - (b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - (c) management letters / letters of internal control weaknesses issued by the statutory auditors;
    - (d) internal audit reports relating to internal control weaknesses;
    - (e) the appointment, removal and terms of remuneration of the chief internal auditor; and
    - (f) statement of deviations:
      - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of the SEBI Listing Regulations, 2015; and
      - annual statement of funds utilised for purpose other than those stated in the offer document /

prospectus in terms of Regulation 32(7) of the SEBI Listing Regulations, 2015.

During the period under review, the Audit Committee of the Company met seven (7) times on June 10, 2020; June 11, 2020; August 13, 2020; August 14, 2020; August 19, 2020; October 27, 2020 and February 1, 2021. The

Meeting held on October 27, 2020 was adjourned on October 28, 2020 and the meeting held on February 1, 2021 was adjourned on February 2, 2021. The necessary quorum was present at all the meetings. The gap between any two Audit Committee Meetings was not more than 120 days.

The details of attendance of Committee Members, during the year ended March 31, 2021, is as follows:

Name of the members	Designation	Non-Executive/ Executive /Independent	No. of Committee meetings held	Committee meeting attended
Ms. Geeta Mathur	Chairperson	Independent	07	07
Mr. Nikesh Vikamsey	Member	Independent	07	07
Mr. Shantanu Rastogi	Member	Non-Executive	07	07
Mr. Pankaj Vaish	Member	Independent	07	07

Audit Committee meetings are attended by the Chief Operating Officer of the Company and representatives of Statutory Auditors and Internal Auditors, if required. The Company Secretary acts as the secretary of the Audit Committee.

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on September 11, 2020.

#### 4 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee presently comprises of Ms. Geeta Mathur, an Independent Director as the Chairperson of the Committee, Mr. Nilesh Vikamsey, an Independent Director, Mr. Nirmal Jain and Mr. Sandeep Naik as a Non-Executive Director(s) and composition of the committee is as set out in Regulation 19 of SEBI Listing Regulations, 2015 read with Section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee are broadly as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- (2) formulation of the criteria for evaluation of performance of Independent Directors and the Board;
- (3) devising a policy on Board diversity;
- (4) identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal;
- (5) consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;

- (6) recommendation to the Board, all remuneration, in whatever form, payable to senior management;
- (7) specifying the manner for effective evaluation of performance of Board, its committees and individual Directors and review its implementation and compliance;
- (8) recommend / review remuneration of the Managing Director(s) and Whole- Time Director(s) based on their performance and defined assessment criteria;
- (9) administer, monitor and formulate detailed terms and conditions of the employees' stock option schemes;
- (10) annual performance evaluation of the Committee;
- (11) review the information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary; and
- (12) to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

During the year under review, the Nomination and Remuneration Committee of the Company met two (2) times on June 10, 2020 and October 23, 2020. The necessary quorum was present at all the meetings.

The details of attendance of Committee Members, during the year ended March 31, 2021, is as follows:

Name of the members	Designation	Non-Executive/ Executive/ Independent	No. of committee meetings held	Committee meetings attended
Ms. Geeta Mathur	Chairperson	Independent	2	2
Mr. Nilesh Vikamsey	Member	Independent	2	2
Mr. Nirmal Jain	Member	Non-Executive	2	2
Mr. Sandeep Naik	Member	Non-Executive	2	2

The Company Secretary of the Company acts as the secretary of the Committee.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on September 11, 2020.

The Board of Directors of the Company has approved Nomination & Remuneration Policy of the Company, which sets out the guiding principles for appointment & remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

The Nomination & Remuneration Policy during FY 20-21 forms part of the Directors Report, annexed as **Annexure I**. The details of the remuneration paid to the Directors is as follows:

**(a) Details of Remuneration paid to Directors during FY 2020-21 and details of number of shares and convertible instruments held by Directors as on March 31, 2021 are as under:**

