

																					ing th is lis t e d e n ti t y		
Mr.	Nil esh Shi vji Vik am sey	00 03 12 13	AA BP V3 68 0Q	ID, C & NE D		25- Au g- 20 14	30- Sep - 20 19		10 3	16- Au g- 19 64	No				Act ive	NA		7	7	10	5	AC, RC, NR C	
Mr.	Ve nk ata ra ma n Raj am ani	00 01 19 19	AD HP R6 63 3G	NE D		17- Jan - 20 08				27- Jul- 19 67	No				Act ive	NA		3	0	3	1	SC, RC	
Mr.	Nir ma l	00 01 05	AB RPJ 92	NE D		17- Jan -				11- De c-	No				Act ive	NA		2	0	0	0		

	Bh an wa rlal Jai n	35	35 G			20 08				19 66												
Mr s.	Ge eta Ma thu r	02 13 95 52	AA KP M7 38 0D	ID		03- Ma r- 20 15	11- Sep - 20 20		97	21- No v- 19 66	No				Act ive	NA		7	7	9	5	AC, RC, NR C
Mr.	Kar an Bh aga t	03 24 77 53	AE BP B7 24 9B	ED		27- Sep - 20 10				25- Ap r- 19 77	No				Act ive	NA		1	0	1	0	RM C
Mr.	Yat in Sha h	03 23 10 90	AA MP S4 22 5K	NE D		27- Sep - 20 10				27- Jan - 19 76	No				Act ive	NA		1	0	3	0	SC
Mr.	Su bb ara ma n Na ray an	00 09 40 81	AB UP N5 09 5R	ID		25- Jun - 20 19	25- Jun - 20 19		45	20- Jun - 19 43	No				Act ive	Yes	30- Sep - 20 19	4	4	5	3	
Mr.	Pa nk aj Vai sh	00 36 74 24	AA BP V3 82 5F	ID		22- Jan - 20 20	22- Jan - 20 20		38	09- Fe b- 19 62	No				Act ive	NA		4	4	6	0	AC, SC

Mr.	Rishi Mandawat	07639602	AJPM45Q	NE D,ND		23-Nov-2022				29-Oct-1979	No				Active	NA		2	0	0	0	AC, SC, RC	
Mr.	Pavinder Singh	03048302	BOFPS85OP	NE D,ND		23-Nov-2022				24-Oct-1976	No				Active	NA		1	0	4	0	NR C	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Geeta Mathur	ID	Chairperson	30-Mar-2015	
2	Nilesh Shivji Vikamsey	ID,C & NED	Member	18-Jun-2013	
3	Pankaj Vaish	ID	Member	22-May-2020	
4	Rishi Mandawat	NED,ND	Member	23-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Venkataraman Rajamani	NED	Chairperson	14-May-2019	
2	Pankaj Vaish	ID	Member	02-Feb-2021	
3	Yatin Shah	NED	Member	14-May-2019	
4	Rishi Mandawat	NED,ND	Member	23-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Venkataraman Rajamani	NED	Member	14-May-2019	
2	Karan Bhagat	ED	Member	14-May-2019	
3	Nilesh Shivji Vikamsey	ID,C & NED	Member	14-May-2019	
4	Geeta Mathur	ID	Member	14-May-2019	
5	Rishi Mandawat	NED,ND	Chairperson	23-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Geeta Mathur	ID	Chairperson	30-Mar-2015	
2	Nilesh Shivji Vikamsey	ID,C & NED	Member	30-Mar-2015	
3	Pavninder Singh	NED,ND	Member	23-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
19-Oct-2022	Yes	11	10	4
15-Nov-2022	Yes	11	9	3
23-Nov-2022	Yes	11	8	4
19-Jan-2023	Yes	10	9	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	56

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	19-Oct-2022	Yes	4	3	3	0
Audit Committee	15-Nov-2022	Yes	4	4	3	0

Audit Committee	19-Jan-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	10-Oct-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	15-Mar-2023	Yes	4	4	1	0
Risk Management Committee	10-Oct-2022	Yes	5	4	2	0
Risk Management Committee	06-Jan-2023	Yes	5	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	64

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. 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 - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Rohit Bhase**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.iiflwealth.com/Investor-Relations
Terms and conditions of appointment of	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLW_IR_Terms
Composition of various committees of	Yes		https://www.primeinfobase.in/z_IIFLWAM/companyboardofdir.aspx?valu
Code of conduct of board of directors and	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLW_IR_Code
Details of establishment of vigil mechanism/	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLWealth_Whis
Criteria of making payments to non-	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/Nomination_and
Policy on dealing with related party	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/360_ONE_WAM
Policy for determining 'material' subsidiaries	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLW_IR_Policy-
Details of familiarization programs imparted	Yes		https://www.primeinfobase.in/z_IIFLWAM/policies.aspx?value=Z/Asmhe
Email address for grievance redressal and other relevant details entity who are	Yes		https://www.primeinfobase.in/z_IIFLWAM/companycontactdetails.aspx?value=7/Asmhe70eTM600MSHCeMw==
Contact information of the designated	Yes		https://www.primeinfobase.in/z_IIFLWAM/companycontactdetails.aspx?
Financial results	Yes		https://www.primeinfobase.in/pages_new/BoardMeetingAgenda.aspx?va
Shareholding pattern	Yes		https://www.primeinfobase.in/pages_new/SHP_QuarterShareholding.asp
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		https://www.primeinfobase.in/pages_new/corp_announcement.aspx?valu
New name and the old name of the listed	Yes		https://www.iiflwealth.com/Investor-Relations
Advertisements as per regulation 47 (1)	Yes		https://www.primeinfobase.in/z_IIFLWAM/newspaper_advertisement.asp
Credit rating or revision in credit rating	Yes		https://www.primeinfobase.in/z_IIFLWAM/credit_rating.aspx?value=Z/As
Separate audited financial statements of	Yes		https://www.primeinfobase.in/z_IIFLWAM/subsidiaryfin.aspx?value=Z/As
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.iiflwealth.com/Investor-Relations
Materiality Policy as per Regulation 30	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLW_IR_Policy-

Dividend Distribution policy as per	Yes		https://www.primeinfobase.in/z_IIFLWAM/files/policies/IIFLWAM_Divide
It is certified that these contents on the	Yes		https://www.iiflwealth.com/Investor-Relations
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	

<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Rohit Bhave**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			

<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status	
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Name	:	Rohit Bhase
Designation	:	Company Secretary & Compliance Officer