

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74140MH2008PLC177884

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABC18294C

(ii) (a) Name of the company

IIFL WEALTH MANAGEMENT

(b) Registered office address

IIFL Centre, Kamala City
Senapati Bapat Marg, Lower Parel
Mumbai
Maharashtra
400013

(c) *e-mail ID of the company

Secretarial@iiflw.com

(d) *Telephone number with STD code

2249186000

(e) Website

https://www.iiflwealth.com

(iii) Date of Incorporation

17/01/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National stock Exchange Ltd	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will be held on September 14, 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K7	Financial Advisory, brokerage and Consultancy Services	70
2	K	Financial and insurance Service	K8	Other financial activities	0

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	IIFL WEALTH DISTRIBUTION SE +	U45201MH1995PLC228043	Subsidiary	100
2	IIFL ASSET MANAGEMENT LIM +	U74900MH2010PLC201113	Subsidiary	100
3	IIFL WEALTH PRIME LIMITED	U65990MH1994PLC080646	Subsidiary	100
4	IIFL WEALTH PORTFOLIO MAN +	U74120MH2011PLC219930	Subsidiary	100
5	IIFL TRUSTEE LIMITED	U74990MH2009PLC193063	Subsidiary	100
6	IIFL INVESTMENT ADVISER AN +	U74990MH2010PLC211334	Subsidiary	100
7	IIFL WEALTH SECURITIES IFSC L +	U65999GJ2018PLC102974	Subsidiary	100
8	IIFL WEALTH ALTIORE LIMITED	U74999KA2016PLC097306	Subsidiary	100
9	IIFLW CSR FOUNDATION	U80102MH2020NPL336251	Subsidiary	100
10	IIFL WEALTH CAPITAL MARKET +	U67190MH2013PLC240261	Subsidiary	100
11	IIFL Asset Management (Mauri +		Subsidiary	100
12	IIFL Private Wealth Manageme +		Subsidiary	100
13	IIFL Inc.		Subsidiary	100
14	IIFL Capital (Canada) Ltd.		Subsidiary	100
15	IIFL (Asia) Pte. Ltd.		Subsidiary	100
16	IIFL Capital Pte. Ltd.		Subsidiary	100
17	IIFL Securities Pte. Ltd.		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	132,650,000	87,882,770	87,882,770	87,882,770
Total amount of equity shares (in Rupees)	265,300,000	175,765,540	175,765,540	175,765,540

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	132,650,000	87,882,770	87,882,770	87,882,770
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	265,300,000	175,765,540	175,765,540	175,765,540

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	39,519	87,141,523	87181042	174,362,084	174,362,084	
Increase during the year	0	705,055	705055	1,403,456	1,403,456	304,434,928
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	701,728	701728	1,403,456	1,403,456	304,434,928
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	3,327	3327			
Converted Physical to DEMAT						
Decrease during the year	3,327	0	3327	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	3,327	0	3327	0	0	
Converted Physical to DEMAT						
At the end of the year	36,192	87,846,578	87882770	175,765,540	175,765,540	

Preference shares

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

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

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

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

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

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	00	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

1,377,805,489

(ii) Net worth of the Company

24,297,215,188

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,424,708	22.1	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Person Acting in Concert	721,428	0.82	0	
	Total	20,146,136	22.92	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,563,971	8.61	0	
	(ii) Non-resident Indian (NRI)	2,085,982	2.37	0	
	(iii) Foreign national (other than NRI)	21,214	0.02	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	300,000	0.34	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	21,269,527	24.2	0	
7.	Mutual funds	1,321,514	1.5	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	693,328	0.79	0	
10.	Others Foreign Companies , Altern	34,481,098	39.24	0	

	Total	67,736,634	77.07	0	0
--	--------------	------------	-------	---	---

Total number of shareholders (other than promoters)