Name of the Director	Designation	Salary and perquisite (In ₹)	*Commission (In ₹)	Sitting Fees (In ₹)	Contribution to PF and other funds	Stock options (In Quantity)	No. of equity shares held
Mr. Nirmal Jain	Non-Executive Director	-	-	-	-	-	62,28,856
Mr. Venkataraman Rajamani	Non-Executive Director	-	-	-	-	-	13,49,204
Ms. Geeta Mathur	Independent Director	-	10,00,000	10,75,000	-	-	-
Mr. Nilesh Vikamsey	Independent Director	-	10,00,000	11,75,000	-	-	23,571
Dr. Subbaraman Narayan	Independent Director	-	5,00,000	3,70,000	-	-	-
Mr. Pankaj Vaish	Independent Director	-	10,00,000	8,70,000	-	-	-
Mr. Karan Bhagat	Managing Director	4,71,74,207	-	-	23,99,168	-	2,45,911
Mr. Yatin Shah	Non-Executive Director	-	-	-	Nil	-	33,56,490
Mr. Shantanu Rastogi	Nominee Director	-	-	-	-	-	-
Mr. Sandeep Naik	Nominee Director	-	-	-	-	-	-
Mr. Gopalakrishnan Soundarajan	Non-Executive Director	-	-	-	-	-	-

\*Commission pertains to FY 20-21

**(b) Remuneration to Non-Executive Director / Independent Directors:**

During the year under review, from October 1, 2020, the Independent Directors were paid ₹ 1,00,000/- (Rupees One Lakh only) towards sitting fees for attending each of the Board Meeting and Audit Committee Meeting and ₹ 50,000/- (Rupees Fifty Thousand) towards sitting fees for attending each of the other Committee meetings plus the reimbursement directly related to the actual travel and out-of-pocket expenses, if any, incurred by them.

The Independent Directors were paid sitting fees of ₹ 50,000/- (Rupees Fifty Thousand only) for attending the Independent Directors Meeting. The Company has not granted any Employee Stock Options to the Independent Directors. There are no pecuniary relationships or transaction of the Non-Executive Directors with the Company.

Prior to October 1, 2020, the Independent Directors were paid sitting fees of ₹ 50,000 (Rupees Fifty Thousand) for attending each of the Board Meeting and Audit Committee Meeting and ₹ 15,000/- (Rupees Fifteen Thousand) towards sitting fees for attending each of the other Committee meetings.

The Company has obtained a Directors and Officers Liabilities Insurance policy covering all Directors and Officers of the Company in respect of any legal action that might be initiated against any Director or Officer of the Company.

## 5 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of your Company was constituted on May 14, 2019, and currently comprises of Mr. Venkataraman Rajamani, Non-Executive Director and Chairperson of the Committee, Mr. Pankaj Vaish, Independent Director and Mr. Yatin Shah, Non-Executive Director.

During the year, Ms. Geeta Mathur stepped down from the Committee Membership of Stakeholders Relationship Committee w.e.f December 16, 2020 and Mr. Pankaj Vaish, Independent Director, was appointed as a Member of the Committee by the Board of Directors Committee w.e.f February 2, 2021.

The Committee met once during the FY 2020-21, on March 23, 2021. The necessary quorum was present at the meeting.

There was one complaint received by the Company during the year.

The name, designation and address of Compliance Officer of the Company is as under:

Name and designation:	Mr. Amit Bhandari, Company Secretary & Compliance Officer
Corporate Office Address:	IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
Contacts:	Tel: +91 22 39585600 E-mail: <a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a>

The Company Secretary of the Company acts as Secretary of the Committee.

The details of attendance of Committee Members, during the year ended March 31, 2021, is as follows:

Name of the members	Designation	Non-Executive/ Executive/ Independent	No. of Committee meetings held	Committee meeting attended
Mr. Venkataraman Rajamani	Chairperson	Non-Executive Director	1	1
Mr. Pankaj Vaish	Member	Independent Director	1	1
Mr. Yatin Shah	Member	Non-Executive Director	1	0

## 6 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee ("CSR Committee") comprises of Mr. Nilesh Vikamsey, Independent Director, Mr. Nirmal Jain, Non-Executive Director, Mr. Karan Bhagat, Managing Director & Chairperson of the Committee and Mr. Sandeep Naik, Non-Executive Director.

During the year under review, the Corporate Social Responsibility Committee of the Company met three (3) times on June 11, 2020, November 25, 2020 and March 23, 2021. The necessary quorum was present at all the meetings.

