



May 13, 2022

**The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.**

BSE Scrip Code: 955473

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report for the financial year 2021-22 issued by J. U. Poojari & Associates, Company Secretaries.

You are requested to kindly take the above information on your record.

Thanking you,

For IIFL Wealth Prime Limited
(Formerly known as IIFL Wealth Finance Limited)

Amit Bhandari
Company Secretary & Compliance Officer

IIFL WEALTH PRIME LIMITED
(FORMERLY KNOWN AS IIFL WEALTH FINANCE LIMITED)

Corporate & Registered Office:
6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai – 400 013
TEL: (91-22) 4876 5600 | **FAX:** (91-22) 4876 5606

(IIFL Wealth Group)
www.iiflwealthprime.com

CIN: U65990MH1994PLC080646

JU POOJARI & ASSOCIATES

COMPANY SECRETARIES

Office:

111, 11th Floor, Sai – Dwar CHSL
Sab TV Lane, OppLaxmi Indl.Estate
Above Shabari Restaurant
Andheri (W), Mumbai : 400 053
Tel.: 2630 1232/ 2630 12 M: 9820373992
Email: jupoojari@rediffmail.com

Secretarial Compliance Report for the year ended March 31, 2022

To,
The Members,
IIFL Wealth Prime Limited
(Formerly: IIFL Wealth Finance Ltd.)

We have examined:

- a) all the documents and records made available to us and explanation provided by IIFL Wealth Prime Limited, having CIN: U65990MH1994PLC080646 (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the company during the review period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the company during the review period)
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the company during the review period);
- j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 (Not applicable to the company during the review period);
- k) The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993,
- l) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not applicable to the company during the review period);

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For J. U. Poojari & Associates
Company Secretaries

Place: Mumbai

Date: 03.05.2022

JAYARAM
UMESH
POOJARI

Jayaram U Poojari

FCS No: 8102 CP No: 8187

UDIN: U65990MH1994PLC080646

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.