20,818

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

20,832

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

107

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABS DIRECT EQUITY FUND	STANDARD CHARTERED BANK Sec			20,828	0.02
ABU DHABI INVESTMENT	JPMORGAN CHASE BANK N.A. IND			249,414	0.28
BANK MUSCAT INDIA	HSBC SECURITIES SERVICES 11TH F			1,799,746	2.05
JNL/FRANKLIN TEMPLETON	JPMORGAN CHASE BANK N.A. IND			414,992	0.47
KBC EQUITY FUND	HSBC SECURITIES SERVICES 11TH F			21,241	0.02
OREGON PUBLIC EMPLOYEES	DEUTSCHE BANK AG, DB HOUSE H			906	0
STATE STREET GLOBAL	DEUTSCHE BANK AG, DB HOUSE H			4,034	0
STATE STREET GLOBAL	DEUTSCHE BANK AG, DB HOUSE H			40,516	0.05
STATE STREET MSCI EMERGING	DEUTSCHE BANK AG DB HOUSE, H			15,026	0.02
WORLD EX U.S. TARGET	CITIBANK N.A. CUSTODY SERVICES			4,689	0
AL MEHWAR COMMERCIAL	DEUTSCHE BANK AG, DB HOUSE H			128,156	0.15
ALLIANZ GLOBAL INVESTMENT	JPMORGAN CHASE BANK N.A. IND			1,829	0
ASHOKA INDIA OPPORTUNITIES	HSBC SECURITIES SERVICES 11TH F			67,500	0.08
AURIGIN MASTER FUND	WALKERS CORPRATE LIMITED CAY			8,000	0.01
CAPITAL GROUP CAPITAL	DEUTSCHE BANK AG, DB HOUSE H			1,190	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			4,459	0.01
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			16,213	0.02
FIRST STATE INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			6,445	0.01
NORTHERN TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES			35,019	0.04
SUNDARAM INDIA MID-CAP	HSBC SECURITIES SERVICES 11TH F			45,228	0.05

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WASHINGTON STATE	DEUTSCHE BANK AG, DB HOUSE H			464	0
WORLD EX U.S. CORE	CITIBANK N.A. CUSTODY SERVICES			4,888	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			28	0
EMERGING MARKETS S	JPMORGAN CHASE BANK N.A. IND			8,858	0.01
ISHARES INDIA SC MA	CITIBANK N.A. CUSTODY SERVICES			63,408	0.07

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	14	14
Members (other than promoters)	22,415	20,818
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	1	3	0.28	12.44
B. Non-Promoter	0	5	0	5	0	0.03
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0.03
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	2	9	1	10	0.28	12.47
-------	---	---	---	----	------	-------

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Nilesh Vikemsey	00031213	Director	23,571	
Venkataraman Rajamar 	00011919	Director	1,349,204	
Nirmal Bhanwarlal Jain	00010535	Director	6,228,856	
Geeta Mathur	02139552	Director	0	
Karan Bhagat	03247753	Managing Director	245,911	
Yatin Shah	03231090	Director	3,356,490	
Shantanu Rastogi	06732021	Nominee director	0	
Sandeep Naik	02057989	Nominee director	0	
Subbaraman Narayan	00094081	Director	0	
Pankaj Vaish	00367424	Director	0	
Gopalakrishnan Soundar 	05242795	Director	0	
Amit Bhandari	AMBPB7802Q	Company Secretar	0	
Mihir Nanavati	AABPN3417B	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Amit Bhandari	AMBPB7802Q	Company Secretar	02/02/2021	Appointment
Ashutosh Naik	ABXPN8173B	Company Secretar	14/10/2020	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General meeting	11/09/2020	22,965	53	12.6

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/06/2020	11	11	100
2	13/08/2020	11	11	100
3	14/08/2020	11	11	100
4	19/08/2020	11	11	100
5	28/10/2020	11	11	100
6	25/11/2020	11	10	90.91
7	02/02/2021	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/06/2020	4	4	100
2	Audit Committee	11/06/2020	4	4	100
3	Audit Committee	13/08/2020	4	4	100
4	Audit Committee	14/08/2020	4	4	100
5	Audit Committee	19/08/2020	4	4	100
6	Audit Committee	27/10/2020	4	4	100
7	Audit Committee	01/02/2021	4	4	100
8	Corporate Social Responsibility	11/06/2020	4	4	100
9	Corporate Social Responsibility	25/11/2020	4	2	50