The details of attendance of Committee Members, during the year ended March 31, 2021, is as follows:

Name of the members	Designation	Non-Executive/ Executive/ Independent	No. of Committee meetings held	Committee meeting attended
Mr. Karan Bhagat	Chairperson	Managing Director	3	2
Mr. Nilesh Vikamsey	Member	Independent Director	3	3
Mr. Nirmal Jain	Member	Non-Executive Director	3	2
Mr. Sandeep Naik	Member	Non-Executive Director	3	3

## 7 RISK MANAGEMENT COMMITTEE:

Risk Management Committee comprises of Mr. Venkataraman Rajamani, Non-Executive Director, Ms. Geeta Mathur, Independent Director, Mr. Karan Bhagat, Managing Director, Mr. Shantanu Rastogi, Non-Executive Director and Chairperson of the Committee and Mr. Nilesh Vikamsey, Independent Director.

The objective of the Risk Management Committee is to oversee the risk management governance structure, define and review the framework for identification, assessment, monitoring, mitigation and reporting of risks.

During the year under review, the Risk Management Committee of the Company met eight (8) times on June 10, 2020; July 4, 2020; July 15, 2020; August 4, 2020; September 1, 2020; September 24, 2020; October 23, 2020 and February 1, 2021. The necessary quorum was present at all the meetings.

The details of attendance of Committee Members, during the year ended March 31, 2021, is as follows:

Name of the members	Designation	Non-Executive/ Executive/ Independent	No. of Committee meetings held	Committee meetings attended
Mr. Shantanu Rastogi	Chairperson	Non-Executive Director	8	8
Mr. Venkataraman Rajamani	Member	Non-Executive Director	8	8
Mr. Karan Bhagat	Member	Managing Director	8	8
Mr. Nilesh Vikamsey	Member	Independent Director	8	8
Ms. Geeta Mathur	Member	Independent Director	8	8

The Company Secretary of the Company acts as secretary of the Committee.

## 8 PERIODIC REVIEW OF COMPLIANCES OF ALL APPLICABLE LAWS

Your Company follows a system whereby all the acts, rules and regulations applicable to your Company are identified and compliance with such acts, rules and regulations is monitored by dedicated team on a regular basis. Verification of the compliances with the major acts/regulations is carried out by internal/ secretarial auditors and their reports and implementation of their observations are reported to the Board/Audit Committee. In addition, the audit and verification plan and actual status thereof are reviewed by the Board/Audit Committee periodically. A consolidated compliance certificate based on the compliance status received in respect of various laws, rules and regulations applicable to your Company is placed before the Board on regular basis and reviewed by the Board. Necessary reports are also submitted to the various regulatory authorities as per the requirements from time to time.

## 9 GENERAL BODY MEETINGS

The following table gives the details of the last three Annual General Meetings of the Company:

Date of AGM	Location	Time	Whether any special resolutions passed
September 11, 2020	Through Video Conferencing	11.00 a.m.	Yes. 3 special resolutions were passed
September 30, 2019	Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018.	12 Noon	Yes. 8 special resolutions were passed.
July 20, 2018	IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013	1.00 p.m.	Yes. 2 special resolutions were passed.

### Details of resolutions passed through postal ballot during Financial Year 2020-21 and details of the voting pattern:

There were two postal ballot(s) conducted by the Company during the FY 2020-21 and the details of the postal ballot(s) are provided as below:

- The Company sought the approval of shareholders through notice of postal ballot dated October 28, 2020, which was duly passed vide resolution dated December 4, 2020 and the result of which was announced on same day. Mr. Nilesh J Shah, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

(ii) The Company sought the approval of shareholders through notice of postal ballot dated March 12, 2021, which was duly passed vide resolution dated April 18, 2021 and the result of which was announced on same day. Mr. Nilesh J Shah, Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

(a) Details of Postal Ballot dated October 28, 2020:

Date of Postal Ballot Notice: October 28, 2020

Date of Declaration of Result: December 5, 2020

Voting Period: November 5, 2020 to December 4, 2020

Date of Approval: December 4, 2020

Special Resolution(s)	No. of Votes Polled	No. of Votes cast in favor	No. of Votes cast against	% of votes cast in favor on votes polled	% of votes cast against on votes polled
Issue of Non-Convertible Debentures on Private Placement basis	4,20,32,972	4,20,32,857	115	99.999	0.0003

