

To,
The Board of Directors of
IIFL Investment Adviser and Trustee Services Limited
IIFL Centre,
Kamala City,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013.

Ref: AQ/2022-23/033

Dear Sirs,

Sub: Auditors' Certificate pursuant to SEBI Guidelines for Investment Advisers.

1. This certificate is issued in accordance with the terms of our engagement letter.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018), the Statutory Auditors of **IIFL Investment Adviser and Trustee Services Limited** (the "Company"), having its Registered Office at IIFL Centre, Kamala City Senapati Bapat Marg, Lower Parel Mumbai 400013, have been requested by the management of the Company to express a conclusion on the "Statement of compliance with the client level segregation requirements at a Group level (as defined Regulation 22 (3) (iii) of Securities and Exchange Board of India (Investment Advisers) Regulations, 2013) for the year ended March 31, 2022" (the "Statement") as applicable to it as per Regulation 22 of Securities and Exchange Board of India (Investment Advisers) Regulations, 2013 and amended thereon (the "Regulations").

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and the maintenance of proper books of account and such other records as required to ensure compliance with Client level segregation as specified in the Regulations as applicable to Company.
4. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management of the Company is responsible for the adherence of all the provisions prescribed in the Circulars, Rules and Regulations issued by the Securities and Exchange Board of India (SEBI), as amended from time to time and to ensure compliance with Client level segregation as specified in the Regulation for the year ended March 31, 2022 as applicable to it.



Auditors' Responsibility

6. Pursuant to the requirements of the Regulations, our responsibility, for the purpose of this certificate, is to provide a limited assurance on the particulars mentioned in the Statement regarding the client level segregation during the year ended March 31, 2022 as applicable to it, on the basis of the verification of the books of account and other relevant records and documents maintained by the Company in the normal course of its business.
7. The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
8. We conducted our review in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Criteria and Scope

10. The criteria against which the information contained in the Statement was evaluated are:
 1. Read the client database maintained at the Group level as at March 31, 2022 providing details of the nature of services being provided.
 2. Basis reading of the above, identified whether the same client is offered both advisory and distribution services.
 3. Reviewed that the Company does not offer distribution services through the same department or division by verifying the registration certificates provided by SEBI to the respective entities of the Group and reviewing the books of account and other relevant records and documents maintained by the Company.
 4. We have relied on the management representation for compliance and monitoring process for client segregation at group or family level.

Conclusion

Based on our examination as above, and according to the information, explanations and representation provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the particulars mentioned in the Statement regarding the client level segregation as applicable to the Company are not in compliance with the Regulations.



Restriction on Use and distribution

11. This certificate is issued at the request of the Management of the Company solely for the purpose of onward submission to the SEBI, BSE Administration and Supervision Limited and Compliance Auditor pursuant to the requirements of the Regulation and should not be used for any other purposes. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Anjum A. Qazi
Partner
(Membership No. 104968)
(UDIN: 22104968AVAURY5283)

Place: Mumbai
Date: September 26, 2022