

Date: April 21, 2023

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

Corporate governance report for the quarter ended March 31, 2023

In Compliance with the requirements of Regulations 27 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, please find enclosed herewith quarterly corporate governance report for the quarter ended March 31, 2023.

For IIFL SAMASTA FINANCE LIMITED

Mr. Manoranjan Biswal
Company Secretary & Compliance Officer

Encl: a/a

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – **IIFL SAMASTA FINANCE LIMITED**

2. Quarter ending – **March 31, 2023**

I. Composition of Board of Directors													
Title (Mr. / Ms)	Name of the Director	PAN [§] & DIN		Category (Chairperson/Executive / Non-Executive / independent / Nominee) ^{&}	Initial Date of Appoi ntmen t	Date of Re- appoi ntment	Date of Cessa tion	Tenure*	Date of Birth	No. of Directors hip in listed entities including this listed entity [in Referenc e Regulati on 17A(1)]	No. of Independe nt Directorshi p in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of membershi ps in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN										
Mr.	Vikraman Ampalakkat	ABKPA7244F	01978341	Non- executive Independe nt Director	01-04- 2014	01-04- 2019	N.A.	108	08-08- 1947	-	-	3	-
Mr.	Badrinarayana n Seshadri	AAWPB0237 E	00507371	Non- executive Independe nt Director	01-04- 2014	01-04- 2019	N.A.	108	30-06- 1970	-	-	1	-
Mr.	Ramanathan Annamalai	AEHPA1356 C	02645247	Non- executive Independe nt Director	01-04- 2014	01-04- 2019	N.A.	108	25-12- 1948	1	1	3	-
Ms.	Malini Benjamin Eden	AABPE0286D	00732954	Non - executive, Independe nt Director	26-04- 2018	26-04- 2018	N.A.	59.5	02-02- 1960	-	-	-	-
Mr	Narayanasma my Venkatesh	AAJPV2474Q	01018821	Executive Director,	01-02- 2004	28-06- 2021	N.A.	N.A.	19-06- 1975	-	-	1	-

				Managing Director									
Mr.	Shivaprakash Deviah	AELPS6775B	02216802	Executive Director, Whole-time Director	30-07-2008	30-06-2022	N.A.	N.A.	11-03-1975	-	-	1	-

**** Number of Chairperson positions held in Audit/ Stakeholder Committee of only listed entities is considered**

Whether Regular chairperson appointed – **No**

Whether Chairperson is related to managing director or CEO – **N.A.**

§ - PAN number of any director would not be displayed on the website of Stock Exchange

& - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees (As on March 31, 2023)

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)§	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Vikraman Ampalakkat	Member, Non-executive Independent Director	26-06-2009	-
		Mr. Badrinarayanan Seshadri	Member, Non-executive Independent Director	30-07-2008	-
		Mr. Shivaprakash D.	Member, Executive Director	20-10-2022	-
2. Nomination & Remuneration Committee	No	Mr. Ramanathan Annamalai	Member, Non-executive Independent Director	23-04-2009	-
		Mr. Badrinarayanan Seshadri	Member, Non-executive Independent Director	30-07-2008	-
		Mr. Vikraman Ampalakkat	Member, Non-executive Independent Director	26-06-2009	-

3. Risk Management Committee (If any)		Mr. Ramanathan Annamalai	Member, Non-executive Independent Director	23-04-2009	-
		Mr. Shivaprakash Deviah	Member, Whole-time Director	30-07-2008	-
		Mr. Badrinarayanan Seshadri	Member, Non-Executive Independent Director	20-10-2022	-
4.Stakeholders Relationship Committee	No	Mr.Ramanathan Annamalai	Member, Non-executive Independent Director	23-04-2009	-
		Mr.Narayanaswamy Venkatesh	Member, Managing Director	01-02-2004	-
		Mr.Vikraman Ampalakkat	Member, Non-executive Independent Director	26-06-2009	-
5.Corporate Social Responsibility Committee	No	Mr. Venkatesh N	Member, Managing Director	01-02-2004	-
		Mr. Shivaprakash Deviah	Member, Whole-time Director	30-07-2008	-
		Ms. Malini Benjamin Eden	Non-executive, Independent Director	26-04-2018	-
&Category of directors means Executive/Non-Executive/Independent/Nominee if a Director fits into more than one category write all categories separating them with hyphen.					

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the Relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum Gap Between any two Consecutive (in number of days)</i>
<ul style="list-style-type: none"> October 21,2022 	<ul style="list-style-type: none"> January 24,2023 March 14, 2023 	Yes	6	4	94 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
IV. Meeting of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee:					
<ul style="list-style-type: none"> January 23,2023 	Yes	3	2	<ul style="list-style-type: none"> October 21,2022 	93 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
Nomination & Remuneration Committee:					
<ul style="list-style-type: none"> January 23,2023 March 14, 2023 	Yes	3	3	N.A.	N.A.
Stakeholders Relationship Committee:					
March 14, 2023	Yes	3	2	N.A.	N.A.
CSR Committee:					
March 24,2023	Yes	3	1	N.A.	N.A.
Risk Management Committee:(If any)					

<ul style="list-style-type: none"> January 23, 2023 	Yes	3	2	<ul style="list-style-type: none"> October 21, 2022 	94 Days (Gap Calculated Between two Consecutive Meetings-Last Meeting of Previous Quarter & First Meeting of Relevant Quarter)
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**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

***to be filled in only for the current quarter meetings*

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee
- 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**
- 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**
- The report submitted for the quarter ended March 31, 2023 shall be placed before Board of Directors at the ensuing meeting of the Board. – **Yes**

For IIFL SAMASTA FINANCE LIMITED

Manoranjan Biswal
Company Secretary & Compliance Officer

Place: Bangalore

Date: April 21, 2023

Note: *Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.*