(b) Details of Postal Ballot dated March 12, 2021

Date of Postal Ballot Notice: March 12, 2021

Date of Declaration of Result: April 19, 2021

Voting Period: March 20, 2021 to April 18, 2021

Date of Approval: April 18, 2021

Special Resolution(s)	No. of Votes Polled	No. of Votes cast in favor	No. of votes cast against	% of votes cast in favor on votes polled	% of votes cast against on votes polled
To approve IIFL Wealth Employee Stock Option Scheme 2021 ("IIFLWESOP2021") and grant of Employee Stock Options to the Employees of the Company under the Scheme.	6,93,41,551	6,28,60,228	64,81,323	90.65	9.35
To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the IIFL Wealth Employee Stock Option Scheme 2021	6,93,41,551	6,28,60,198	64,81,353	90.65	9.35

### Procedure for Postal Ballot

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars") respectively, issued by the Ministry of Corporate Affairs (MCA), the Company provided electronic voting (e-voting) facility, to all its Members. For this purpose, the Company had engaged the services of Central Depository Services (India) Limited.

The Notices of Postal Ballot were sent in electronic mode only to all those Members who had registered their e-mail addresses with the Company or Depository Participant/ Depository/Link Intime India Private Limited. Further, the Members had the option to vote only through remote e-voting and voting through physical ballot papers was not provided.

The Company had also published a notices in the newspaper declaring the details and requirements for postal ballot as mandated by the Act and applicable rules post circulation of postal ballot notices to all the shareholders.

Voting right was reckoned on the paid-up value of shares registered in the name of the Members as on the respective cut-off dates.

The scrutiniser completed their scrutiny and submitted the report to the Chairperson/Managing Director and the consolidated results of the voting were announced by the Chairperson/Authorised Officer.

The results of the respective Postal Ballots were also displayed on the Company's website [www.iiflwealth.com](http://www.iiflwealth.com) besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

## 10 DISCLOSURES

### (i) Disclosure on materially significant related party transactions that may have potential conflict with the interest of company at large:

The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors, which is displayed on your Company's website, i.e. [www.iiflwealth.com](http://www.iiflwealth.com). The Policy provides for identification of related party transactions, necessary approvals by the Audit Committee/Board/Shareholders, reporting and disclosure requirements, as applicable, in compliance with the Companies Act, 2013 and SEBI Listing Regulations, 2015.

All related party transactions that were entered during the financial year were in ordinary course of the business of the Company and all the related party transactions were on arms' length basis. All such related party transactions were placed before the Audit Committee for approval, wherever applicable.

### (ii) Details of non-compliance

No strictures/ penalties were imposed on your Company by Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matter related to the securities markets during the financial year 2020-21.

### (i) Details of establishment of Whistleblower Policy and Vigil Mechanism:

The Company has adopted a Vigil Mechanism and whistleblower Policy on June 25, 2019 and has established the necessary vigil mechanism for employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy also provides for adequate safeguard against victimization of the whistleblower who avails of

such mechanism and provides for the access to the Chairperson of the Audit Committee.

None of the whistleblower has been denied access to the Audit Committee.

### (ii) Prevention of Insider Trading

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, that came into effect from May 15, 2015. Pursuant thereof, the Company as a listed company and market intermediary has formulated and adopted a new code for prevention of insider trading incorporating the requirements in accordance with the aforesaid regulations, clarifications and circulars and the same are updated as and when required.

All the Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

### (iii) Compliance with Mandatory and Non-Mandatory Provision

Your Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under SEBI Listing Regulations, 2015 to the extent applicable to the Company.

The Company has also implemented some of the discretionary requirements, such as direct reporting by the Internal Auditor to the Audit Committee.

### (iv) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A):

During the financial year 2020-21, the Company has not raised any funds through preferential allotment or qualified institutional placement.

### (v) Disclosure of accounting treatment

There was no deviation in following the treatments prescribed in any of Accounting Standards (AS) in preparation of the financial statements of your Company.

### (vi) Policy on material subsidiary

The Company's policies on determining 'material' subsidiaries and determination of materiality of events or information are available on the Company's website viz. URL: [www.iiflwealth.com](http://www.iiflwealth.com).

