



																thi s list ed ent ity		
Mr.	Niles h Vika msey	0003 1213	AAB PV36 80Q	ID,C & NED		25- Aug- 2014	30- Sep- 2019		91	16- Aug- 1964	NA		6	5	8	3	AC,R C,NR C	
Mr.	Venk atara man Raja mani	0001 1919	ADH PR66 33G	NED		17- Jan- 2008	17- Jan- 2008			27- Jul- 1967	NA		3	0	4	1	SC,R C	
Mr.	Nirm al Bhan warl al Jain	0001 0535	ABR PJ92 35G	NED		17- Jan- 2008	17- Jan- 2008			11- Dec- 1966	NA		2	0	0	0		
Ms.	Geet a Math ur	0213 9552	AAK PM7 380D	ID		03- Mar- 2015	11- Sep- 2020		85	21- Nov- 1966	NA		7	7	9	5	AC,R C,NR C	
Mr.	Kara n Bhag at	0324 7753	AEB PB72 49B	ED	MD	27- Sep- 2010	30- Sep- 2019			25- Apr- 1977	NA		1	0	1	0	RMC	
Mr.	Yatin Shah	0323 1090	AAM PS42 25K	NED		27- Sep- 2010	30- Sep- 2019			27- Jan- 1976	NA		1	0	2	0	SC	
Mr.	Shan tanu Rast ogi	0673 2021	AGD PR84 72J	NED, ND		25- Feb- 2016	25- Feb- 2016			26- Mar- 1979	NA		1	0	2	0	AC,R C	

Mr.	Sand eep Naik	0205 7989	AFEP N67 31J	NED, ND		25- Feb- 2016	25- Feb- 2016			29- Oct- 1972	NA		1	0	0	0	NRC	
Mr.	Subb aram an Nara yan	0009 4081	ABU PN5 095R	ID		25- Jun- 2019	25- Jun- 2019		33	20- Jun- 1943	Yes	30- Sep- 2019	4	4	6	2		
Mr.	Pank aj Vais h	0036 7424	AAB PV38 25F	ID		22- Jan- 2020	22- Jan- 2020		26	09- Feb- 1962	NA		1	1	4	0	AC,S C	
Mr.	Gopa lakri shna n Soun daraj an	0524 2795	AAIP S702 3D	NED		22- Jan- 2020	22- Jan- 2020			20- May- 1962	NA		3	0	1	0		

Company Remarks	<p>A) Mr. Nilesh Vikamsey's initial date of appointment is May 21, 2013. However, he was appointed as an Independent Director w.e.f. August 25, 2014. Accordingly, the initial date of appointment mentioned in this report is August 25, 2014 i.e. the date of his appointment as Independent Director. Also, his tenure as an Independent Director, in months reported in this report i.e. 91 months, is calculated from August 25, 2014 i.e. the date of his appointment as Independent Director.</p> <p>B) in addition to the details specified in table below, following Directors are Chairperson in Audit / Stakeholder Relationship Committees of public limited companies (other than equity listed entities):  Mr. Venkataraman Rajamani - 1  Ms. Geeta Mathur - 1  Mr. Subbaraman Narayan - 2</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Geeta Mathur	ID	Chairperson	30-Mar-2015	
2	Shantanu Rastogi	NED,ND	Member	25-Feb-2016	
3	Nilesh Vikamsey	ID,C & NED	Member	18-Jun-2013	
4	Pankaj Vaish	ID	Member	22-May-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pankaj Vaish	ID	Member	02-Feb-2021	
2	Venkataraman Rajamani	NED	Chairperson	14-May-2019	
3	Yatin Shah	NED	Member	14-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Venkataraman Rajamani	NED	Member	14-May-2019	
2	Karan Bhagat	ED	Member	14-May-2019	

3	Nilesh Vikamsey	ID,C & NED	Member	14-May-2019	
4	Shantanu Rastogi	NED,ND	Chairperson	14-May-2019	
5	Geeta Mathur	ID	Member	14-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Geeta Mathur	ID	Chairperson	30-Mar-2015	
2	Nilesh Vikamsey	ID,C & NED	Member	30-Mar-2015	
3	Sandeep Naik	NED,ND	Member	25-Feb-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
27-Oct-2021	02-Feb-2022	Yes	11	4
05-Nov-2021	30-Mar-2022	Yes	8	3
27-Nov-2021		Yes	9	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	66

**iv. Meeting of Committees**

Name of the	Date(s) of	Date(s) of	Whether	Number of	Number of
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<b>Committee</b>	<b>meeting during of the committee in the previous quarter</b>	<b>meeting of the committee in the relevant quarter</b>	<b>requirement of Quorum met (Yes/No)</b>	<b>Directors present</b>	<b>independent directors present</b>
Audit Committee	26-Oct-2021		Yes	4	3
Audit Committee		01-Feb-2022	Yes	4	3
Stakeholders Relationship Committee		15-Mar-2022	Yes	3	1
Risk Management Committee	20-Oct-2021		Yes	5	2

Company Remarks	Audit Committee held on February 1, 2022 was adjourned to February 2, 2022 for certain matters. The quorum for both the dates mentioned above were same.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	

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 100 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:

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## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://www.iiflwealth.com/services/investment-products">https://www.iiflwealth.com/services/investment-products</a>
Terms and conditions of appointment of	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Composition of various committees of	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Code of conduct of board of directors and	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Criteria of making payments to non-	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Policy on dealing with related party	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Details of familiarization programs imparted	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Contact information of the designated	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Financial results	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Shareholding pattern	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
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		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Credit rating or revision in credit rating	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Separate audited financial statements of	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
Dividend Distribution policy as per	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>
It is certified that these contents on the	Yes		<a href="https://www.iiflwealth.com/Investor-Relations">https://www.iiflwealth.com/Investor-Relations</a>

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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>	22	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 Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	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 &amp; 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)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**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**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<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:**

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

<i>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:**

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

Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

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

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<b>Affirmations</b>	
<i>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</i>	
<b>Company Remarks in case of non-compliant status</b>	

**For IIFL Wealth Management Limited**

**Rohit Bhase  
Company Secretary  
ACS – 21409**