

May 9, 2020

<b>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001. BSE Scrip Code: 542772</b>	<b>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. NSE Symbol: IIFLWAM</b>
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Dear Sir/Madam,

**Sub: - Submission of Reconciliation of Share Capital Audit Certificate under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2020**

Please find enclosed herewith Reconciliation of Share Capital audit certificate in terms of Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For **IIFL Wealth Management Limited**

Sd/-

**Ashutosh Naik**  
**Company Secretary & Compliance Officer**  
Email Id: [secretarial@iiflw.com](mailto:secretarial@iiflw.com)

Encl:a\

**IIFL WEALTH MANAGEMENT LIMITED**

Corporate & Registered Office:  
IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013  
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

(An IIFL Group Company)

[www.iiflwealth.com](http://www.iiflwealth.com)  
U74140MH2008PLC177884

CIN:

**J U POOJARI & ASSOCIATES**  
COMPANY SECRETARIES

Office:

111, 11<sup>th</sup> Floor, Sai – Dwar CHSL  
Sab TV Lane, OppLaxmi Indl.Estate  
Above Shabari Restaurant  
Andheri (W), Mumbai : 400 053  
Tel.: 2630 1232/ 2630 1233/ 2630 1240  
Email: jupoojari& rediffmail.com

To,  
The Board of Directors,  
**IIFL Wealth Management Limited,**  
IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai (MH)- 400013

Dear Sir(s),

**SUB: Reconciliation of Share Capital Audit Certificate in terms of Regulation 76 of SEBI  
(Depositories & Participants) Regulations, 2018.**

I have examined the Register of Members, Beneficiary details furnished by the depositories and other records / documents maintained by M/s. **IIFL Wealth Management Limited** (hereinafter referred to as “the Company”) and M/s. **Link Intime India Pvt. Ltd.**, the Registrar and Transfer Agent of the Company, for issuing this Certificate in accordance with Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018, as amended from time to time.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify that:

1	For Quarter Ended	<b>31.03.2020</b>	
2	ISIN	INE466L01020	
3	Face Value	Equity Shares of Rs. 2/- each.	
4	Name of the Company& CIN	<b>IIFL Wealth Management Ltd</b> CIN: U74140MH2008PLC177884	
5	Registered Office Address	IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai (MH)- 400013	
6	Correspondence Address	IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.	
7	Telephone & Fax Nos.	Tel: (91-22) 4876 5600 Fax No.: (91-22) 4646 4706	
8	Email Address	<a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a>	
9	Names of the Stock Exchanges where the Company's securities are listed	BSE Limited & National Stock Exchange of India Ltd.	
		<b>Number of Shares</b>	
10	Issued Capital	8,71,81,042	<b>% of Total Issued Capital</b>
11	Listed Capital (Exchange-wise) (as per company records)	8,71,60,795	
		BSE	
		NSE	
12	Held in dematerialized form in CDSL	10,03,272	1.16
13	Held in dematerialized form in NSDL	8,61,38,251	98.80
14	Physical	39,519	0.04
15	Total No. of shares (12+13+14)	8,71,81,042	100.00
16	Reasons for difference if any, between (10&11), (10&15), (11&15)	20,247 Shares issued pursuant to exercise of ESOPs were listed on BSE & NSE in the month of April, 2020	

17	Certifying the details of changes in share capital during the quarter ended under consideration as per Table Below:						
	Particulars ***	No. of Shares	Applied/ Not Applied For Listing	Listed on Stock Exchanges (Names)	Whether Intimate d to CDSL	Whether Intimated to NSDL	In-prin. Approval Pending for SE (Names)
	During the quarter ended March 31, 2020, 17170, 37797, 10828 & 9419 Equity shares under ESOS Scheme were allotted.	75,214 Equity shares	75,214 shares applied for listing.	Out of 75,214 shares applied for listing, 54,967 shares were listed on BSE Ltd. & NSE during the quarter.	Yes	Yes	NA
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify).							
18	Register of Members is updated (Yes/No), If not, updated up to which date						Yes
19	Reference of previous half year with regard to excess dematerialized shares, if any.						N.A.
20	Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?						N.A.
21	Mentioned the total no. of requests, if any, confirmed after 21/30 days and the total no. of requests pending beyond 21/ 30 days with the reasons for delay						
	Total No. of Demat request		No. of Request	No. of shares	Reasons for delay		
	Confirmed after 21 / 30 Days (From the date of receipt of DRF by RTA)		0	0	NA		
	Pending for more than 21 / 30 days (From the date of receipt of DRF by RTA)		NA	NA	NA		
22	Name, Telephone & Fax No. of the Company Secretary and Compliance Officer of the Company		<b>Mr. Ashutosh Naik</b> <b>Company Secretary &amp; Compliance Officer</b> <b>Membership No. ACS: 15067</b> Tel: (91-22) 4876 5600 Fax No.: (91-22) 4646 4706				
23	Name, Address, Tel. & Fax No., Registration no. of the Auditor		<b>Jayaram U Poojari,</b> B-504, Ranjita Apts, D.N. Mhatre Road Eksar, Borivli (W), Mumbai -400092 Tel. (91-22) 26301232 Fax No. (91-22)26301233 FCS: 8102 CP: 8187				
24	Appointment of common agency for share registry work If yes (name & address)		<b>Link Intime India Private Limited</b> SEBI registration no. INR000004058 C - 101, 247 Park, LBS Marg, Vikhroli(West), Mumbai - 400 083; Tel .Nos. 49186000 Fax No. 49186060 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>				

25.	Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.)	Out of 75,214 shares applied for listing, 54,967 shares were listed on BSE Ltd. & NSE and balance 20,247 shares were listed in the month of April, 2020
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Place: Mumbai  
Date : 09. 05.2020

Jayaram U Poojari  
Company Secretary  
FCS No. 8102 C.P. No.8187

UDIN: F008102B000219522