### (vii) Relationship with other Directors

None of the Directors are related to any other Director.

### (viii) Details of Unclaimed Dividend/Shares of the Company

There are no unclaimed shares of the Company as on March 31, 2021, except 3,669 unclaimed shares which were allotted pursuant to composite scheme of demerger.

### (ix) Certificate from Company Secretary in practice

The Company has obtained a certificate from M/s. Jayaram U. Poojari, Company Secretary in practice confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority and is enclosed with this Report as **Annexure A**.

### (x) Disclosure under Sexual Harassment

The relevant disclosures in relation to the number of complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, have been mentioned in the Directors' Report of the Company and are reproduced below.

Particulars	No. of Complaints
Number of complaints filed during the financial year 2020-21	Nil
Number of complaints disposed of during the financial year 2020-21	Nil
Number of complaints pending as on end of the financial year 2020-21	Nil

### (xi) Statutory Auditor and Audit Fees

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

₹ in Millions

Type of Service	Financial Year 2020-21*
Audit Fees	₹ 18.20
Tax Audit Fees	-
Others	₹ 1.89
Total	₹ 20.09

\* Includes audit and audit-related services on the consolidated basis.

During the year, the Board has accepted all the recommendations made by the Audit Committee(s) and there were no such instances where the Board has not accepted recommendations made by any of the Committee of the Board.

## 11 MEANS OF COMMUNICATION TO THE STAKEHOLDERS

The primary source of information to shareholders, customers, analysts and other stakeholders of your Company and to public at large is through the website of your Company [www.iiflwealth.com](http://www.iiflwealth.com). The Annual Report, quarterly results, shareholding pattern, material events, corporate actions, copies of press releases, schedule of analysts/investor meets, among others, are regularly sent to Stock Exchanges and uploaded on the Company's website. Quarterly/annual financial results are regularly submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations, 2015.

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchange.

All the disclosures made to the stock exchanges are also available on the Company's website at [www.iiflwealth.com](http://www.iiflwealth.com).

The quarterly and annual results of your Company are published in the Free Press Journal, Financial Express and Navshakti & Loksatta which are widely circulated. Your Company also regularly makes presentation to the analyst in their meetings held from time to time, transcripts of which are uploaded on your Company's website. The schedule of analyst meets/Institutional Investors meets are also informed to the public through the Stock Exchanges.



## 12 GENERAL SHAREHOLDERS' INFORMATION

1.	<b>Annual General Meeting</b>	To be held on September 14, 2021, through VC / OAVM, without the physical presence of the Members at a common venue.
2.	<b>Financial calendar (2020-21)</b>	<p>April 1, 2020 to March 31, 2021</p> <p>Results for the quarter ended June 30, 2020 - were approved on August 14, 2020</p> <p>Results for the quarter ended September 30, 2020 – were approved on October 28, 2020</p> <p>Results for the quarter ended December 31, 2020 – were approved on February 2, 2021</p> <p>Results for the quarter and year ended March 31, 2021 – were approved on May 18, 2021</p>
3.	<b>Book closure date</b>	Friday, September 10, 2021 to Tuesday, September 14, 2021
4.	<b>Dividend</b>	During the period under review, your Company has twice declared the interim dividends. ₹ 40/- per share on August 19, 2020 and ₹ 30/- per share on February 2, 2021, with face value ₹ 2/- per share.
5.	<b>Listing of equity shares on stock exchanges at</b>	<p><b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051</p> <p><b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001</p> <p>The listing fees for the FY 2020-21 have been paid to the aforesaid Stock Exchanges.</p>
6.	<b>Stock code</b>	<p>National Stock Exchange of India Limited – IIFLWAM</p> <p>BSE Limited – 542772</p>
7.	<b>ISIN numbers in NSDL and CDSL for equity shares</b>	INE466L01020
8.	<b>Registrar &amp; Transfer Agent</b>	<p><b>Link Intime India Private Limited</b> C-101, 247, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai -400083. Tel: 022-49186000 Email: rnt.helpdesk@linkintime.co.in</p>
9.	<b>Share transfer system</b>	<p>Your Company's shares are compulsorily traded in dematerialized form. In case of transfers in physical form, which are lodged at the Registrar and Transfer Agent's Office, these are processed within a period of 15 days from the date of receipt.</p> <p>All share transfers and other share related issues are approved in the Stakeholders Relationship Committee Meeting, which is normally convened as and when required.</p>
10.	<b>Dematerialization of shares</b>	As on March 31, 2021, 99.96 % of the paid-up share capital of the Company was in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form through CDSL and NSDL as per notifications issued by the Securities and Exchange Board of India.
11.	<b>Correspondence for dematerialization, transfer of shares, non –receipt of dividend on shares and any other query relating to the shares of the Company</b>	<p><b>Link Intime Private Limited</b> C-101, 247, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083. Contact Person: Ms. Sharmila Amin <b>Tel: 022-49186000</b></p>