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Corporate Soc	23/03/2021	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Nilesh Vikems	7	7	100	20	20	100	
2	Venkataramar	7	7	100	9	9	100	
3	Nirmal Bhanw	7	6	85.71	5	4	80	
4	Geeta Mathur	7	7	100	17	17	100	
5	Karan Bhagat	7	7	100	11	10	90.91	
6	Yatin Shah	7	7	100	1	0	0	
7	Shantanu Ras	7	7	100	15	15	100	
8	Sandeep Naik	7	7	100	5	5	100	
9	Subbaraman N	7	6	85.71	0	0	0	
10	Pankaj Vaish	7	7	100	8	8	100	
11	Gopalakrishna	7	7	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Karan Bhagat	Managing Direct	45,584,606	0	0	3,988,769	49,573,375
	Total		45,584,606	0	0	3,988,769	49,573,375

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Mihir Nanavati	Chief Financial Officer	15,142,176	0	5,728,000	693,529	21,563,705
2	Mr. Amit Bhandari	Company Secretary	428,802	0	0	34,124	462,926
3	Mr. Ashutosh Naik	Company Secretary	4,861,036	0	0	0	4,861,036
	Total		20,432,014	0	5,728,000	727,653	26,887,667

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Geeta Mathur	Independent Director	0	1,000,000	0	1,075,000	2,075,000
2	Mr. Nilesh Vikamsey	Independent Director	0	1,000,000	0	1,175,000	2,175,000
3	Dr. Subbaraman Naik	Independent Director	0	500,000	0	370,000	870,000
4	Mr. Pankaj Vaish	Independent Director	0	1,000,000	0	870,000	1,870,000
	Total		0	3,500,000	0	3,490,000	6,990,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mehta and Mehta

Whether associate or fellow

Associate Fellow

Certificate of practice number

23905

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

--

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **IIFL Wealth Management Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under **for the financial year ended on March 31, 2021**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within the prescribed time, however the company has filed e-form MGT-14 for appointment of Company Secretary & for issuance of shares through Employee Stock Options and e-form IEPF-2 for statement of unclaimed and unpaid amounts and details of Nodal Officer with payment of additional fees;

Further, as informed by the management, the Company has given necessary intimations to the Ministry of Corporate Affairs ("MCA") with respect to all the ordinary and special resolutions passed at the Annual General Meeting ("AGM") held through Video-Conferencing on September 11, 2020 under e-form MGT-15 within the prescribed timelines.

4. calling/convening/holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members/Security holders, as the case may be;
6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act **(during the financial year under review not applicable to the Company);**
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. ~~issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances;~~
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act **(during the financial year under review not applicable to the Company);**
10. ~~declaration/payment of dividend/transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 under The Companies Act, 2013;~~
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub-sections (3), ~~(4)~~ and (5) thereof;
12. ~~constitution/appointment/re-appointments/retirement/filling up casual vacancies/~~disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. ~~appointment/reappointment/ratification/filling up casual vacancies of~~ auditors as per the provisions of Section 139 of the Act;

14. approvals required to be taken from the ~~Central Government, Tribunal, Regional Director, Registrar, Court~~ or such other authorities under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits **(during the financial year under review not applicable to the Company);**
16. borrowings from bank, its Directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable**(during the financial year under review not applicable to the Company); However, during the financial year under review, the Company has obtained approval of the shareholders to offer and issue Non-Convertible Debentures of the Company on Private Placement basis.**
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company **(during the financial year under review not applicable to the Company);**

Note: Due to lockdown under COVID-19, Certification on this Form No. MGT-8 is done on the basis of the documents made available to us in the electronic form (i.e. scanned copies shared via email) 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)**

**sd/-
Dipti Mehta
Partner**

**FCS No: 3667
CP No.:23905**

**Place: Mumbai
Date: August 18, 2021**

UDIN: F003667C000802036