12.	<b>Any query on Annual Report contact at corporate office</b>	<b>Mr. Amit Bhandari, Company Secretary and Compliance Officer</b> IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Email: <a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a>
13.	<b>List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad</b>	Rating for ₹ 200 crore Commercial Paper (CP) is ICRA A1+. Rating for ₹ 100 crore unsecured Non- Convertible Debentures is ICRA AA. Rating for ₹ 300 crore secured Non- Convertible Debenture is ICRA AA.
14.	<b>Outstanding GDRs/ ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity</b>	The Company does not have any outstanding GDRs/ADRs/Warrants as on date.

### 13 SHAREHOLDING PATTERN

Categories of equity shareholders as on March 31, 2021:

Category	Number of equity shares held	Percentage of holding
Clearing Members	18,781	0.02
Other Bodies Corporate	6,93,328	0.79
Foreign Company	3,40,61,239	38.76
Hindu Undivided Family	38,688	0.04
Mutual Funds	13,21,514	1.50
Foreign Nationals	21,214	0.02
Non Resident Indians (Non Repatriable)	92,639	0.11
Non Resident Indians	20,85,982	2.37
Public	75,25,283	8.55
Promoters	2,01,46,136	22.92
Trusts	451	0.05
Insurance Companies	3,00,000	0.34
**Foreign Portfolio Investors (Corporate)	2,12,69,527	24.20
Alternate Investment Funds	1,67,439	0.19
NBFCs registered with RBI	170	0.00
<b>TOTAL :</b>	<b>8,78,82,770</b>	<b>100.00</b>

Note: \*\* In order to comply with the terms of the SEBI (Mutual Funds) (Amendment) Regulations, 2018, dated March 13, 2018, FIH Mauritius Investments Limited and HWIC Asia Fund (Class A Shares) have collectively restricted their voting rights in the Company to 9.99% to ensure that the net effective shareholding and voting rights of Fairfax Financial Holdings Limited in IIFL Asset Management Limited and IIFL Trustee Limited (wholly owned subsidiaries) is less than 10% of the voting rights and equity share capital of IIFL Asset Management Limited and IIFL Trustee Limited.

## 14 DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021

The distribution of shareholders as on March 31, 2021, is as follows:

Sr. No.	Shares Range	Number of Shareholders	% of total shareholders	Total shares for the range	% of issued capital
1	1 to 500	20,362	95.94	8,17,385	0.93
2	501 to 1000	253	1.19	1,84,447	0.21
3	1001 to 2000	184	0.87	2,70,426	0.31
4	2001 to 3000	68	0.32	1,66,254	0.19
5	3001 to 4000	44	0.21	1,54,698	0.17
6	4001 to 5000	30	0.14	1,35,713	0.15
7	5001 to 10000	72	0.34	5,33,736	0.61
8	10,001 and more	212	0.99	8,56,20,111	97.43
<b>Total</b>		<b>21,225</b>	<b>100.00</b>	<b>8,78,82,770</b>	<b>100.00</b>

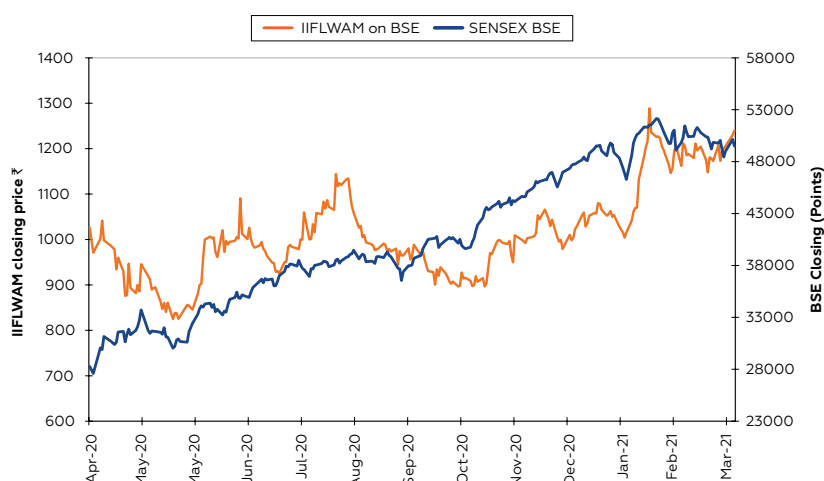
## 15 MARKET PRICE DATA

Table below gives the monthly high and low quotations of shares traded at BSE Limited and the National Stock Exchange of India Limited for the financial year 2020-2021:

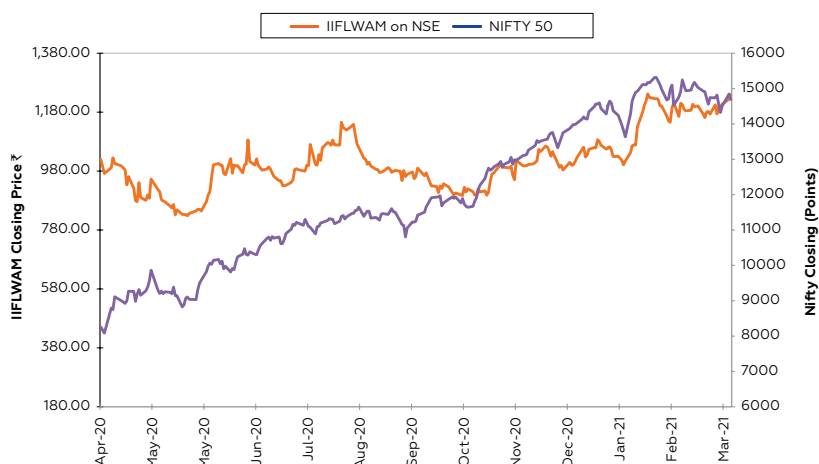
Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April 2020	1,101.95	857.45	1,20,27,919	1024.85	876.05	2,61,845
May 2020	1,040.00	810.00	24,51,950	917.30	828.15	1,30,017
June 2020	1,194.80	843.50	6,17,19,956	1085.95	877.05	5,92,782
July 2020	1,100.00	914.00	2,61,66,898	1070.25	947.01	4,32,854
August 2020	1,180.40	998.20	2,21,38,214	1,145.55	1,000.20	5,46,551
September 2020	1,047.40	922.55	41,87,45,629	1020.30	947.75	14,78,635
October 2020	1,000.00	880.00	1,29,27,520	989.85	897.10	7,39,652
November 2020	1,025.00	885.00	4,62,87,621	1015.65	897.65	9,83,414
December 2020	1,087.85	960.55	1,89,85,304	1064.60	983.45	6,22,747
January 2021	1,172.00	990.00	1,07,59,14,524	1,086.35	1,001.05	8,59,581
February 2021	1,346.35	1,015.00	5,08,15,148	1,241.85	1,042.05	12,81,796
March 2021	1,261.30	1,144.10	1,55,31,669	1,23,940	1,161.30	6,19,802

## STOCK PERFORMANCE vs S&P BSE AND NSE NIFTY 50

The performance of your Company's shares relative to the S&P BSE Sensex index is given in the chart below:



The performance of your Company's shares relative to the Nifty 50 index is given in the chart below:



## 16 SUBSIDIARY COMPANIES

During the year IIFL Wealth Prime Limited, formerly known as IIFL Wealth Finance Limited, wholly owned subsidiary of the Company has acquired IIFL Wealth Capital Markets Limited (formerly known as L&T Capital Markets Limited) on April 24, 2020.

Your Company has a system of placing the minutes of the Board/Audit Committee and statements of all the significant transactions/developments of the unlisted subsidiary companies at the Meeting of Board of Directors of Company.

## 17 CEO/CFO CERTIFICATE

The CEO & CFO certificate required under SEBI Listing Regulations, 2015 is annexed to this Report as an Annexure B.

## 18 CODE OF CONDUCT

The confirmation from the Managing Director regarding compliance with the Code of Conduct by all the Board Members and Senior Management forms part of the Report. The Code of Conduct is displayed on the website of the Company at [www.iiflwealth.com](http://www.iiflwealth.com).

## 19 COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Your Company actively monitors the foreign exchange movements and takes forward/options covers as appropriate to reduce the risks associated with transactions in foreign currencies.

The Company has not taken any exposure in commodity hedging activities.

### For and on behalf of the Board

**Karan Bhagat**

Managing Director  
DIN: 03247753

**Yatin Shah**

Director  
DIN: 03231090

Place: Mumbai

Date: May 18, 2021

## Annexure A

We have examined the compliance of provisions of the aforesaid clause 10 (i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and to the best of our information and according to the explanations/ confirmation given to us by IIFL Wealth Management Limited (CIN: L74140MH2008PLC177884) having its registered office at IIFL Centre, Kamala City Senapati Bapat Marg, Lower Parel, Mumbai – 400013 (“Company”) and the declarations made by the Directors, we hereby certify that none of the Directors of the Company as stated below for the financial year ending March 31, 2021, have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/ Ministry of Corporate Affairs.

Sr No.	Name of Director	DIN	Date of Appointment*
1	Nirmal Bhanwarlal Jain	00010535	17/01/2008
2	Venkataraman Rajamani	00011919	17/01/2008
3	Nilesh Shivji Vikamsey	00031213	21/05/2013
4	Subbaraman Narayan	00094081	25/06/2019
5	Pankaj Vaish	00367424	22/01/2020
6	Sandeep Achyut Naik	02057989	25/02/2016
7	Geeta Mathur	02139552	03/03/2015
8	Yatin Shah	03231090	27/09/2010
9	Karan Bhagat	03247753	27/09/2010
10	Gopalakrishnan Soundarajan	05242795	22/01/2020
11	Shantanu Rastogi	06732021	25/02/2016

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For J U Poojari & Associates**  
Practising Company Secretaries

**J. U. POOJARI**  
FCS: 8102 CP: 8187

Mumbai, May 18, 2021  
UDIN: F008102C000341701

## Annexure B

### Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- To,
- The Board of Directors  
**IIFL Wealth Management Limited**
- We certify that;
- (a) We have reviewed the financial statements and the cash flow statement of IIFL Wealth Management Limited for the year ended March 31, 2021 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (a) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (b) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any deficiencies in the design or operation of such internal controls.
- (c) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control during the year;
  - (ii) that there are no significant changes in accounting policies during the year;
  - (iii) that there are no instances of significant fraud of which we have become aware.

**Karan Bhagat**  
Managing Director  
DIN: 03247753

**Mihir Nanavati**  
Chief Financial Officer

Place: Mumbai  
Date: May 18, 2021

#### Declaration on Compliance with the Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for its board members and the senior management and the same is available on the Company's website. I confirm that the Company has in respect of financial year ended March 31, 2021, received from the senior management personnel of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

**For IIFL Wealth Management Limited**

**Karan Bhagat**  
Managing Director  
DIN: 03247753

Place: Mumbai  
Date: May 18, 2021

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
IIFL Wealth Management Limited

We have examined the compliance of conditions of Corporate Governance by IIFL Wealth Management Limited (hereinafter referred as "Company") for the financial year ended March 31, 2021, as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

Note: Due to lockdown under COVID-19, Certification on this Corporate Governance Report is done on the basis of documents made available to us in electronic form (i.e. scanned copies vide e-mail) by the Secretarial Team of the Company and such documents will be verified physically after the lockdown is lifted.

**For Mehta & Mehta,**  
Company Secretaries  
(ICSI Unique Code P1996MH007500)

**Dipti Mehta**  
Partner  
FCS No: 3667  
CP No.: 23905

Place: Mumbai  
Date: May 18, 2021  
UDIN: F003667C000340872